

## **CUTHBERTSON BAND BOOSTERS BYLAWS**

### **ARTICLE I: NAME AND OFFICES**

**Section 1:** The name of this organization will be the Cuthbertson Band Boosters.

**Section 2: Offices.** All dues, questions, inquiries, or other routine business requests or notices shall be sent to the following address for processing by the Boosters and addressed as follows:

Cuthbertson Band Boosters  
8163 Kensington Drive, suite C  
PMB 120  
Waxhaw, North Carolina 28173  
Re: [Subject]

Additional information regarding the Cuthbertson Band and the Band Boosters may be found at: <https://cuthbertsonband.org/> and <https://cuthbertsonbands.org/>.

### **ARTICLE II: OBJECTIVES**

**Section 1:** The Objectives of the organization are:

1. To support the activities of the Cuthbertson band programs, any of its auxiliary programs, and its Directors.
2. To develop interest in the Cuthbertson band programs, music education, and any of its auxiliary programs.
3. To raise funds in order to provide financial support of the band programs of the Cuthbertson Bands which will be used for purchases to help provide a quality educational program.
4. To be an advocate in all matters and things pertinent to the band, and to remain within the jurisdiction of the Union County Public School System and the band director(s).
5. To work directly with the Cuthbertson Band Directors and school administrators.
6. To provide chaperones when the band travels off school property.

**Section 2:** The organization shall cooperate with the school to support the improvement of music education in ways that will not interfere with the administration of the school and shall not seek to control the school's policies.

### **ARTICLE III: BASIC POLICIES**

**Section 1:** The following are the Basic Policies of this organization:

1. The organization shall be non-commercial, non-sectarian and non-partisan.
2. The organization shall operate as a charitable organization within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954, as from time to time amended.

3. All equipment and supplies, including musical instruments, uniforms and regalia, purchased by the organization, for the exclusive use of the Cuthbertson Band Programs shall become property of the Cuthbertson Band Programs.
4. In the best interests of the band, the high school Band Director will always be notified of all decisions being made that directly influence the band students and band program.

**Section 2:** Dissolution of the organization. The Officers of the Executive Council may unanimously vote to dissolve the organization if at any time the Band Booster Organization should stray from the purpose set forth in these bylaws. In the event of a dissolution, after all liabilities of the organization are settled, if any, all remaining assets shall be distributed to the Cuthbertson Band Programs consisting of the Middle and High School Bands. .

#### **ARTICLE IV: MEMBERSHIP AND DUES**

**Section 1:** General Membership in this organization shall consist of the legal guardians of active band members of Cuthbertson High School and Cuthbertson Middle School, Band Directors, and School Principals. Only those booster members of active band members are eligible to hold a position on the Executive Council.

**Section 2:** The organization shall conduct annual enrollment of members, but eligible persons may be admitted at any time by submitting a membership application to the Executive Council.

**Section 3:**

Only members in good standing of the organization shall be eligible to participate in its business meetings, or to serve on any of its elected or appointed positions. Membership in good standing shall include:

1. Current and up to date payment of dues and fees.
2. Students maintain good standing in the Cuthbertson Band Program through requirements determined by the Director or school administration.

**Section 4:** Dues

1. Each member of the organization shall pay annual dues, where appropriate, to the organization.
2. The amount of the dues/fees shall be set forth annually by the Executive Council, prior to the annual enrollment period.

**Section 5:** The term of membership for the Cuthbertson Band Boosters shall follow the fiscal year beginning on June 1, or at which time dues/fees are paid, and terminate on May 31 the following year.

#### **ARTICLE V: OFFICERS AND ELECTIONS**

The officers of the organization shall consist of the president, vice-president, second vice-president, secretary, and a treasurer. The Executive Council (see Article VII) may appoint individu-

als to serve in committee capacities for one or more positions each calendar year to meet the objectives of the organization set forth in Article II of these Bylaws.

1. The president shall preside at all meetings of the organization and the Executive Council; shall perform such other duties as may be prescribed in these bylaws or assigned to him by the organization or by the Executive Council; and shall coordinate the work of the officers and committees of the organization. The President shall report all decisions and recommendations of the booster club to the Cuthbertson Band Director.

2. The vice-president shall act as aide to the president and shall perform the duties of the president in the absence of that officer to act. In case of inability to serve or resignation of the president, the vice-president shall fill the unexpired term.

3. The secretary shall record the minutes of all meetings of the organization, and the Executive Council and make general meeting minutes available to the membership. The minutes will be maintained in accordance with regulatory requirements. The secretary shall perform such other duties as may be delegated to him/her.

4. The treasurer shall be responsible for:

A. Receiving all money collected, issuing of receipts, and depositing funds in the established bank account. All monies collected shall be deposited in the name of Cuthbertson Band Boosters.

B. Disbursing funds at the recommendation of the Band Directors, as budgeted and approved by the Executive Council.

C. Maintaining the required financial records to comply with state and federal laws and to meet the needs of the organization.

D. Providing general financial reports to the Band Directors and general membership as requested. The scope and detail of financial reports shall be determined by the Executive Council.

E. Providing statements of account standing to all members (parents/guardians) on a regular basis. The minimum frequency of statements shall be annually.

F. Receiving a semi-annual proposed expenditure budget from the Band Directors. The budget will be presented to the Executive Council and general membership in November for concert season and in March for marching season.

G. Completing and submitting all state and federal forms, reports and tax returns required as a nonprofit organization under the laws of the State of North Carolina and the United States.

H. Submitting financial reports, support documentation and assistance as requested by the president for audit after each fiscal year ending on June 30th.

I. The Treasurer's records shall be open to inspection by the

officers or the Band Director(s) at any time.

J. The treasurer's accounts shall be examined annually by an auditing committee of not less than three members, who, satisfied that the treasurer's annual report is correct, shall sign a statement of fact at the end of the report. The auditing committee shall be appointed by the Executive Council at least two weeks before the annual meeting.

#### **ARTICLE VI: NOMINATIONS AND ELECTIONS**

At the April Executive Council meeting, a nominating committee of not less than three members of the organization and the Band directors, shall be named to present a slate of officers at the April Band Booster Meeting. Officers shall be elected at the Final General Meeting Of The School Year. The term of office shall be two years or until a successor is elected. The officers must have a student in the band program during his or her term of office. In the event that an officer's child terminates his or her membership in the band, that officer must step down from the Executive Council and the President will appoint a replacement for the remainder of the term.

#### **ARTICLE VII: EXECUTIVE COUNCIL**

The Executive Council shall consist of the officers of the organization and the Directors of the Cuthbertson Bands.

**Section 1:** General Powers. The business and affairs of the organization shall be managed by the Executive Council.

**Section 2:** Term and Qualifications. Executive Council members must be a legal guardian of a student in the Cuthbertson Band or a Cuthbertson Band Director. Council members shall hold office at the earliest of the following: for two years, resignation, retirement, disqualification, removal, or his or her successor has been elected and qualified.

**Section 3:** Voting. Each Officer on the Executive Council shall have one vote for every matter before the Executive Council for voting. Band Directors serving as members of the Executive Council shall abstain from voting. Only Officers of the Executive Council may vote at any Executive Council meeting. No school personnel outside of the Executive Council shall have a vote on any issues brought before the Executive Council.

**Section 4:** Removal. A council member may be removed by a 2/3<sup>rd</sup>'s majority vote of the Executive Council at any Executive Council meeting. Before any Executive Council member may be removed by a 2/3<sup>rd</sup>'s majority vote, at least two Officers of the Executive Council must support the removal and propose said vote to the Executive Council. The Council member subject to the proposed removal must abstain from the vote on his or her removal. If any council member is removed, a new council member will be appointed by Presidential appointment.

**Section 5:** Budget. The Band Director shall provide a copy of each following year's budget to the Principal of the High School by the last day of October for the upcoming school year.

**Section 6:** Executive Meetings. The Executive Council shall meet on the first Thursday of every month. Upon a unanimous vote of the Executive Council, any Executive Meeting may be moved to a different day. All Executive Meetings must be attended by at least one Band Director.

#### **Article VIII: COMMITTEES**

**Section 1:** Committees shall be those deemed necessary for the preservation and well-being of the association. They may include Publicity, Uniform, Chaperone, Equipment, Fund Raising, Sponsorship and Grant, and others as determined by the President or by the Executive Council on the recommendation of the Band Directors.

The Publicity committee shall be responsible for sending announcements about upcoming activities and/or awards regarding the band, through newspaper, radio, and other forms of media, including the band website.

**Section 2:** In order to chaperone the band, persons must be UCPS approved volunteers.

#### **ARTICLE IX: MEETINGS**

1. **Annual Meetings.** The annual meeting of members shall be held on the last Thursday of May of each calendar year for the purpose of conducting year-end business and for the transaction of such other business as may be properly brought before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

2. **Substitute Annual Meeting.** If the annual meeting shall not be held on the day designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Article IX, Section 2. A meeting so called shall be designated and treated for all purposes as the annual meeting.

3. **Regular Meetings.** Regular meetings open to all members shall be held quarterly during the school year. A quorum shall consist of members in attendance at the meeting. The Executive Council shall set the date and time of the upcoming year's regular meetings at the annual meeting. At least one Band director must be present at each meeting. The Executive Council may move the date and time of regular meetings due to school or band director conflicts.

4. **Special Meetings.** Special meetings of this organization may be called by (1) the President, (2) by a 2/3 majority of the Executive Council, or (3) within 30 days of a written demand submitted to the Boosters pursuant to Article I, Section 2, by at least 10 members, and at the discretion of the Executive Council. Special meetings will be held at such time and place as deemed necessary by the Executive Council. At least one Band Director must be present and these meetings will run in accordance with Article 3, Section 1, Number 4.

5. A Band Director must be present at all meetings.

## **ARTICLE X: AMENDMENTS**

**Section 1:** The Executive Council may present an amendment to the bylaws with a unanimous vote at an Executive Council meeting. Before any such amendment is presented to the Executive Council for vote, notice of the proposed amendment and the meeting at which said amendment will be voted on by the Executive Council shall be given to the Cuthbertson Band Director, Middle School Band Director, and Cuthbertson High School Principal.

**Section 2:** The bylaws may then be amended at any regular (general) meeting of the organization by a two-thirds vote of the members present and voting, provided that notice of the proposed amendment shall have been given at the previous meeting.

## **ARTICLE XI: GOVERNMENT**

"Robert's Rules of Order,.Revised" shall govern the organization in all cases in which they are applicable in so far as they are not inconsistent with these by-laws

## **ARTICLE XII: CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

**Contracts.** Only an Executive Council member of the organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization.

**Loans.** No loans shall be contracted on behalf of the organization and no evidences of indebtedness shall be issued in its name.

**Checks and Drafts.** All checks, drafts, or other orders for the payment of money, issued in the name of the organization, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Executive Council.

**Deposits.** All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the organization in such depositories as the Executive Council may select.

**Financial Assistance.** The Executive Council may award financial assistance to an active band member from time to time in their discretion. The Executive Council will consider requests for financial assistance submitted in writing. Said requests must be addressed to the attention of the President and the Band Director, and address the reasons said student requires financial assistance.

## **Article XIII: INSURANCE.**

The Executive Council shall procure and obtain throughout each calendar year a policy of comprehensive commercial general liability insurance commensurate to the Band Booster's 2019-2020 calendar year policy set forth in the Certificate of Liability Insurance and corresponding memoranda dated August 10, 2019.

## **Article XIV**

### **Conflict of Interest Policy**

**Section 1: Purpose.** The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Section 2: Definitions.**

#### **1. Interested Person**

Any Executive Council member or general member, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial.

A financial interest isn't necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Executive Council decides that a conflict of interest exists.

### **Section 3: Procedures.**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Council considering the proposed transaction or arrangement.

## 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Council meeting, Regular Meeting, Annual Meeting or Special Meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Council members shall decide if a conflict of interest exists.

## 3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation to the Executive Council at the meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The President, if appropriate, may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Executive Council shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the Executive Council shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

## 4. Violations of the Conflicts of Interest Policy

a. If the Executive Council has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Section 4: Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest,



any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Section 5: Compensation**

A voting member of the Executive Council who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

### **Section 6: Annual Statements**

Each Executive Council member shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 7: Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and doesn't engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

### **Section 8: Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.