

**Bylaws of**  
**Independence High School PTSO, Inc.**

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**Bylaws of  
Independence High School PTSO, Inc.**

**ARTICLE I – NAME**

The name of this Organization shall be the Independence High School PTSO, Inc. (hereinafter the "Organization ") and its principal place of business shall be Independence High School, 1776 Declaration Way, Franklin, Tennessee 37064. The Organization may have such other offices as the Board of Directors may designate or as the business of the Organization may require from time to time.

**ARTICLE II - MISSION**

The mission of this Organization is to support Independence High School (hereinafter referred to as "IHS") in the development of foundational skills that enable students to become life-long learners and seekers of excellence.

**ARTICLE III - DEFINITIONS**

**Act.** The term "the Act" shall mean title 48, chapters 51-68 of the Tennessee Code Annotated; also known as the Tennessee Nonprofit Corporation Act.

**Board of Directors.** The terms "Board of Directors" and "Director(s)" shall mean the Board of Directors of the Organization.

**Bylaws.** The term "Bylaws" shall mean the Bylaws of the Organization except where reference is specifically made to the bylaws of another entity.

**Charter.** The term "Charter" shall mean the Articles of Incorporation for the Organization accepted by the Secretary of the State of Tennessee.

**Code.** The term "the Code" shall mean the Internal Revenue Code of 1986, as amended.

**Corporation.** The term "Corporation" shall mean Independence High School PTSO, Inc., a Tennessee non-profit corporation.

**Executive Committee.** The term "Executive Committee" shall mean members of the Executive Committee of the Organization.

**Majority.** The term "Majority" shall mean fifty-one percent (51%) of the total number of members and/or Directors voting as provided herein.

**ARTICLE IV - GOALS**

In order to accomplish its mission, the Organization has the following goals:

A. To actively promote the educational mission and extra-curricular experiences and activities which help to identify and enhance student talents.

B. To promote a spirit of cooperation between parents, students, faculty, administration, other IHS organizations and the community at large.

C. To foster our young people and help them develop pride in themselves, in IHS and in their respective communities.

D. To be an advocacy group for quality education.

E. To encourage, among parents and the students at the high school level, an interest in the overall school programs and activities as preparation for participation in and support of IHS.

F. To enlist financial and moral support within the community for the above endeavors in order to achieve educational excellence.

#### **ARTICLE V - BASIC POLICIES**

The following is the basic policy of the Organization:

A. The Organization shall be non-commercial, non-sectarian, and non-partisan.

B. The name of the Organization or the names of any members in their official capacities, shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes of this Organization.

C. The Organization may cooperate with other organizations and agencies concerned with child welfare, but persons representing the Organization in such matters shall make no commitments that bind the Organization.

D. In the event of dissolution of this Organization, a committee shall immediately be appointed by the Organization to disburse all funds on hand within thirty (30) days of the dissolution date. Such disbursement shall be for the benefit of the school.

E. The Organization may engage in any and all other lawful activities which are exclusively for charitable, educational and scientific purposes, including, for such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision(s) of any future United States Internal Revenue Law), or as the same may from time to time be amended.

F. At no time or under any circumstances shall any of the activities of the Organization be directed toward or in furtherance of any activity or function which would disqualify the Organization from Exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 or the provisions relating to Not for Profit Corporations of Tennessee Code Annotated in Section 48-51-101 et seq.

G. No substantial part of the activities of the Organization shall be carrying on of propaganda or otherwise attempting to influence legislation and the Organization shall not participate in or intervene in (including the publishing or distribution of statements of) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the bylaws, the Organization shall not carry on any other activities not permitted to be carried on (a) by an organization, exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), as the same may be from time to time amended or replaced or (b) by an organization, contributions to which are deductible under Section of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), or in conflict with the provisions of T.C.A. §48-51-101 et seq., governing Not for Profit corporations in Tennessee.

#### **ARTICLE VI - MEMBERSHIP AND DUES**

##### Section 1. Membership

Any individual who subscribes to the goals and basic policies of this Organization may become a member of this Organization, subject only to compliance with the provisions of these bylaws and contingent upon

payment of annual dues. Membership in this Organization shall be available without regard to race, color, creed, or national origin.

#### Section 2. Voting Membership

Voting membership shall be limited to members in good standing. Each parent or guardian shall be recognized as a voting member and each shall be entitled to one (1) vote.

#### Section 3. Dues

Each family of the Organization shall pay annual dues as set by the Executive Committee in the spring for the upcoming fiscal year.

### **ARTICLE VII - GENERAL MEMBERSHIP AND REPRESENTATION**

#### Section I. Meetings

There shall be general membership meetings of the Organization in September, January, and April. Special meetings of the general membership may be held upon a call by a majority of the members and/or Board of Directors. The Organization shall hold an annual meeting during the month of April at a time and place to be determined by the Chair.

The following shall be the order of business at the annual meeting and such regular meetings, unless otherwise provided:

- (1) Call to order by the Chair
- (2) Chair's statement
- (3) Presentation and adoption of minutes
- (4) Report of Executive Committee
- (5) Report of Secretary
- (6) Report of the Treasurer
- (7) Report of Committees
- (8) Unfinished business
- (9) New business
- (10) Election of the Board of Directors (at the annual meeting held April)
- (11) Installation of Executive Committee Officers (at the annual meeting held in April)

#### Section 2. Participation in Meetings

The privilege of holding office, making motions, debating, and voting shall be given to any member in good standing.

#### Section 3. Announcement of Meetings

The general membership shall be notified of the time and place of each meeting by mail, circular, message, electronic media or telephone at least seven (7) days in advance of such meetings.

#### Section 4. Quorum

The quorum at any regularly called meeting shall consist of fifteen (15%) percent of the members.

## ARTICLE VIII - BOARD OF DIRECTORS

### Section 1. General Powers.

The business and affairs of the Organization shall be supervised by its Board of Directors, which shall exercise in the name of and on behalf of the Organization all of the rights and privileges legally exercisable by the Organization as a corporate entity, except as may otherwise be provided by law, the Charter, or these bylaws. The Board of Directors, as the governing body of the Organization, shall have the authority to receive, administer, invest and distribute property on behalf of the Organization in accordance with the provisions set forth in these bylaws.

### Section 2. Number, Tenure and Qualifications.

The initial number of Directors shall be twenty-four (24). However, the Board of Directors may either increase or decrease the number of Directors, provided that at no time shall the Board of Directors consist of less than eight (8) Directors nor more than ninety-nine (99) Directors. Directors shall be elected to serve for a one (1) year term beginning May 1<sup>st</sup> each year. Directors shall be elected at the annual meeting of the Board of Directors to be held in April of each year. Specialty Directors may be elected for a one (1) year term at the time of the annual meeting. At no time shall the number of Specialty Directors be greater than one-third (1/3) of the number of Directors. All Directors shall be elected from the general membership of the Organization, and shall include as ex-officio members the following:

- A. Members of the Executive Committee;
- B. The Presidents of the Athletic, Band and Academic/Fine Arts Boosters, or their designees;
- C. The Treasurers of the Athletic, Band and Academic/Fine Arts Boosters, or their designees;
- D. Athletic, Band and Academic/Fine Arts Directors;
- E. One (1) IHS faculty member to be appointed by the Principal; and
- F. Two (2) Officers of the Student Council.

### Section 3. Duties. The Board of Directors shall:

- A. Comply with all laws regarding the conduct of Board of Directors;
- B. Oversee all matters requiring direction by the Board of Directors;
- C. Create committees as needed including but not limited to a Finance Committee; and
- D. Oversee the general welfare of the Organization.

### Section 4. Regular Meetings

Regular meetings of the Board of Directors shall be held at such time and date as shall be determined by the Board of Directors, but no less than quarterly each year. The purpose of the meeting shall be to transact such business as may properly be brought before the meeting.

### Section 5. Special Meetings

Special meetings of the Directors may be called by (i) the Chair or (ii) at the request of two (2) Directors. The Chair shall fix the place, within the State of Tennessee, as the place for holding any special meeting.

### Section 6. Chairperson

The President of the Organization shall serve as the Chairperson of the Board of Directors (hereinafter called the "Chair") and is charged with the duties set forth in Section 10.1.

### Section 7. Notices

Notice of each regular meeting shall be given at least one (1) week prior thereto, and notice of any special meeting shall be given at least three (3) business days prior thereto. The attendance of a Director

at any meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the Board of Directors must be specified in the notice of such meeting.

#### Section 8. Quorum and Participation in Meeting

One-third (1/3) of the Directors in office shall constitute a Quorum for the transaction of business at any meeting of the Board of Directors. The members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or of such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another; and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

#### Section 9. Manner of Acting

Each Director shall be entitled to one (1) vote upon any matter properly submitted for vote to the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may otherwise be specifically provided by law, or by these Bylaws. Directors absent from any meeting shall be permitted to vote at such meeting by written proxies.

#### Section 10. Action Without a Meeting

A. Any action required or permitted to be taken at a meeting by the Board of Directors, or by any Committee thereof, may be taken without a meeting if all voting members of the Board of Directors or the committee, as the case may be, consent in writing to taking such action without a meeting.

B. If all Directors entitled to vote on the action consent in writing to taking such action without a meeting, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Directors.

C. The action must be evidenced by one or more written consents describing the action taken, signed in one or more counterparts by each Director entitled to vote on the action, indicating each signing Director's vote or abstention on the action. All such written consents and actions shall be filed with the minutes of the proceedings of the Board of Directors or the committee.

D. A consent signed under this Section shall have the same force and effect as a meeting vote of the Board of Directors, or any committee thereof, and may be described as such in any document.

#### Section 11. Compensation and Reimbursement of Expenses

No Director shall receive compensation for services rendered to the Organization. Reasonable expenses incurred by any Director in the course of coordinating the affairs of the Organization, including but not limited to expenses for Directors attending seminars, conferences or like events on behalf of the Organization, may be reimbursed by the Organization upon proper substantiation and a resolution by the Board of Directors, except as prohibited in Section 14.5.

#### Section 12. Presumption of Assent

A Director of the Organization who is present at a meeting of the Board of Directors at which action on any Organization matter is taken shall be presumed to have assented to the action taken, unless his/her dissent shall be entered in the minutes of the meeting, or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or forward such dissent by registered mail to the Secretary of the Organization immediately after the adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of an action.

### Section 13. Removal

Any member of the Board of Directors of the Organization may be removed, with or without cause, by appropriate action of the Board of Directors. If any member shall resign or be removed from the Board of Directors, or otherwise be unwilling or unable to serve, the Board of Directors may elect another individual to serve the unfilled term, or shall elect to not replace such individual until the next meeting of the Members.

### Section 14. Resignation

A Director may resign his/her membership at any time by tendering his/her resignation in writing to the Chair or, in the case of the resignation of the Chair, to the Directors, to be effective upon the date specified in such notice or, if no date is specified, upon receipt of the resignation by the Organization at its principal place of business.

### Section 15. Vacancies

Any vacancy occurring in the Board of Directors shall be filled by a vote of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

### Section 16. Advisory Members

The Board of Directors may from time to time appoint Advisory Members to its body. Advisory Members will not have voting rights, duties, or responsibilities as a formal member of the Board. They will receive notice of all meetings and be entitled to attend all meetings of the Board of Directors.

### Section 17. Attendance of Directors

If a Director has missed four (4) consecutive Board meetings, or has not fulfilled the duties as Director, the Board may vote to remove the individual from his/her position.

## **ARTICLE IX - OFFICERS AND THEIR ELECTION**

### Section 1. Nominations & Election

A. A Nominating Committee of five (5) members shall be appointed no later than March of each year and shall be responsible for soliciting and recommending a slate of candidates for the elected Officers of the Organization: President (if necessary), President-Elect, Vice President-Fund Raising, Vice President-Hospitality, Secretary, Treasurer (if necessary), Treasurer-Elect, Membership Director, Coordinator of Volunteers and Newsletter Editor.

B. The chair of the Nominating Committee shall be appointed by the President. The Chair of the Nominating Committee shall select the members of the committee, which shall include both members of the Executive Committee and general members.

C. Prior to submitting nominations to the membership, the Nominating Committee shall confirm, through direct contact with potential nominees, that those individuals are eligible, available, and willing to serve, if elected, in the capacities and for the specific terms of the office involved.

D. The Nominating Committee shall nominate at least one (1) eligible person for each office to be filled and shall present the nominees to the membership at the regular meeting in April. At that meeting, additional nominations may be made from the floor.

E. Officers shall be elected at the annual meeting and when otherwise necessary to fill vacancies. Only general membership members who are present at the annual meeting shall be eligible to vote. A nominee shall be elected upon receiving a majority of all the valid ballots cast.

## Section 2. Vacancies and Offices

A. The Officers of the Organization shall consist of the following: President, President-Elect, Vice President-Fund Raising, Vice President-Hospitality, Secretary, Treasurer, Treasurer-Elect, Membership Director, Coordinator of Volunteers, Newsletter Editor and Immediate Past President.

B. All Officers, excluding President, Treasurer and Immediate Past President, shall be elected at the April meeting of the Organization. The vote shall be by ballot if more than one nominee is presented. If only one (1) nominee is presented, the vote may be by acclamation.

C. Officers shall serve for a term of one (1) year and/or until their successors are elected and installed. No Officer shall be eligible to serve more than two (2) consecutive terms in the same office. The President will serve one (1) year only, stepping aside for the President-Elect.

D. Should the office of President become vacant, the President-Elect shall automatically assume the duties of President.

E. Should any other offices become vacant, the Executive Committee shall elect an eligible member.

F. If an officer has missed four (4) consecutive Executive Committee meetings, or has not fulfilled the duties of their office, the executive committee may vote to remove the individual from his/her position.

## **ARTICLE X - DUTIES OF OFFICERS**

### Section 1. President

The President shall serve as Executive Director of the Organization and Chairperson of the Board of Directors, and shall preside at all meetings of the Organization, the Executive Committee and the Board of Directors. He/She shall be an ex-officio member of all committees except the Nominating Committee, shall appoint special committees, shall serve as an ex-officio member of the Executive Committee for one (1) year after his/her term as President expires or until replaced by a successor or another ex-officio member appointed by the Executive Committee, and shall perform all other duties usually pertaining to the office including, but not limited to, the recommendation of policies and procedures and the delegation of responsibilities throughout the organization and planning the programs for the general membership meetings.

### Section 2. President-Elect

In the absence or inability of the President to perform the duties of that office, the President-Elect shall perform such duties. The President-Elect shall be responsible for leading the annual review of the Bylaws shall serve as vice chairman of the Executive Committee and shall coordinate activities of the organization. The President-Elect shall be responsible for notices informing the members of meeting dates, times, and agenda, if applicable, by direct mail, electronic mail, circular, message or telephone at least seven days in advance of such meetings. He/She shall also be responsible for public relations activities, including contacting local media as necessary.

### Section 3. Vice President-Hospitality

In the absence or inability of both the President and the President-Elect to perform the duties of President, the Vice President-Hospitality shall perform such duties. The Vice President-Hospitality shall coordinate and provide communication to parent support groups, shall report activities of parent support groups to the executive committee and shall coordinate open house and other special events.

#### Section 4. Secretary

The Secretary shall keep a correct record of all meetings of the Organization and of the Executive Committee. He/She shall distribute minutes of the previous meeting to members of the Executive Committee at least seven (7) days prior to the next meeting. The Secretary shall also maintain a record of minutes, Treasurer's reports, meeting agendas, newsletters, and other relevant documents.

#### Section 5. Treasurer

The Treasurer shall receive all money collected by the Organization, keep an accurate record of receipts and expenditures, pay out funds only as authorized by the Organization, present a financial report at each monthly meeting with a copy to be appended to the minutes of each such meeting, and advise the Executive Committee of special financial problems and budget considerations which are in need of resolution or which may affect decisions relative to specific expenditures. The Treasurer shall also serve as Chairman of the Finance Committee.

#### Section 6. Treasurer-Elect

The Treasurer-Elect shall serve as apprentice to the Treasurer. In the absence or inability of the Treasurer to perform the duties of that office, the Treasurer-Elect shall perform such duties.

#### Section 7. Vice President-Fund Raising

The Vice President-Fund Raising shall coordinate the fund raising activities of the organization including the Kroger Gift Card program. Fund raising activities of the Athletic, Band, and Academic/Fine Arts boosters, while not the responsibility of the Vice President-Fund Raising, must be coordinated/communicated to avoid a duplication of efforts.

#### Section 8. Membership Director

The Membership Director shall be responsible for the collection of dues and shall prepare and maintain the student Directory.

#### Section 9. Coordinator of Volunteers

The Coordinator of Volunteers shall contact and coordinate volunteers for activities and events.

#### Section 10. Newsletter Editor

The Newsletter Editor shall be responsible for the publication and distribution of the newsletter.

#### Section 11. Immediate Past-President

The Immediate Past-President shall serve as parliamentarian and shall perform such other duties as may be delegated.

#### Section 12. Remuneration

No Officer or Executive Committee member shall receive any compensation for his/her services. No member of the Organization shall profit financially, directly or indirectly, from any of the Organization's activities, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered.

## ARTICLE XI- EXECUTIVE COMMITTEE AND SUB-GROUPS

### Section 1. Members of the Executive Committee

The Executive Committee shall consist of the following voting members:

A. President, President-Elect, Vice President-Fund Raising, Vice President-Hospitality, Secretary, Treasurer, Treasurer-Elect, Membership Director, Coordinator of Volunteers, Newsletter Editor, Immediate Past-President and IHS Principal or his/her designee.

### Section 2. Duties of the Executive Committee

The basic function of the Executive Committee shall include, but not be limited to, the following:

A. Formulation of policies, new concepts, organizational procedures and long-range plans in keeping with the purposes and objectives of the Organization.

B. Coordination and consideration of specific suggestions, criticisms, requests for funds, fund-raising proposals, committee problems and other matters requiring direct action by the Executive Committee.

C. Selection of chairpersons of the standing committees.

D. Evaluation of progress reports from committee chairmen with resolution of current problems through delegation of specific responsibilities, recruitment of additional personnel and/or services, and revision of operational procedures, if necessary.

E. Preparation of an agenda for each general membership meeting, to include all old business, new business, relevant committee reports, and announcements of interest to the general membership.

F. Coordination, during the month of April, of the transfer of government and operation of the Organization to the incoming Executive Committee, with clarification of all records, procedures, and ongoing business.

G. Review of the bylaws and recommendation of changes as deemed necessary.

H. Communication of the needs and activities of IHS to the general membership, the student body, the faculty, and the community.

### Section 3. Executive Committee Meetings

A. The Executive Committee shall meet monthly, excluding the month of June and December, on the same day at the same time and place to be specified at the last meeting of the previous academic year.

B. Special meetings can be called by the President or upon the request of four (4) members of the Executive Committee.

C. A quorum shall consist of one-third (1/3) of the members of the Executive Committee.

D. Meetings of the Executive Committee and any of its sub-groups shall be open to any interested persons.

### Section 4. Sub-Groups of the Executive Committee

A. Upon ratification, each authorized sub-group of the Executive Committee shall present a copy of its bylaws to the Secretary. Said sub-group bylaws shall not be materially inconsistent with the

Organization's bylaws, so as to cause the Organization to lose its tax exempt status. All future revisions and amendments of the sub-group bylaws shall be submitted upon their ratification. Presentation to the Secretary of the Executive Committee must occur within ten (10) days of ratification.

Initial sub-groups of the Executive Committee shall include the Athletic Boosters, the Band Boosters, and the Academic/Fine Arts Boosters. Other sub-groups may be added by a two thirds (2/3) majority vote of the Executive Committee.

B. Each sub-group may maintain bank and financial records separate from the Organization. The sub-groups must provide to the Executive Committee, annually or upon request, a complete set of financial records or detailed Treasurer's report.

C. Structure, duties and responsibilities of the sub-groups are as follows:

1. Athletic Boosters

The function of the Athletic Boosters is to support fund raising activities for all sports and to promote IHS athletics. The group is comprised of the Athletic Director, Officers of the athletic booster club, head coaches for all sports, one (1) other elected representative per sport and any parents/guardians who are qualified members as outlined in the athletic booster club bylaws. The Athletic Boosters is empowered to create booster groups for each sport. Each sport will elect its representative member of the Athletic Boosters along with the head coach.

The Athletic Boosters will elect a slate of Officers to include a President, 1<sup>st</sup> Vice President Membership/Season Ticket Sales, 2<sup>nd</sup> Vice President Fundraising, Secretary, Treasurer and sub-committee chairman as needed, and adopt a set of bylaws. The bylaws will be presented to the Executive Committee of the Organization for approval, as noted above.

The specific duties and responsibilities of the Athletic Boosters are, at a minimum, as follows:

- a. To coordinate fund raising that encompasses all sports.
- b. To assist individual sports in their fund raising activities.
- c. To coordinate fund raising activities with the Organizations, its subgroups and individual sports to avoid overlap.
- d. To develop and coordinate public relations activities.

2. Academic / Fine Arts Boosters

The function of the Academic/Fine Arts Boosters is to stimulate a positive learning environment, promote the highest level of academic achievement through support of students, teachers and staff, and support fund raising activities for the sub-group. The group is comprised of the Academic/Fine Arts Director and Officers of booster club. The group will elect a slate of Officers to include a chairman, chairman-elect, secretary, vice president-publicity and sub-committee chairman as needed and adopt a set of bylaws. The bylaws will be presented to the Executive Committee of the Organization for approval, as noted above.

The specific duties and responsibilities of the Academic/Fine Arts Boosters are, at a minimum, as follows:

- a. To coordinate fund raising to support its goals.
- b. To recognize and reward academic achievements.
- c. To develop faculty, parent and community involvement in the learning process.
- d. To review and make recommendations for the use of county / city contributions.
- e. To initiate programs to enhance learning.
- f. To coordinate fund raising activities with the Organization and its sub-groups to avoid overlap.

g. To develop and coordinate public relations activities.

3. Band Boosters

The function of the Band Boosters is to promote band, school and community spirit by stimulating interest, appreciation and support of the school music program and support fund raising activities for the program. The group is comprised of the Band Director and Officers of booster club. The group will elect a slate of Officers to include a President, Vice President Ways & Means, Vice President Chaperones, Vice President Transportation & Logistics, Secretary, Treasurer and sub-committee chairman as needed and adopt a set of bylaws. The bylaws will be presented to the Executive Committee of the Organization for approval, as noted above.

The specific duties and responsibilities of the Band Boosters are, at a minimum, as follows:

- a. To coordinate fund raising for the music program.
- b. To enhance efficiency, band activities and recognition programs and to encourage unity, cooperation and a competitive spirit.
- c. To develop and coordinate public relations activities.
- d. To coordinate fund raising activities with the Organization and its sub-groups to avoid overlap.
- e. To serve as a means of communication between parents of performing members and other interested parties.

**ARTICLE XII – COMMITTEES**

Section 1. Standing Committees

Standing committees may be created as the need occurs and those positions filled in accordance with these bylaws.

Section 2. Appointment of Chairpersons for Standing Committees

The Executive Committee shall select the chairpersons of the standing committees. Appointments shall be for one (1) year.

Section 3. Budgets for Standing Committees

All beneficiaries of funds from the Organization must submit a budget of necessary expenditures at least ten (10) days prior to the September meeting notwithstanding emergency needs that may be met by any group submitting requests at a regular meeting.

**ARTICLE XIII - FUNDS**

Section 1. Use of Funds.

A. In making distributions to effectuate the charitable purposes of the Organization, as delineated in the Bylaws, the Board of Directors shall have the authority to make distributions of the income and principal in such proportions and amounts as stated in any respected endowment or trust documents, provided that all such distributions are consistent with all applicable federal tax laws and regulations, as herein provided.

B. The Organization is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of the Organization is distributable to, or inures to, the benefit of its Directors or Officers or any other private person, except as provided in Section 8.11 as reimbursement for expenses, and except to

make payments and distributions in furtherance of the purposes of the Organization, as set forth in these Bylaws.

C. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Organization shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

#### Section 2. Administration of Funds

The Organization will not engage in any act of self-dealing, as defined in Section 4941(d) of the code, or corresponding provisions of any later federal tax laws; nor retain any excess business holdings, as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws; nor make any investments in a manner that would incur tax liability under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; nor make any taxable expenditures, as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws. In order to fully effectuate the provision of this Section, the Organization shall adopt such grant procedures, and shall otherwise adhere to such administrative requirements as may from time to time be necessary, in order to fully comply with all applicable federal tax laws and regulations.

#### Section 3. Operating Fund

The operating fund shall consist of all net receipts and shall be used to defray the operating expenses and promote the programs and goals of the Organization. No commitment shall be made which places the fund in a deficit position.

#### Section 4. Expenditures

All non-emergency expenditures shall be authorized, in advance, by the Executive Committee and shall require the signature of the Treasurer. All expenditures in excess of \$250 shall require the signatures of the Treasurer and the President, or in his/her absence, the President-Elect. An emergency expenditure, not to exceed \$250, may be approved by the Treasurer and the President or in his/her absence, the President Elect, and shall be presented for ratification at the next meeting of the Executive Committee.

#### Section 5. Review of Accounts

The Treasurer's accounts shall be examined annually by a review committee of not less than three (3) members appointed by the Executive Committee.

### **ARTICLE XIV – INDEMNIFICATION & ADVANCEMENT OF EXPENSES**

#### Section 1. Mandatory Indemnification of Directors and Officers

To the maximum extent permitted by the provisions of § 48-58-501, et seq. of the Act, as amended from time to time (provided, however, that if an amendment to the Act in any way limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), the Organization shall indemnify and advance expenses to any person who is or was a Director or Officer of the Organization, or to his/her heirs, executors, administrators and legal representatives, for the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to as the "Proceeding"), to which such person was, is or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the

Proceedings, all fines, judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

A. The Proceeding was instituted because such person is or was a Director or officer of the Organization; and

B. The Director or Officer conducted himself or herself in good faith, and he/she reasonably believed:

- (1) in the case of conduct in his/her official capacity with the Organization, that his/her conduct was in its best interest;
- (2) in all other cases, that his/her conduct was at least not opposed to the best interests of the Organization; and
- (3) in the case of any criminal proceeding, that he/she had no reasonable cause to believe his/her conduct was unlawful.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director or Officer did not meet the standard of conduct herein described.

#### Section 2. Permissive Indemnification of Employees and Agents

The Organization may, to the maximum extent permitted by the provisions of § 48-58-501, et seq., of the Act, as amended from time to time (provided, however, that if an amendment to the Act in anyway limits or restricts the indemnification rights permitted by law as of the date hereof, such amendment shall apply only to the extent mandated by law and only to activities of persons subject to indemnification under this Section which occur subsequent to the effective date of such amendment), indemnify and advance expenses in a Proceeding to any person who is or was an employee or agent of the Organization, or to his/her heirs, executors, administrators and legal representatives, to the same extent as set forth in Section 14.1 above, provided that the Proceeding was instituted by reason of the fact that he/she is or was an employee or agent of the Organization and met the standards of conduct set forth in Subsection 14.1(b) above. The Organization may also indemnify and advance expenses in a proceeding to any person who is or was an employee or agent of the Organization to the extent, consistent with public policy, as may be provided, by these Bylaws, by contract, or by general or specific action of the Board of Directors.

#### Section 3. Non-Exclusive Application

The rights to indemnification and advancement of expenses set forth in Section 14.1 and 14.2 above are contractual between the Organization and the person being indemnified, and his/her heirs, executors, administrators and legal representatives, and are not exclusive of other similar rights of indemnification or advancement of expenses to which such person may be entitled, whether by contract, by law, by a resolution of the Board of Directors, by these Bylaws, Officer, employee or agent of the Organization, or by an agreement with the Organization providing for such indemnification, all of which means of indemnification and advancement of expenses are hereby specifically authorized.

#### Section 4. Non-Limiting Application

The provisions of this Article XIII shall not limit the power of the Organization to pay or reimburse expenses incurred by a Director, Officer, employee or agent of the Organization in connection with his/her appearance as a witness in a proceeding at a time when he/she is not a named defendant or respondent in the proceeding.

Section 5. Prohibited Indemnification

Notwithstanding any other provision of this Article XIV, the Organization shall not indemnify or advance expenses to or on behalf of any Director, Officer, employee or agent of the Organization, or such person's heirs, executors, administrators or legal representatives:

A. If a judgment or other final adjudication adverse to such person establishes his/her liability for any breach of the duty of loyalty to the Organization, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or under Section 48-58-304 of the Act; or

B. In connection with a proceeding by or in the right of the Organization in which such person was adjudged liable to the Organization; or

C. In connection with any other proceeding charging improper personal benefit to such person, whether or not involving action in his/her official capacity, in which he/she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 6. Repeal or Modification Not Retroactive

No repeal or modification of the provisions of this Article XIII, either directly or by the adoption of a provision inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

**ARTICLE XV – STANDARDS OF CONDUCT**

Section 1. Standards of Conduct

A Director or an Officer of the Organization shall discharge his or her duties as a Director or as an Officer, including duties as a member of a committee:

A. In good faith;

B. With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and

C. In a manner he/she reasonably believes to be in the best interest of the Organization.

Section 2. Reliance on Third Parties

In discharging his/her duties, a Director or Officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

A. One or more Officers or employees of the Organization who the Director or Officer reasonably believes to be reliable and competent in the matters presented;

B. Legal counsel, public accountants, or other persons as to matters the Director or Officer reasonably believes are within the person's professional or expert competence; or

C. A committee of the Board of Directors of which the Director or Officer is not a member, as to matters within its jurisdiction, if the Director or Officer reasonably believes the committee merits confidence.

Section 3. Bad Faith

A Director or Officer is not acting in good faith if he/she had knowledge concerning a matter in question that makes reliance otherwise permitted by Section 15.2 unwarranted.

Section 4. No Liability

A Director or Officer is not liable for any action taken, or any failure to take action, as a Director or Officer, if he/she performs the duties of his/her office in compliance with the provisions of this Article, or if he/she is immune from suit under the provisions of Section 48-58-601 of the Act.

Section 5. No Fiduciary

No Director or Officer shall be deemed to be a fiduciary with respect to the Organization or with respect to any property held or administered by the Organization, including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

**ARTICLE XVI – CONFLICTS OF INTEREST**

Section 1. General

A conflict of interest transaction is a transaction with the Organization in which a Director or Officer of the Organization has a direct or indirect interest. A Director or Officer of the Organization has an indirect interest in a transaction if, but not only if, a party to the transaction is another entity in which the Director or Officer has a material interest, or of which the Director or Officer is a general partner, Director, Officer or employee. A conflict of interest transaction is not voidable and there is no basis for imposing liability on the Director or Officer if the transaction was fair at the time it was entered into, and if the transaction is approved as provided in Section 16.2.

Section 2. Manner of Approval

A transaction in which a Director or Officer of the Organization has a conflict of interest may be approved if:

A. The material facts of the transaction and the interest of the Director or Officer were disclosed or known to the Board of Directors, or to a committee consisting entirely of members of the Board of Directors, and the Board of Directors or such committee authorized, approved or ratified the transaction; or

B. Approval is obtained from the Attorney General of the State of Tennessee, or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.

Section 3. Quorum Requirements

For purposes of Section 16.2, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors, or on a committee consisting entirely of members of the Board of Directors, who have no direct or indirect interest in the transaction; but a transaction may not be authorized, approved or ratified under this Article by a single Director. A quorum is present for the purpose of taking action under this Article if a majority of the Directors on the Board of Directors who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction. The presence of, or vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under subsection 16.2(a) if the transaction is otherwise approved as provided in Section 16.2.

**ARTICLE XVII - AMENDMENTS**

Section 1.

These Charter and/or bylaws of the Organization may be altered, amended or repealed at any general membership meeting of the Organization by a two-thirds (2/3) vote of the members present and voting, provided that notice of the proposed amendment shall have been given at the previous meeting or

circulated ten (10) days before the general membership meeting and except to the extent that such alteration, amendment or repeal is inconsistent with Article XVIII hereof, according to the following procedure(s):

A. Amendment(s) shall be proposed, discussed and approved in draft form at a Board of Directors meeting at least one (1) month prior to the general membership meeting at which voting is to occur.

B. Copies of the approved draft(s) of the proposed amendment(s) shall be distributed to the general membership at least ten (10) days prior to the general membership meeting at which the voting is to occur.

Section 2.

A committee may be appointed to submit a revised set of bylaws as a substitute for the existing bylaws only by a majority vote at a general membership meeting of the Organization or by a two-thirds (2/3) vote of the Executive Committee. The requirements for adoption of a revised set of bylaws shall be the same as in the case of an amendment.

**ARTICLE XVIII - EXEMPT STATUS**

The Organization has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501(c) (3) of the Code and, as such, will be exempt from taxation under Section 501(a) of the Code, upon obtaining notice from the Internal Revenue Service granting the Organization tax exempt status.

**ARTICLE XIX - FISCAL YEAR**

The fiscal year of the Organization shall begin on July 1st and end on June 30<sup>th</sup>.

**ARTICLE XX - PARLIAMENTARY PROCEDURE**

All meetings of the General Membership, Board of Directors and Executive Committee shall be governed by the latest copyrighted edition of Robert's Rules of Order when not in conflict with these Bylaws.

Adopted this \_\_\_\_ day of \_\_\_\_\_, 2004.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary