

## BYLAWS

OF

### Oregon City High School Band Booster Club (As Amended February 7, 2017)

#### ARTICLE 1 NAME AND ADDRESS

SECTION 1 NAME OF ORGANIZATION The name of the organization shall be the Oregon City High School Band Booster Club, hereinafter called the BAND BOOSTERS.

SECTION 2 PRINCIPAL OFFICE The principal office for the transaction of its business shall be: 19761 S. Beaver Creek Road, Oregon City, OR 97045

Oregon City Senior High School is located in Clackamas County, Oregon.

#### ARTICLE 2 PURPOSE AND OBJECTIVES

SECTION 1 SPECIFIC PURPOSES AND OBJECTIVES The purpose of the Band Boosters shall be to serve and support the students and promote the activities of the Oregon City High School Band and Flag Team, hereinafter called the PROGRAM. The objectives of the Band Boosters are:

- (a) to lend all possible financial, moral, organizational, logistical and personnel support to the Program;
- (b) to advance the education of the youth enrolled in the Program by promoting and encouraging musical excellence, teamwork and cooperation in an environment of mutual respect and dignity;
- (c) to cooperate with the band, Flag Team, and Cheer, their officers, representatives, and the Band Director whenever possible. The contribution by the Band Boosters of time, goods, services, and/or finances to the Program is intended to augment the Program and not to serve as a substitute for the legal financial obligations of the State of Oregon, the County of Clackamas, or the Oregon City School District to provide for the basic needs of the Program. In pursuit of these objectives, the Band Boosters will neither seek to direct the administrative activities of the Program or control its policies. The Band Boosters shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this organization.

#### ARTICLE 3 MEMBERSHIP

SECTION 1 CLASS, QUALIFICATION AND RIGHTS OF MEMBERS 1) Classes of Membership. The Band Boosters shall have two classes of membership: Active Members and Associate Members. Membership in the Band Boosters is open to any individual satisfying the criteria of either class of membership. a) Active Members: Parents, guardians or other individuals of students actively enrolled in a band class at Oregon City High School, who are willing to subscribe to the purpose and bylaws of the Band Boosters, and are not excluded as defined in this section. Individuals qualify as Active Members at the beginning of the Fiscal Year wherein their student is enrolled in band. These active members shall have all the rights and privileges of membership including the right to vote and/or serve on the Board of Directors or to be appointed as a Committee Chair. Families are limited to two active members. Each active member shall have one vote. Active members are identified for each student on the Band Booster Registration form, and are recorded in the Membership Book. b) Associate Members: those individuals, who are interested in promoting the purposes and functions of the Band Boosters, but who are not eligible to vote or serve on the Board of Directors. but can hold a position as an appointed Committee Coordinator or as Committee Chairs for specific fundraisers or events. 2) Age Requirements: None. 3) Residency Requirements: None.

SECTION 2 MEMBERSHIP ROSTER The Band Boosters shall keep a membership book containing the name and address of each member. The membership book shall be kept at the Board's principal office and shall be available for inspection by any Director or member of the Band Boosters during regular business hours. The record of names and addresses of the members of the Band Boosters shall constitute the membership list of this organization and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 3 MEMBERSHIP FEES, DUES AND ASSESSMENTS 1) Dues: There are no membership dues. The collection of dues by the organization may only be modified by a majority vote of all Active members. 2) Fund Raisers: There are three types of fundraisers. There are those designed to benefit the entire booster organization. Some benefit specific groups; and others benefit the individual.

(a) Booster Fundraisers: Participation in some of these General Fund fundraisers is mandatory and shall be declared in the Band registration papers. These are the activities designed to address the financial needs outlined in the annual budget. Some fundraisers require monetary contributions; some allow labor to be substituted for monetary contributions through solicitation efforts; others require labor in the form of working an event. Individuals who cannot contribute labor due to scheduling or other conflicts shall make an equivalent monetary contribution, to be announced at the beginning of the school year. In addition, families not participating in fundraising will not be eligible for hardship funds. All proceeds from booster fundraisers are deposited into the booster general fund.

(b) Group Fundraisers: The band, Flag Team, or Cheer may occasionally run a fundraiser for their respective group. Funds raised in this fashion are deposited into the general fund of that group. Examples of such fundraisers are car washes and bingo nights. (c) Individual

Fundraisers: These fundraisers are not mandatory because they are designed as an opportunity for individuals or families to help defray the personal expenses connected with participation in the Program. Proceeds are credited to Student band accounts. Examples of individual fundraisers include earnings from scrip and e-Scrip.

SECTION 4 NONLIABILITY OF MEMBERS Members are not personally liable for the debts, liabilities, or obligations of the Board or Organization.

#### ARTICLE 4 DIRECTORS

SECTION 1 NUMBER OF DIRECTORS The Band Boosters shall have five elected Directors and five appointed committee officers, and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. The Board of Directors shall be composed of: 1) Elected Officers: Chair; Vice Chair; Secretary; Treasurers (2, General and Student). 2) Appointed Committee Coordinators: Scrip Coordinator ;Uniform Coordinator; Fundraising Coordinator; Promotion, Communication, Apparel and Member Relations Coordinator; Volunteer Coordinator; The procedure by which the Directors will be elected and the appointed committee coordinators will be selected and announced is defined in Article 7, Elections.

SECTION 2 POWERS Each Director shall have one vote on any matter requiring the approval of the Board of Directors.

SECTION 3 DUTIES OF DIRECTORS It shall be the collective duty of the Directors to: 1) Review and approve the expense requests submitted by the Band Director; 2) Perform any and all duties imposed on them collectively or individually by law, by these Bylaws; 3) Supervise all officers, committee coordinators and agents of the organization to assure that their duties are performed properly; 4) Meet at such times and places as required by these Bylaws; 5) Approve the appointment of Coordinators for all committees. General duties of each respective Director are listed in sections 4 through 6 of this Article. Detailed duties of each respective Director are listed in job descriptions that are filed with, but are not a part of, the Bylaws. Job descriptions may be modified at regular or special meeting of the general membership through a majority vote.

SECTION 4 DUTIES OF THE CHAIR shall: 1) Serve as the chief executive officer of the Board and shall, subject to the control of the Board of Directors, supervise the affairs of the Board and the activities of the officers. The scope of the Chairs' authority is limited. They shall have no governing authority in making policies or rules without the approval of the Board of Directors; 2) Perform all duties incident to his or her office and such other duties as may be required by these Bylaws, or which may be prescribed from time to time by the Board of Directors; 3) Set the agenda and preside at all meetings of the Board of Directors and at all general membership meetings; 4) Act as liaison between the Band Boosters and the Oregon City High School administration; 6) Be ex-officio a member of all committees; 7) Keep the Board Members and Music Director informed on all issues; 8) Prepare an end-of-year report to aid the incoming Chair; 9) Perform additional duties as documented in the job description for the Chair, subject to modifications approved by the general membership.

SECTION 4a DUTIES OF THE Vice Chair shall: 1) Serve as the Volunteer Coordinator as stated in Section 4 (D). 2) Serve as Chair, presiding over meetings of the Board of Directors and at general membership meetings when the Chair is unavailable. 3) Work closely with the Chair on special assignments as delegated by the Chair. 4) Perform additional duties as documented in the job description for the Vice Chair, subject to modifications approved by the general membership.

SECTION 5 DUTIES OF THE SECRETARY shall: 1) Certify that the treasurer has at all times the current and up-to-date Organization Records. 2) Keep at the principal office of the organization at all times a Membership Roster containing the name and address of each and any members; 3) Keep at the principal office of the organization at all times a Book of Meeting Minutes for all meetings of the Board of Directors and for general membership meetings, recording therein the time and place of holding, whether regular or special, how called, the names of those present or represented at the meeting, and the proceedings thereof; 4) At general and Board meetings, present for approval the minutes of the previous meeting; 5) Exhibit at all reasonable times to any Director of the Board, on request therefore, the Organization Records Book, the Membership Book, and the Book of Meeting Minutes of the Board; 6) Shall conduct all official correspondence for the Band Boosters, and file copies in the Organization Records Book. 7) Prepare the ballot for the annual election of Board Members as stated in Article 7, Section 4. 8) Prepare an end-of-year report to aid the incoming Secretary; 9) Perform additional duties as documented in the job description for the Secretary, subject to modifications approved by the general membership.

SECTION 6 DUTIES OF THE TREASURERS The Treasurers shall: 1) Keep at the principal office of the organization at all times the current and up-to-date Organization Records Book. The Organization Records Book shall contain all original records of the organization, including, but not limited to: The Bylaws and any amendments; bulk mail permit; legal contracts; insurance policies; and all official correspondence of the organization; 2) Be responsible for all funds of the organization, and deposit or have deposited all such funds in the name of the organization in such banks or other depositories as shall be adopted by the Board of Directors; 3) Receive, and give receipt for, monies due and payable to the organization from any source whatsoever; 4) Disburse, or cause to be disbursed, the funds of the organization as may be directed by the Board of Directors, taking proper vouchers for such disbursements; 5) Keep and maintain adequate and correct accounts of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, and disbursements; 6) Exhibit at all reasonable times the books of account and financial records to any Director of the Board, on request therefore; 7) Render to the Chair and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the organization; 8) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; 9) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors; 10) Cooperate with the Financial Review committee in their annual review of the organization's financial records; 11) Prepare an end-of-year report to aid the incoming Treasurer; 12) Perform additional duties as documented in the job description for the Treasurer, subject to modifications approved by the Board of Directors.

SECTION 7 SUBORDINATE OFFICERS AND OTHER AGENTS The Board of Directors may appoint such other committee coordinators or agents from its membership as it may deem desirable, and such officers or agents shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 8 TERM OF OFFICE 1) Each Director shall hold office for a period of one year. 2) There is no limit to the number of consecutive one-year terms a duly elected or appointed Director may serve, if duly qualified. 3) The term of office for Directors shall commence at the start of the fiscal year, and conclude with the ending of the fiscal year. 4) The outgoing Treasurer is responsible for preparing and submitting the annual financial reports for the fiscal year under which he or she served.

SECTION 9 COMPENSATION Directors shall serve without compensation except that they shall be allowed reimbursement of expenses incurred in the performance of their regular duties as specified.

SECTION 10 DIRECTOR QUALIFICATIONS AND RESTRICTIONS 1) All Directors shall be active Band Booster members during the fiscal year in which they serve. 2) No individual may hold more than one position on the Board of Directors. However, Directors may chair committees while still maintaining their vote as Directors. 3) Interested persons are prohibited from serving as Directors of the Board. For purposes of this section, "interested persons" means either:

(a) Any employee of the Oregon City School District excluded from serving on a booster Board of Directors by the policy of the Oregon City School District; (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. 4) None of the five elected officers (Co-Chairs, secretary, treasurers) may be related to another elected officer as brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law.

SECTION 11 BOARD MEETINGS 1) Place of Board Meetings. Meetings shall be held at the published location of the Board unless otherwise provided by the Board or at such place that has been designated from time to time by the Board of Directors. 2) Regular Board Meetings. Regular meetings of the Board of Directors shall be held monthly. The date and time of the first regular meeting of the new fiscal year shall be determined by the newly elected Chair, and communicated to the other Directors, appointed committee coordinators and the general membership prior to the commencement of the new fiscal year. 3) Special Board Meetings. Special meetings of the Board of Directors may be called by the Chair, the Secretary, or by any two Directors, and such meetings shall be held at the place designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Board. 4) Quorum. A quorum shall consist of a majority of the Directors. The act of a majority of Directors present at a meeting in which a quorum is in attendance shall constitute the act of the Board, unless law requires the act of a greater number by these bylaws. Except as otherwise provided in these, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. 5) Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the Chair, or, in his or her absence, by the Vice Chair or by a Treasurer or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Board shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. 6) Rules of Order. Meetings shall be governed by "Robert's Rules of Order"; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, or with provisions of law. 7) Order of Business. The Chair shall establish the Order of Business for Board meetings at the first meeting of each fiscal year. 8) Notification. Regular meetings will be posted on the organization's online calendar for public consumption. Meeting notifications may also be posted via email or social media as a means of informing the general membership of a regular or special meeting.

SECTION 12 VACANCIES 1) Vacancies on the Board of Directors or committee coordinators shall exist (a) on the death, resignation or removal of any Director/coordinator, and (b) whenever the number of authorized Directors/coordinators is increased. 2) Resignation: Any Director/coordinator may resign effective upon giving written notice to the Chair, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. 3) Removal. Causes for removal of a Director/coordinator shall be:

(a) Legal Cause. The Board of Directors may declare vacant the office of a Director/coordinator who has been declared of unsound mind by a final order of court, or convicted of a felony.

(b) Incompetence. This is subjective and will be left to the discretion of the Board of Directors. One warning followed by an opportunity for response shall constitute due process.

(c) Attendance. Failure to attend two (2) consecutive Board meetings without just cause shall constitute reason for removal. (d) Recall. A recall of an elected officer may be initiated by any voting member of the constituency by whom the Director was elected. A petition signed by  $\frac{1}{4}$  of the voting members of the constituency will constitute cause for such recall election. Notice to the entire constituency must be given at least 30 days before the general meeting on which it will be voted. Removal must be by  $\frac{2}{3}$  vote of the members present and eligible to vote. 4) Any vacancy occurring in the Board, whether by increase in the number of Directors or otherwise, shall be filled by appointment by the Chair of an active member in good standing, subject to approval by a majority of the Directors then in office though less than a quorum of the Board. 5) A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office. SECTION 13 NON-LIABILITY OF DIRECTORS The Directors shall not be personally liable for the debts, liabilities, or other obligations of the organization.

## ARTICLE 5 COMMITTEES

SECTION 1 TYPES OF COMMITTEES There shall be: 1) Standing Committees that are appointed for the entire fiscal year, 2) Select Committees that are appointed for a special purpose and duration.

SECTION 2 COMMITTEE MEMBER QUALIFICATIONS 1) All committee chairpersons must be active members or associate members of the Band Boosters. In assigning chairperson positions, active members shall have a preference in the appointment process. 2) Committee members must be either active members or associate members in good standing of the Band Boosters. 3) Directors may serve as committee chairpersons while retaining their voting rights on the Board of Directors. 4) The Chair and Vice Chair shall be ex-officio a member of all committees except the Nominating committee.

SECTION 3 GENERAL POWERS AND RESTRICTIONS 1) A written charter of the responsibilities of each committee shall be prepared by the Board of Directors, and may be amended at any regular or special Board meeting. 2) No committee shall enter into any contract or incur any indebtedness of financial obligation of any kind, except under the express authorization of the Board of Directors. 3) Subject to the approval of the Board of Directors, each committee shall have the power to adopt such rules as may be necessary for the conduct of the work entrusted to it. 4) Except as allowed under Article 9, Section 1, all contracts and other obligations of the organization must be approved by a majority of the Board of Directors. Such contracts shall be signed by both the Chair and Vice Chair and one of the Treasurers. 5) Committee chairpersons shall be appointed or removed by the Chair with the approval of a majority of the Board of Directors. 6) Each committee shall have the power to set up sub-committees for carrying on the work under its direction as it may deem necessary.

SECTION 4 STANDING COMMITTEE COORDINATORS 1) Standing committee coordinators are appointed by the Chair at the start of the fiscal year, and approved by a majority vote of the Board of Directors. 2) Standing committees shall keep records of committee revenues, expenses and procedures, and shall submit an end-of-the-year report to the Board of Directors to aid incoming chairpersons for the following year. 3) The Standing Committees shall be:

A) The *Fundraising Coordinator* shall: 1) Be responsible for meeting the financial needs of the organization as set forth in the budget; 2) Organize and be responsible for the fundraising projects of the organization in compliance with Oregon City High School policy and Oregon City School District policy; including, but not limited to, scrip, e-Scrip, charitable donation websites, and web-based charity shopping malls; and represent them to the Board of Directors; 3) Keep detailed records of all fund-raising projects; 4) Remit the bills, receipts, expense forecasts and proceeds for all fundraising events to the Treasurer in a timely fashion; Review all incoming fundraising ideas from outside groups, businesses and parents 5) Summarize event ideas and present to the Board of Directors to decide if it is an event that is beneficial to the band and/or doable with the band schedule in order to present it to the leadership group and potential to the parent group. Outside fundraising opportunities come to the coordinator through the ocbandparent email. 6) Work with School Administration to make sure all approvals have been received for all various fundraisers including approval for the event, approval for hanging posters, locations, etc. 7) Obtain or assist with cash boxes, two parents count for events and deposits 8) Assist with volunteer coordination for an event, which may include scheduling, keeping track of volunteer time/dollars earned and spent. 9) Provide clarity throughout and after the event planning process on which fundraisers specifically benefit student accounts vs. the general fund, and provide a recap after each fundraiser that clearly outlines budget, expenses, revenue, and distribution of the revenue. 10) Locate and apply for Grants on behalf of the band (or work with a grant writer – could be delegated) 11) Provide oversight to individuals who are acting as chairperson for the various fundraisers, including ensuring that fundraising forms are completed and approved by administration, cash boxes are ordered, and that the fundraiser is being planned and executed in a successful manner.

B) Promotion, Communications, Apparel, and Member Relations Coordinator shall include:

1) *Digital Media*: a) Maintain current email list for band parents in an approved email service system, solicit new email subscriptions b) Check Board email regularly and direct emails to other Coordinators as required c) Write, edit and publish bi-monthly (minimum) and special edition Booster News emails using Mailchimp d) Push frequent social media messages out on the Band Booster Facebook page to promote events, fundraisers and activities of the band e) Collaborate with the media representative for the high school on ensuring band events appear in the high school's various communication outlets (calendar, website, email and Facebook) f) Maintain a positive, upbeat tone in all communications g) Collaborating with the Secretary, ensure that regular meeting notices are posted to the Booster event calendar and website.

2) *Website*: a) Maintain the OCHS Band Website: ocbandparent.org b) Maintain the Google calendar with band, booster and other relevant events c) Upload documents as directed by the Band Director and/or other d) Add announcements, fundraising events, forms, etc. e) Post pictures from band events f) Take care of (redirect) comments that are posted on the website

3) *Apparel Management* (collaborates with Student Leaders) a) Coordinate with Student Leaders & graphic designers to design the annual apparel purchases for the band b) Oversee the collection of sizes from all performers, Band Director, Boosters and others who order c) Order and quality check all apparel d) Distribute apparel as it arrives.

4) *Alumni Relations* a) Serve as liaison to the alumni of the Band Family to provide news of activities and achievements b) enlist financial and operational support by the alumni c) Maintain an alumni directory for communicating by phone, mail and e-mail.

5) *Membership* a) Be responsible for enlisting new members b) Arrange for all first-year Booster parents to be matched up with experienced Booster parents. c) Provide hotline support to all newcomers. d) Organize and host the Spring incoming freshman orientation

C) The *Volunteer Coordinator (Filled by the Vice Chair)* shall: 1) Maintain an accurate and up to date list of adult volunteers. ensure all volunteers have completed their school-based volunteer form 2) Solicit volunteer help for events & fundraisers as needed 3) Actively manage volunteer needs with the Band Director, fundraising coordinator and fundraiser chairs, to include both adult and student volunteers 4) Email the appropriate person the volunteer or chaperone list for an event several days prior to the event 5) Manage volunteer sign up sheets at every Booster meeting 6) Provide an email or phone reminder to volunteers prior to the event to ensure coverage 7) Provide appropriate recognition via email, phone or other methods to help make sure our volunteers know that they are appreciated

D) The *Uniform Coordinator* shall: 1) Maintain band uniforms (organize, clean, repair) 2) Attend or make provisions for all parades and band trips to make any adjustments, repairs, etc. to band uniforms 3) Be available prior to school concerts to make any adjustments, repairs, etc. to concert apparel 4) Coordinate date and times of performances with Band Director

E) The *Scrip Coordinators* shall: 1) Responsible for the education of band families and other supporters about the Scrip program, including the distribution of updated Scrip forms as needed 2) Manage the monthly collection, processing and distribution of Scrip orders 3) Provide monthly reports of Scrip orders & earnings to the Booster Board, and submit to the Minutes Coordinator for posting in the Agenda

SECTION 5 SELECT COMMITTEES There shall be the following Select Committees, appointed for the special purposes described in this Section: A) Nominating Committee: It is the responsibility of the Nominating Committee to accept and qualify nominations for the officers and the representatives that serve on the Board of Directors. The role of the Nominating Committee is described under Article 7, Section 4, Election Procedures. The secretary shall oversee the committee and provide assistance as needed. The Chair shall nominate and the Board approve the committee members. B) Financial Review Committee: The Financial Review Committee shall consist of one to three members, other than officers, who shall, with the cooperation of the Treasurer, conduct an annual review of the funds and financial records of the organization. C) The Financial Review Committee shall present their findings to the general membership at the final general booster meeting of the school year.

SECTION 6 OTHER COMMITTEES The Board of Directors may at any time appoint such other committees as required.

## ARTICLE 6 MEMBER MEETINGS

SECTION 1 PLACE OF MEETINGS Meetings of members shall be held at the principal office of the organization or at such other place or places within or outside of the State of Oregon as may be designated from time to time by resolution of the Board of Directors.

SECTION 2 ANNUAL MEETING The members shall meet in March of each year for the purpose of electing Directors and transacting other business as may come before the meeting. The annual meeting of members for the purpose of electing Directors shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

**SECTION 3 REGULAR AND PLANNING MEETINGS** Regular meetings of the members, also referred to as Booster meetings or general membership meetings, shall be held monthly, at dates and times to be determined by the Board of Directors at the start of each fiscal year. Meeting dates will be published in the Band Booster's monthly newsletter sent to each member via email. Dates and times will also be published via social media and included on the band and OCHS published calendars. Meeting change notices will be communicated via these same means. Planning meetings of the Board of Directors shall be held approximately one week before the regular meetings for the purpose of discussing the business of the organization in more detail, preparing the calendar of events, and to discuss fundraising opportunities. Planning meetings are open to all members of the organization and shall be announced using the same methods as Regular Meetings. No official votes will be taken during planning meetings.

**SECTION 4 CONDUCT OF MEETINGS** Meetings of members shall be presided over by the Chair of the Board or, in his or her absence, the Vice Chair, or in his or her absence by the Treasurers of the Board or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members present. The Secretary of the Board shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, or with any provision of law.

**SECTION 5 QUORUM FOR MEETINGS** The members holding a majority of the votes that may be cast at any meeting shall constitute a quorum at such meeting.

**SECTION 6 VOTING** 1) Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot. 2) All Members are permitted to present a motion to the board for consideration, are permitted to vote or act by proxy.

(a) Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the Board.

(b) All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of Directors, shall list those persons who were nominees at the time the notice of the vote for election of Directors was given to the members. 3) From time to time it may be necessary for the Board to make a decision between regular meetings. In his case, only the five elected board members are permitted to make a motion, second a motion and vote. Any such decisions will be presented at the next general meeting for recording in the official minutes.

## **ARTICLE 7 ELECTIONS**

**SECTION 1 CONSTITUENCIES** 1) The officers on the Board of Directors (Chair, Vice Chair, Secretary and Treasurers) are elected by the vote of all active members of the Band Boosters.

**SECTION 2 VOTER ELIGIBILITY** 1) To be eligible to vote, one must be an active member, declared on the Booster Registration Sheet submitted at the start of the fiscal year, whose current financial obligations to the Band (i.e., marching fees, concert attire costs, etc.) have been satisfied. 2) Each active member may cast one vote only for each qualified position; regardless of the number of children that member may have in the Band Family.

**SECTION 3 CANDIDATE ELIGIBILITY** Prospective candidates must: 1) Be active members of the Band Boosters. 2) have a student enrolled in 1 or more band classes during the next fiscal year. 3) Have read and understood the responsibilities of their position. 4) Meet the requirements for Directors as identified in Article 4 Section 10. 5) Have satisfied all current financial obligations to the Band. 6) Consent to serve before being nominated.



SECTION 4 ELECTION PROCEDURES 1) During the February general meeting, the Chair shall call for nominations to the Board of Directors and an announcement will be published on the website and included in the monthly newsletter. 2) The Secretary of the Board of Directors will accept all qualified applications and assemble the slate of candidates. (a) During the Month of February, the Secretary shall prepare a ballot containing all qualified nominees. (b) To be nominated, an individual must meet the qualifications of Article 7 Section 3. 3) The Secretary shall present the slate of candidates to the general membership by publishing the list of qualified nominations on the website and the monthly newsletter. (a) The Secretary shall present all nominations at the March general meeting. (b) The Secretary shall accept additional nominations from the floor., subject to section 4 of this Article. (c) The slate of candidates will include those nominated from the floor. 4) The election will be held at the March general membership meeting after accepting nominations from the floor and finalizing the ballot. (a) Members will be afforded an opportunity to pose questions to any of the candidates. After all questions have been answered, a vote will take place by ballot. (b) The Chair shall appoint at least two tellers who are active members (c) The tellers will distribute ballots after verifying the eligibility of each active member present. (d) Ballots will be collected and counted by the tellers, who report the results to the Chair, who announce the results to the assembly. The candidate with the most votes shall be declared the winner. (e) Where there is only one candidate for a position, the Chair shall ask the members for consent to authorize the Secretary to cast the vote of the assembly for that position. If anyone objects, however, it is necessary to ballot in the usual way. (f) In counting the ballots all blanks are ignored.

#### ARTICLE 8 INSTRUMENTS AND FUNDS

SECTION 1 EXECUTION OF INSTRUMENTS The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. All contracts and other legal instruments which bind the organization must be approved by the Board of Directors, and co-signed by the Chair, Vice Chair and one of the Treasurers.

SECTION 2 DEPOSITS All funds of the organization shall be deposited from time to time to the credit of the organization at Oregon City High School. For the purpose of accepting credit card transactions, conducting online ticket sales, etc., deposits shall be made in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 3 GIFTS The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for the charitable or public purposes of this organization.

SECTION 4 STUDENT ACCOUNTS Student accounts are established for each student in the program. 1) Funds are earned by member participation in various approved individual fundraisers and/or direct contributions by members. 2) Funds placed into family accounts may only be applied to Band-related expenses: (ex: marching fees or other required expenses.) or payment of fundraisers that benefit the General Fund. They may not be used to pay for school activities not associated with the Program. 3) Any money that is left in a family account when a family leaves the Program remains the property of the Boosters and will not be refunded. The family may request in writing, that the account remain open for future program-related expenses they may incur as associate members or if there is an incoming student that will be in the Program within two years. 4) It is the responsibility of families to audit their accounts and resolve any disputes in a timely fashion. All transactions are final 30 days after the close of the fiscal year in which they are recorded. 5) Accounts are transferable to other members with the written consent of member whose account is being transferred. 6) One of the elected Treasurers will act as the Family Account Administrator. This agent shall execute all

transactions and maintain family account balances. 7) The Treasurer acting as the Family Account Administrator has the right to debit family accounts for any financial obligations defined in the annual Band Family registration papers.

## ARTICLE 9 CORPORATE RECORDS AND REPORTS

SECTION 1 MAINTENANCE OF CORPORATE RECORDS The Board shall keep at its principal office: 1) Minutes of all meetings of Directors, committees of the organization and, if this organization has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; 2) Adequate and correct books and records of account, including, but not limited to: accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements; contracts; insurance policies; and motor vehicle registrations; 3) The most recent annual reports, and applicable tax exempt determination letters; 4) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; 5) A copy of the Board's Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Board at all reasonable times during office hours.

SECTION 2 DIRECTORS' INSPECTION RIGHTS Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization.

SECTION 3 MEMBERS' INSPECTION RIGHTS Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member: To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the organization or committees of the organization, upon written demand on the organization by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 4 RIGHT TO COPY AND MAKE EXTRACTS Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 5 ANNUAL REPORT 1) The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the organization's fiscal year to all Directors of the organization and to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the organization as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the organization, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the organization, for both general and restricted purposes, during the fiscal year;

## ARTICLE 10 FISCAL YEAR

SECTION 1 FISCAL YEAR OF THE BOOSTER ORGANIZATION The fiscal year of the organization shall begin on the first day of July and end on the 30th day of June of each year.

## ARTICLE 11 AMENDMENT OF BYLAWS

SECTION 1 AMENDMENT Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit Boards, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted at any regular general membership meeting provided that:

(a) Proposed changes must be submitted in writing to the Board.

(b) Changes must be approved by a two thirds (2/3) vote of those members present at any regular meeting of the Boosters, provided notice of the proposed amendment shall be given at the previous regular meeting at which the amendment is to be acted upon, written or verbal notice shall be given to each member not less than ten (10) days prior to the meeting at which the amendment is to be acted upon.

#### ARTICLE 12 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS No member, Director, officer, or other person connected with this organization, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the organization, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the organization in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the organization. All members, if any, of the organization shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the organization, whether voluntarily or involuntarily, the assets of the organization, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this organization and not otherwise.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Oregon City High School Band Booster Club, and that such Bylaws were duly adopted by the Board of Directors and members of the Oregon City High School Band Booster Club on February 24, 2015 and as amended on February 7, 2107. OREGON CITY HIGH SCHOOL BAND BOOSTER CLUB