

BYLAWS OF
THE ABILENE HIGH EAGLE BAND BOOSTER CLUB

These Bylaws govern the affairs of The Abilene High Eagle Band Booster Club, a nonprofit Club (referred to as the "Club"), organized under the Texas Non-Profit Corporation Act (referred to as the "Act").

PREAMBLE

The Club members wish to provide for the support of the Abilene 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 Club's primary focus. The Club and its members will cooperate with the Band and its directors and leaders to pursue these worthwhile goals. The Club will strive to provide financial support to the Band programs consistent with the policies of the Abilene Independent School District and University Interscholastic League (UIL) guidelines.

ARTICLE 0

MEMBERS

Members

0.01 Each parent or guardian of a band student is eligible for membership in the Club upon the admission of that person's child or ward into the Abilene High School Eagle Band, at Abilene 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. Club fees are set by vote of the members annually.

Associate 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 Abilene High School Eagle Band. Associate membership has no vote and associate members may not hold office, either as Directors or officers. No booster club fees are payable by an Associate member.

Meetings

0.02 Regular meetings of the members of the Club are held monthly at Abilene High School, from August through May, on the first Thursday of each month, unless the Board of Directors otherwise direct or agree. Special meetings of members may be held on the written request of three percent (3 %) or more of the members, which

request 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 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, introduce newly elected directors and officers, and outline the years' planned activities.

The meeting of members in May shall be known as the Annual Meeting to hear reports from the officers and committees, to elect Directors and officers and for other business.

Voting

0.03 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. This list may be inspected at any time by a member.

Honorary Life Membership

0.04 An individual may receive honorary life membership in the Club on the vote of three-fourths (3/4) of the members present at a meeting, based upon notable service to the Abilene High Eagle Band. An honorary life member may not vote or hold office, unless they are a current member of the Band Booster club. Nominations for honorary life membership should be made to the Board of Directors.

ARTICLE 1

OFFICES

Principal Office

1.01 The principal office of the Club in the State of Texas shall be located at Abilene, Texas. The Club may have such other offices, either in Texas or elsewhere, as the Board of Directors may determine.

ARTICLE 2

BOARD OF DIRECTORS

Management of the Club

2.01 The affairs of the Club shall be managed by the Board of Directors.

Number, Qualifications, and Tenure of Directors

2.02 The number of Directors shall be a number determined by the Board of Directors that is not less than three (3) and not greater than nineteen (19). A member of the Board of Directors shall serve until his death, resignation, removal or end of his or her term of office.

A member of the Board of Directors shall serve a one (1) year term. No member may serve more than two consecutive one-year terms in the same office. A member of the Board of Directors must reside in the Abilene Independent School District, and must have been a member of the Club for one (1) school year prior to assuming office.

Any of the Director positions may be filled by one or two parents or guardians, but only one vote per couple is permitted in any vote by the Board of Directors.

Election of Directors

2.03 A person is elected Director by a plurality vote of the members of the Club by ballot at the regular May meeting of members. Terms of office of Directors begin June 1 and end May 31.

Vacancies

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

Annual Meeting

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

Regular Meetings

2.06 The Board of Directors may provide for regular directors meetings by resolution stating the time and place of such meetings. The meetings shall be held within the Abilene Independent School District. No notice of regular meetings of the Board is required other than a resolution of the Board of Directors stating the time and place of the meetings.

Special Meetings

2.07 Special meetings of the Board of Directors may be called by or at the request of any three (3) Directors, or by the President, to be held at any place within or without Texas.

Notice

2.08 Written or printed notice of any special meeting of the Board of Directors shall be delivered to each Director not less than seven nor more than 30 days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the purpose or purposes for which the meeting is called.

Quorum

2.09 A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. 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 to constitute a quorum. If a quorum is not present at any time during a meeting, a majority of the Directors present may adjourn and reconvene the meeting one time without further notice.

Duties of Directors

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

Actions of Board of Directors

2.11 The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or 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 decision of the Board of Directors.

Proxies

2.12 A Director may not vote by proxy .

Limitation of Liability

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

Removal of Directors

2.14 The Board of Directors may vote to remove a Director at any time, with or without good cause. Good cause for removal of a Director shall include the unexcused failure to attend four (4) consecutive meetings of the Board of Directors. A vote of a two-thirds (2/3) majority of the Board controls.

ARTICLE 3

OFFICERS

Officer Positions

3.01 The officers of the Club shall be a President, First Vice-President, Second Vice-President, a Secretary, a Treasurer, and a Parliamentarian, and five (5) Directors at Large. The Board of Directors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. No two offices may be held by the same person.

Any of the offices may be filled by one or two parents or guardians, and only one vote per couple is permitted in any vote of the Board of Directors.

Election and Term of Office

3.02 The officers of the Club 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 officer shall hold office until a successor is duly selected and qualified. An officer may be elected to succeed himself or herself in the same office, but no officer may serve more than two consecutive terms of office in the same office. An officer must be a voting member of the Club and have been a voting member for at least one (1) school year prior to taking office.

Removal

3.03 Any officer may be removed by the Board of Directors with or without good cause. Removal of the officer also acts to remove that person from the Board of Directors.

Vacancies

3.04 A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the officer's term.

President

3.05 The President shall be the chief executive officer of the Club. The President shall supervise and control all of the business and affairs of the Club and shall preside at all meetings of the Board of Directors. The President may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed. However, the President may not execute instruments on behalf of the Club if this power is expressly delegated to another officer or agent of the Club by the Board of Directors, the bylaws, or statute. The President shall perform other duties prescribed by the Board of Directors and all duties incident to the office of President.

First Vice-President

3.06 The First Vice-President shall:

- (a) Preside in the absence of the President.
- (b) Oversee the band trip committee.
- (c) Coordinate the activities among the various Club committees at the direction of the President.
- (d) Act as an aide to the President.

Second Vice-President

3.07 The Second Vice-President shall:

- (a) Oversee the Communication Committee.
- (b) Act as liaison to band parents in feeder middle schools.
- (c) Perform other duties as assigned by the President.
- (d) Perform other duties as may be prescribed in these Bylaws.

Secretary

3.08 The Secretary shall:

- (a) Keep an accurate record of all members' meetings and provide minutes of the preceding meeting.
- (b) Keep an accurate record of all meetings of the Board of Directors, and provide minutes of the preceding meeting, and keep a current copy of the governing documents of the Club available for inspection by officers, directors, and members.
- (c) Copies of the minutes of all meetings of the membership and Directors for the current year are available to any member of the Club upon written request.
- (d) Keep a register of the mailing address of each Director.
- (e) Oversee the Membership Committee, and along with the Treasurer, be responsible for the list of members to see that it is current and complete.
- (f) Post meeting notices and perform other public notice functions as directed by the President, Board of Directors, or members, in consultation with the Second Vice-President.
- (g) Perform other duties as prescribed by these Bylaws.
- (h) Perform other duties as assigned by the President or Board of Directors.

Treasurer

3.09 The treasurer shall:

- (a) Have charge and custody of and be responsible for all funds of the Club, including booster club fees when assessed.
- (b) Receive and give receipts for moneys due and payable to the Club from any source.
- (c) Deposit all moneys in the name of the Club in banks or other depositories as provided in the Bylaws or as directed by the Board of Directors.
- (d) Write checks and disburse funds to discharge obligations of the Club as authorized by the President, Board of Directors or vote of the members.

- (e) Maintain the financial books and records of the Club and prepare and file all necessary state and federal tax returns and reports.
- (f) Prepare financial reports at least annually and prepare a budget in consultation with the President and present the budget to the Board of Directors and members each year.
- (g) Perform other duties as assigned by the Board of Directors.
- (h) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors.
- (I) Perform all of the duties incident to the office of treasurer.

Parliamentarian

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

Directors at Large

3.11 The Directors at Large shall:

- (a) Represent the general membership.
- (b) Perform duties as assigned by the President or Board of Directors.
- (c) Perform other duties as prescribed by these bylaws.

ARTICLE 4

COMMITTEES

Establishment of Committees

4.01 The President, in consultation with the Board of Directors, may establish one or more committees (except the Nominating Committee), delegating specified authority to a committee, and appointing or removing members of a committee. A committee may include one or more Directors and may include persons who are not Directors. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of Directors. The Board of Directors may establish qualifications for membership on a committee. The Board of Directors 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 Board of Directors. The establishment of a committee or the delegation of authority to it shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Bylaws or otherwise imposed by law. No

committee shall have the authority of the Board of Directors to take any action outside the scope of authority delegated to it by the Board of Directors.

The President, in consultation with the Board of Directors, shall appoint an auditing committee to consist of three (3) Club members who will conduct an annual financial audit and will present the report no later than the second membership meeting of the year.

Nominating Committee and Election Procedures

4.02 The Nominating Committee shall be elected by a majority vote of the members present at the February meeting of members. The committee will consist of five (5) persons, one representative from each high school grade level and one at-large member. 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 office and report its nominations at the April membership meeting. Nominating committee members are eligible for nomination for 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 Board of Directors of his or her inability or refusal to serve in the office for which nominated. The nominations for officers will be published at least 2 weeks prior to the May annual membership meeting.

The Board of Directors 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 Directors.

ARTICLE 5

BOOKS AND RECORDS

Required Books and Records

5.01 The Club shall keep correct and complete books and records of account.

Inspection and Copying

5.02 Any Director of the Club may inspect and receive copies of all books and records of the Club required to be kept by the bylaws.

ARTICLE 6

FISCAL YEAR

6.01 The fiscal year of the Club shall begin on the first day of June and end on the last day in May in each year.

ARTICLE 7

INDEMNIFICATION

When Indemnification is Required, Permitted and Prohibited

7.01 (a) The Club shall indemnify a Director, officer, committee member, or agent of the Club who was, is, or may be named 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 Club. For the purposes of this article, an agent includes one who is or was serving at the request of the Club as a Director, officer, partner, venturer, proprietor, partnership, joint venture, sole proprietorship, trust, or other enterprise. However, the Club shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Club's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Club shall not indemnify a person who is found liable to the Club 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 the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

(b) In addition to the situations otherwise described in this paragraph, the Club may indemnify a Director, officer, committee member, or agent of the Club to the extent permitted by law. However, the Club shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 7.01(a), above.

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

(d) If the Club 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 Club, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

7.02 The Club may, upon the affirmative vote of the Directors, purchase insurance for the purpose of securing the indemnification of its Directors, officers and others to the extent that such indemnification is allowed by these Bylaws or by law. Such insurance

may be for some or all of such 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 8

NOTICES

Waiver of Notice

8.01 Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of in Club 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 notice shall be effective whether signed before or after the time stated in the notice being waived.

Waiver of Notice by Attendance

8.02 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 9

SPECIAL PROCEDURES FOR MEETINGS

Meeting by Telephone

9.01 The Board of Directors, and any committee of the Club may hold a meeting by telephone conference call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

Decision without a Meeting

9.02 Any decision required or permitted to be made at a meeting of the Board of Directors, or any committee of the Club 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 signed consents shall be placed in the Club minute book and kept with the Club's records.

Robert's Rules

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

ARTICLE 10

AMENDMENTS

10.01 The bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board of Directors and by a two-thirds (2/3) vote of the 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 11

MISCELLANEOUS

Controlling Law

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

Headings

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

Gender

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

ARTICLE 12

DIRECTORS OF THE ABILENE HIGH SCHOOL BAND

12.01 The Club will work closely with the Directors of the Abilene High School Eagle Band in support of the band program. The Board of Directors will consult with the Directors of the band on all matters affecting the mission of the Club. All meetings will be open to the Directors of the Abilene High School Eagle Band. The Directors of the band will not vote or hold office in the Club.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of The Abilene High Eagle Band Booster Club, and that the foregoing Bylaws constitute the Bylaws of the Club. These Bylaws were duly adopted at a meeting of the Board of Directors held on November 16, 2000.

DATED: _____, 2001