

**CONSTITUTION AND BYLAWS
OF THE
EDMOND MEMORIAL BAND BOOSTERS
(Adopted April 14, 2014)**

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**CONSTITUTION AND BY-LAWS OF THE EDMOND
MEMORIAL BAND BOOSTERS
(Adopted April 14, 2014)**

**ARTICLE I
NAME AND PURPOSE**

SECTION I NAME

The name of this organization shall be the Edmond Memorial Band Boosters (hereinafter called the "Band Boosters"). The principal office for transacting business of the Band Boosters shall be located in the State of Oklahoma.

SECTION II PURPOSES

The purposes of the Band Boosters are:

- A. To promote an enthusiastic interest in all phases of the Edmond Memorial High School Band Department.
- B. To lend support, both moral and financial, to the band directors and band students.
- C. To promote projects and activities that will help the band directors and students create and maintain the highest levels of achievement.
- D. To build and maintain an organization of parents, patrons and alumni which will help promote the general activities of the band.
- E. To be organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code or such corresponding section of any future tax code.

SECTION III RESTRICTIONS

The Band Boosters will be non-political.

SECTION IV FISCAL YEAR

The fiscal year of the Band Boosters shall be designated by the Executive Board.

SECTION V BAND DIRECTOR RELATIONSHIP

The Band Boosters shall look to the Edmond Memorial High School Band Director for leadership and guidance in identifying the needs of the band students and the Band Department. The Band Director shall be an Ex-Officio Member of all Band Boosters Committees, having all rights and privileges except the right to vote.

ARTICLE II
MEMBERSHIP

SECTION I MEMBERSHIP

The membership of the Band Boosters shall include any parent, patron or alumni who accepts and subscribes to the purposes outlined in the Constitution and By-Laws, and upon the submittal of an application and payment of annual dues, assessments or other fees as determined by the policies set forth by the Band Boosters Board of Directors and these By-Laws.

A. PARENT MEMBERS are those persons who are parents or legal guardians of students currently participating in the Edmond Memorial High School Band Department. Parent Members who are Members in Good Standing as defined herein shall be entitled to vote on the issues and affairs of the organization, under the voting provisions in this Constitution and By-Laws .

B. PATRON MEMBERS are persons or entities who provide financial or other forms of assistance to the organization in furtherance of its stated purposes. Patron Members who have students participating in the EMHS Band Department shall be considered Parent Members during that time. Patron Members are encouraged to attend meetings and band events, and to help with the functions of the EMHS Band Department. Patron Members do not have the right to vote unless they are a Parent Member as stated in this section.

C. ALUMNI MEMBERS are persons over the age of eighteen (18) years, no longer in high school, and are former students of the Edmond Memorial High School Band Department. Alumni Members who have students participating in the EMHS Band Department shall be considered Parent Members during that time. Alumni Members are encouraged to attend meetings and band events, and to help with the functions of the EMHS Band Department. Alumni Members do not have the right to vote unless they are a Parent Member as stated in this section.

ARTICLE III
DUES, ASSESSMENTS & FUNDRAISERS

SECTION I DUES

Dues may be established as deemed necessary by the Band Boosters Board.

SECTION II ASSESSMENTS

An annual assessment for each band member may be established by the Band Boosters Board to cover that band member's proportionate share of the regular operating expenditures of the Band Boosters, including but not limited to, clinician fees, equipment purchases and repairs, transportation costs, food at contests, uniform parts and repairs and other items as may be part of the approved budget.

SECTION III FUNDRAISERS

Additional funds may be raised, as needed, through fundraisers, either for specific one-time needs or in order to meet the general obligations of an approved budget.

SECTION IV ADDITIONAL FEES

Additional fees as established by the Band Boosters Board may be necessary for specific expenses related to operation of the Band Boosters or for purposes stated in the Constitution and By-Laws.

SECTION V MEMBER IN GOOD STANDING

A Parent Member shall be considered a Member in Good Standing upon the payment of all dues, assessments and fees as set by the Band Boosters Board. A Parent Member may also be considered a Member in Good Standing if dues, assessments, and fees are made on a payment schedule approved by the Band Boosters Board.

ARTICLE IV
BOARD OF DIRECTORS

SECTION I OFFICERS AND DIRECTORS

The Officers of the Band Boosters shall be the elected President, Vice-President, Secretary, and Treasurer. The Directors shall be the elected positions of Communications, Scholarship, Ways and Means, Logistics, and Color Guard. The Board of Directors, consisting of said Officers and Directors, shall be known herein as the Band Boosters Board. The Immediate Past President and the Band Director shall serve on the Band Boosters Board as advisory non-voting members. Notwithstanding their status as non-voting members, the Immediate Past President and the Band Director shall receive advance notice of all membership meetings, Band Boosters Board meetings, and Executive Board meetings.

SECTION II DUTIES OF OFFICERS AND DIRECTORS

The duties of the Band Boosters' officers and directors shall be as stated in the Constitution and By-Laws, and as further directed by the Band Boosters Board. The Band Boosters Board shall meet 1) prior to each monthly membership meeting to determine the business to be transacted at the membership meeting and 2) as needed to conduct the business of the Band Boosters. The Band Boosters Board shall advise the President on the appointment of special and standing committees. At the discretion of the Band Boosters Board, members of these committees may be selected by the chairperson of each committee or appointed by the Band Boosters Board. The Band Boosters Board may appoint a person to fill any vacancies in committees.

A. DUTIES OF THE PRESIDENT

1. To be responsible for the operation of the Band Boosters in accordance with the Constitution and By-Laws adopted by the Band Boosters.
2. Prepare a meeting agenda in advance of all Band Boosters Board meetings and Band Boosters meetings, and preside at all regular and special meetings of the Band Boosters.
3. Act as an ex-officio member of all standing and special committees.
4. With the advice of the Band Boosters Board, appoint standing or special committees to deal with specific items of business or concern to the Band Boosters.
5. Appoint a Band Booster member to serve as Parliamentarian.
6. Will sign all written contracts of the Band Boosters with the Secretary as authorized by the Band Boosters Board.
7. Will co-sign all checks along with the Treasurer, so that all checks have two signatures.
8. Will compete the yearly budget with the Treasurer and the Band Director.

B. DUTIES OF THE VICE PRESIDENT

1. Coordinate the recruitment and orientation of volunteers for all events.
2. Notify and remind members of upcoming Band Boosters meetings and provide each a copy of the agenda of the meeting.

3. Perform the duties of the President in the absence of the President, and prepare to assume the duties of President in the subsequent term.

C. DUTIES OF THE SECRETARY

1. With the President, sign all written contracts of the Band Boosters as authorized by the Band Boosters Board or Executive Committee.
2. Maintain membership records and correspondence, in accordance with a records retention schedule as approved by the Band Boosters Board.
3. Maintain a current and updated roll call of Band Boosters who are Members in Good Standing available for use during votes of the membership at membership meetings.
4. Keep the records and minutes of all meetings, in accordance with a records retention schedule as approved by the Band Boosters Board..
5. Maintain a current copy of the Constitution and By-Laws.
6. Maintain an annual directory of band students.
7. Ensure that Annual Statements and Records of Proceedings, as required by the Conflict of Interest Policy, are properly processed and recorded.

D. DUTIES OF THE TREASURER

1. Be responsible for the funds of the Band Boosters and deposit them to the credit of the Band Boosters, in such depositories as may be approved by the Band Boosters Board or Executive Committee.
2. Pay all bills that fall within an approved budget and pay all other bills, which are duly approved by the Band Boosters Board, providing the invoices are approved by the officer or committee chairperson responsible for the activity.
3. Keep all financial records in order to account for receipts and expenditures that shall be open at all times for inspection by any officer or director.
4. Present a financial report at regularly scheduled meetings of the Band Boosters.
5. Prepare or engage a tax professional to file annual required tax return and tax-exempt status filings to the Internal Revenue Service and Oklahoma Tax Commission, and permits as required by the City of Edmond. Present all prepared filings to the Band Boosters Board at the next regularly scheduled meeting.
6. Prepare and submit annual Request for Sanctioning to the Edmond Public School District, including required tax return, audit report, and other documentation as required.
7. Prepare an annual budget to be submitted to the Board of Directors for approval and recommendation to the Band Booster membership at the August meeting for approval by a majority of members in attendance and voting.
8. At the August meeting, recommend and receive approval for a minimum operating budget by a majority of the members in attendance and voting.
9. Fully cooperate with the Audit Committee in the performance of their duties as outlined in the Constitution and By-Laws.
10. Fully comply with Edmond Public School District rules, regulations and directives regarding compensation for employees and non-employees.

11. Establish and maintain proper internal controls and oversee separation of duties for all accounting procedures and transactions.

E. DUTIES OF THE IMMEDIATE PAST PRESIDENT

1. The immediate past president serves in a non-voting advisory capacity to the Band Boosters Board and serves on the Executive Committee as a non-voting advisory member.

F. DUTIES OF THE COMMUNICATIONS DIRECTOR

1. Develop and execute an external communications strategy including publicizing band activities to the local press, school marquee and other internet and social media sites.

2. Develop and execute an internal communications strategy to keep members informed of band activities through various communications methods including, but not limited to, the band website, a newsletter, special mailings, text messages, and social media sites.

G. DUTIES OF THE WAYS & MEANS DIRECTOR

1. Plan, organize and conduct a program for raising funds for meeting the financial obligations of the Band Boosters.

2. Submit all plans for raising funds to the board for approval.

3. Report on the various activities of the fund-raising events at regular or special board and membership meetings.

4. Assist in the collection and recording of assessments, fees, dues, income and other income or money as set forth in the established procedures for internal control and separation of duties as directed by the Treasurer.

5. Maintain an inventory and record count of promotional items purchased and sold for the benefit of the Band Boosters.

H. DUTIES OF THE SCHOLARSHIP DIRECTOR

1. Make reports to the Band Boosters regarding the status of the scholarship fund.

2. Establish a three (3) to five (5) member Scholarship Committee.

3. Maintain a Scholarship Application form and process for use to assess candidates for receipt of scholarship funds.

4. Oversee the Scholarship Committee review of Scholarship Application forms and present recommendations for scholarship awards to the Band Boosters Board for approval of distribution of scholarship funds.

5. Coordinate raising of funds for distribution as scholarship funds.

I. DUTIES OF THE LOGISTICS DIRECTOR

1. Oversee the Trailer and Equipment Committee and the Food Committee.

2. Recruit volunteers for the Trailer and Equipment Committee and the Food Committee.

3. Coordinate Band Boosters Board support of logistics functions, including trailer operations, band equipment, food, and uniforms.

J. DUTIES OF THE COLOR GUARD DIRECTOR

1. Oversee the operations and activities of the Color Guard.
2. Recruit volunteers for supporting Color Guard Functions as needed.
3. Coordinate fundraising activities for Color Guard uniforms, equipment, and activities.

SECTION III EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the Officers of the Band Boosters, the Band Director and the Immediate Past President. The Band Director and Immediate Past President shall serve as advisory members only and shall not have the right to vote. The Executive Committee shall have general supervision of the affairs of the Band Boosters, and shall have the ability to make decisions on behalf of the Band Boosters Board between meetings of the Band Boosters Board. Decisions made by the Executive Committee shall be reported to the Band Boosters Board at the next regular meeting.

SECTION IV ELECTION

Officers and Directors shall be elected by the membership of the Band Boosters at the April membership meeting.

SECTION V TERM

Each Officer and Director shall be elected for a term of one (1) year.

SECTION VI ELIGIBILITY

Only a Band Booster member who is a Member in Good Standing is eligible to serve as an Officer or Director of the Band Boosters. Band Boosters Board members shall have a student in the band. The President and Treasurer of the Band Boosters Board shall not be married or related. No spouse of any Band Director may serve on the Band Boosters Board.

SECTION VII VACANCIES

Vacancies in office shall be filled by election by the Band Boosters at the next regularly scheduled membership meeting following the notification to the Band Boosters Board of the existing vacancy. The Band Boosters Board shall nominate a member to fill the vacant position, and additional nominations may be taken from the floor.

SECTION VIII REMOVAL FROM POSITION OF RESPONSIBILITY

In the event a problem arises with an Officer, Director, or committee member(s) that may constitute a removal from office or committee for failure to perform duties or abide by the

Band Boosters Constitution and By-Laws or Band Boosters policies, the following procedures will apply:

A. The Officer, Director or committee member(s) in question will be contacted by a designee of the Band Boosters Board and given the opportunity to acknowledge and respond to the matter in question, and informed about the procedure to be removed from the position of responsibility.

B. The uninvolved Band Boosters Officers and Directors shall conduct an investigation and make a written presentation of findings within ten (10) scheduled school days.

C. The Officer, Director or committee member(s) in question will be given the opportunity to respond in writing within the following ten (10) scheduled school days.

D. At the conclusion of the time period in section C above, there will be a vote on the action to be taken by the uninvolved Officers and Directors within the following five (5) scheduled school days. The vote will be the final decision of the Band Boosters Board on the matter. A vote for removal must receive approval by two-thirds (2/3) majority vote of the uninvolved Officers and Directors.

ARTICLE V
NOMINATION AND ELECTION PROCEDURES

SECTION I NOMINATING COMMITTEE

A Nominating Committee, comprised of three (3) members, shall be appointed by the Band Boosters Board in advance of the February meeting each year. No member of the Nominating Committee shall be a then current member of the Band Boosters Board.

SECTION II NOMINATING COMMITTEE INSTRUCTIONS

The Nominating Committee shall nominate candidates for all offices including all Officers and Directors. Nominees shall certify to the Nominating Committee as to their eligibility for the position, acknowledge their duties as listed in the Constitution and By-Laws, and acknowledge acceptance of the nomination. The list of nominees shall be submitted to the membership at the April membership meeting, at which time additional nominations may be made from the floor.

SECTION III PROCEDURES AND TIME OF ELECTION

Election of Officers and Directors shall be held at the membership meeting in April. The slate of Officers and Directors as nominated by the Nominating Committee shall be presented to the membership, and any call for additional nominations shall be considered. After nominations cease a vote of the membership shall commence. Officers and Directors are elected by a majority of the Band Boosters' voting Members in Good Standing and present at the April membership meeting.

SECTION IV TRANSITION OF RECORDS TO NEW BOARD MEMBERS

All Officers and Directors shall deliver to their successors all official materials at the end of their year, or as outlined in this Constitution and By-Laws. New Officers and Directors shall assume the duties of their office at the conclusion of the annual membership meeting in May, with the exception of the new Treasurer who will work with the outgoing Treasurer to complete the fiscal year and file all necessary reports with the Internal Revenue Service, Band Boosters Audit Committee, and the school district. At the conclusion of the cooperative transition between the incoming and outgoing Treasurer, all records held by the outgoing Treasurer shall be relinquished to the newly-elected Treasurer and a signed statement shall be made declaring all records have been transferred to the newly-elected Treasurer. A copy of the signed statement shall be retained by the Secretary.

ARTICLE VI
VOTING

Voting privileges are limited to Members in Good Standing as outlined in this Constitution and By-Laws. The total number of votes is limited to the total number of students in the Edmond Memorial High School Band Department with each student counting as one vote. Parent Members with voting privileges shall be entitled to only one vote for each student they have enrolled in the Band Department. There shall be no proxy voting.

ARTICLE VII
MEMBERSHIP MEETINGS

SECTION I ANNUAL MEETING

The annual membership meeting shall be the regular membership meeting in May.

SECTION II REGULAR MEMBERSHIP MEETINGS

The regular membership meetings of the Band Boosters shall be held monthly except December, beginning in August and ending in May of each school year. The purpose of the meetings will be to conduct official business, provide opportunity for exchange of ideas, and to become familiar with projects and activities of the Band Boosters. Roberts Rules of Order, Revised, shall govern the Band Boosters in all cases in which they do not conflict with the Constitution and By-Laws of the Band Boosters.

SECTION III SPECIAL MEMBERSHIP MEETINGS

Special membership meetings of the Band Boosters may be called by the Executive Committee with seven (7) calendar days advance notification to the membership, including the date, time, place and the purpose of the meeting.

SECTION IV QUORUM

At membership meetings, a quorum is a majority of the Members in Good Standing present at the meeting. A minimum of five (5) Band Boosters Board members shall be necessary to constitute a quorum for the transaction of business at any membership meeting.

ARTICLE VIII
COMMITTEES

SECTION I STANDING & SPECIAL COMMITTEES

Standing and Special Committees shall be in number and name in accordance with the Constitution and By-Laws.

SECTION II AUDIT COMMITTEE

1. Each May the outgoing President shall appoint an Audit Chairperson for the Audit Committee. The Audit Committee shall examine the Treasurer's records. The Audit Chairperson is allowed to examine the Treasurer's records as an individual assignment, and is authorized to appoint additional committee members to examine the Treasurer's records if the Audit Chairperson should elect to have additional members. Members of the Band Boosters Board for the year being audited shall be excluded from this Audit Committee.

2. Satisfied that the Treasurer's annual report is correct, the Audit Chairperson shall report to the Band Boosters Board and sign an audit statement of that fact at the end of the report. The signed report shall become a part of the permanent record of the Band Boosters, filed with the EPS required Sanctioning Application, and will be presented to the members at the August meeting.

ARTICLE IX
ACCOUNTING, FISCAL AND REPORTING PROCEDURES

SECTION I OPERATING FUNDS

All funds received by the Band Boosters except for the minimum annual operating budget for the school year and encumbered funds approved by the members to begin the next school year will be expended in the year received.

SECTION II FINANCIAL REQUESTS

All non-budgeted financial requests will be submitted to the Band Boosters Board a minimum of ten (10) days prior to the next scheduled board meeting for placement on the agenda. The request must be approved by a majority of the Band Boosters Board members in attendance and voting at the next regular or special board meeting.

SECTION III CONFLICT OF INTEREST

1. Band Boosters Board members, and members of committees with board delegated power shall carry out their duties in compliance with the Conflict of Interest Policy.
2. In general, the Conflict of Interest Policy:
 - a. Establishes which persons may be affected by the policy.
 - b. Defines when an affected person may have a financial interest.
 - c. Established the duty of an interested person to disclose a financial interest.
 - d. Provides a procedure for determining whether a financial interest is a conflict of interest.
 - e. Provides a procedure for performing due diligence for the best interest of the organization if a conflict of interest is determined to exist.
 - f. Provides a procedure for board action if the board becomes aware of an undisclosed financial interest.
 - g. Directs annual policy acceptance statements for affected persons.
 - h. Directs record keeping requirements when policy procedures are implemented.
3. Paragraph 2 of this section is not a supplement to, or a replacement of, the policy in its entirety.

ARTICLE X
AMENDMENTS

Any Band Booster Parent Member may propose an amendment to the Constitution and By-Laws. The proposed amendment must be submitted in writing to the Band Boosters President at least ten (10) days prior to a regularly scheduled membership meeting. The President shall then notify the Band Boosters Board of the proposed amendment at least five (5) days prior to the regularly scheduled membership meeting. The proposed amendment shall be placed on the agenda of the first regular membership meeting to occur after the proposal is submitted to the President. After the proposed amendment is presented at the regularly scheduled membership meeting, members of the Band Boosters will be allowed until the following regularly scheduled membership meeting to review the proposed amendment. After the member review period, the proposed amendment shall be voted on by the membership. The proposed amendment must receive approval by two-thirds (2/3) majority vote of the Members in Good Standing that are present and voting at the regularly scheduled membership meeting.

ARTICLE XI
DISBANDMENT

If at any time the Band Boosters should be dissolved and no longer active, all monies and/or physical assets remaining after all outstanding expenses and obligations have been dispensed shall be distributed for one or more exempt purposes within the meaning of section 501 (c)3 of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.