

Band Boosters Association of West Bloomfield High School, Inc.

By-Laws

Approved October 7, 2008

Amended July 7, 2009

Article I **Name**

The name of this non-profit organization, established by the [Restated](#) Articles of Incorporation No. 754-397 and these By-laws, shall be: The Band Boosters Association of West Bloomfield High School hereinafter referred to as the "Boosters."

Article II **Purpose**

The Boosters is 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 510 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The purpose of the Boosters shall be to:

- A.** Promote the development and continuation of a superior band program at West Bloomfield High School (WBHS) and elicit a broad base of community support and appreciation of all WBHS Band programs. "Band programs" are defined as all band-related activities, ensembles and/or groups under the direction of the WBHS Band Director (i.e. Marching Band, Symphony Band, Wind Ensembles, Concert Band, Jazz Bands, Drumline, Color Guard/Flag Corps, etc.).
- B.** Provide financial and volunteer support to the WBHS Band programs.
- C.** Assist, support, coordinate and nurture the WBHS Band programs and their projects.

In achieving this purpose, the Boosters shall cooperate fully with the WBHS Band Program Director, WBHS Administrators and the West Bloomfield Township Board of Education. The Boosters are an independent organization and as such, are not a part of the West Bloomfield Township Board of Education or West Bloomfield High School. The Boosters shall at all times abide by the policies of the West Bloomfield Township Board of Education and West Bloomfield High School, as they may be applicable to the Boosters activities. All members of the Boosters are expected to abide by the Boosters By-laws.

Article III **Objectives**

The objectives of the Boosters are to:

- A.** Raise funds to support the WBHS Band Programs.
- B.** Coordinate the accounting and record keeping procedures.
- C.** Encourage student participation in all WBHS Band Programs throughout their high school years.
- D.** Assist the WBHS Band Director and West Bloomfield Administration in the growth and development of the WBHS Band Programs.
- E.** Award scholarships, when available, to deserving students in the WBHS Band Programs.

- F. Encourage and promote a strong family and community involvement in the WBHS Band Programs.

The Boosters shall not carry on any activities that are not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Code, and (if the organization is a non-profit corporation) by a non-profit corporation organized under the Michigan Nonprofit Corporation Act, as amended.

Conflict of Interest Policy: None of the assets or net earnings of the Boosters shall inure to the benefit of the Boosters' Board of Directors, Officers, or other private individuals in accordance with the [Band Boosters Association of West Bloomfield, Inc. Conflict of Interest Policy EIN: 38-3080301--Attachment \(1\)](#). However, this provision shall not limit the Boosters' ability to distribute assets in furtherance of its purposes, to pay reasonable compensation for services rendered to the Boosters, or to reimburse expenses incurred on behalf of the Boosters.

Article IV **Membership and Meetings**

Membership in the Boosters shall be open to all adult individuals who subscribe to the purpose and objectives of the Boosters.

A. Categories of membership:

1. **Full Members** are parents, legal guardians, and/or legal custodians of students currently enrolled in the WBHS Band programs.
2. **Associate Members** are other interested individuals who support the Boosters' Purpose.
3. **Ex-Officio Members:** The WBHS Band Director, all WBHS Assistant Band Directors, and Appointments are Ex-Officio and advisors to the Boosters. The Ex-Officio Members have no responsibility or accountability for the operations of the Boosters.
4. **Voting Rights:** All Members are entitled and encouraged to participate, but only Full Members are permitted to vote. Each Full Member shall be entitled to one vote on each matter submitted to a vote of the Members of the Association. In the event of a tie vote on any matter submitted to a vote of the Members, said deadlock shall be broken by a majority vote of the Boosters Officers.
5. **Suspension & Expulsion:** A Full or Associate member may only be suspended or expelled for due cause such as violation of any of the Boosters By-laws, rules or regulations or for conduct detrimental to the interests of the Boosters, by a majority vote of the Boosters Officers.
6. **Membership Dues.** Membership dues are not assessed; however, all Full Members are expected to participate in fundraising activities each year.
7. **Transfer of Membership.** Boosters Membership is not transferable or assignable.

B. Meetings

1. **Annual Meeting:** The Boosters shall hold an Annual Meeting in June of each year at a time and place to be determined by the Boosters Officers.
 - a. Notice of the place, date and hour of the Annual Meeting shall be sent to each member in good standing by the Secretary at least two (2) weeks prior to the meeting.
 - b. The Boosters Officers shall be elected by the voting membership at the Annual Meeting.

- c. The Boosters' Annual Financial Report, and budget for the next fiscal year will be presented, and all business that the Boosters Officers deem necessary will be handled.
2. **Regular meetings.** The Boosters shall hold regular meetings during the academic year as deemed necessary. Notice of the regular meetings shall be posted on the Boosters website and sent via e-mail at least 1 week in advance.
3. **Special meetings.** The president, or any two officers, may call a special meeting of the Boosters at any time. Notice shall be given via email to those who are registered as Boosters members.
4. **Officer Meetings.** The elected officers of the Boosters will meet prior to each regular and annual meeting of the Boosters.
5. **Order of Business.** The order of business, as far as practicable, at all meetings, shall be:
 - a. Call to order
 - b. Reading and disposal of any unapproved minutes.
 - c. Reports of officers.
 - d. Band Director's report.
 - e. Reports of committees, if any.
 - f. Old business.
 - g. New business.
 - h. Adjournment.
6. **Minutes.** The minutes of all Membership meetings shall be kept in a minute book by the Secretary and made available, upon request, for inspection by any Member. Meeting Minutes for the past year will be published on the Boosters' website, and hardcopy and or electronic files for all Minutes will be retained for period of seven years.
7. **Majority.** Whenever used in these By-laws, the term "majority" shall mean fifty percent (50%) plus one (1) of the Full Members, directors, or officers, as the case may be.
8. **Quorums:** Quorums must be present at any meeting before any business of the Boosters can be conducted.
 - a. A quorum of the Board of Directors is defined as the actual presence of at least two-thirds (2/3) of the Boosters Officers.
 - b. A quorum of the Annual/Regular/Special Meetings of the membership is defined as the actual presence of at least fifteen (15) Full Members.
9. **Membership Decision.** The affirmative vote of the majority of the Full Members present, at any meeting at which a quorum is present shall be the act of the Boosters at such meeting for the transaction of business. The President may choose either a verbal or show of hands vote. If a vote is in question, the President may request a show of hands or standing vote for a recount, or request a ballot vote.
10. **Rules of governance:** In absence of any special rules of procedure, Robert's Rules of Orders shall be the guide of the Boosters in all matters of parliamentary practice.

Article V
Officers, Board of Directors and Committees

The Boosters Officers and Board of Directors shall be Full Members of the Boosters--with the exception of the WBHS Band Director, all Assistant Band Directors, and Appointments.

- A. General Powers.** The business and affairs of the Boosters shall be managed by its Board of Directors, who shall supervise and promote the activities of the Boosters.
- B. Number and Voting.** The Board of Directors shall consist of the Boosters Officers: The President, The Vice President, Secretary, Primary Account Treasurer, and Student Account Treasurer, as well as the WBHS Band Director, all Assistant Band Directors, and Appointments--as Ex-Officio and advisor(s) to the Board. Two (2) persons may serve and share the responsibilities of any officer position and participate fully in all Board activities. Each Boosters Officer shall have one vote on each matter submitted to a vote of the Board. Ex-Officio Board members as advisors do not have voting rights.
- C. Term of Office.** The WBHS Band Director, all Assistant Band Directors, and Appointments, as ex-officio officer(s), shall be permanent non-voting members of the Board of Directors. The President, Vice President, Secretary, Primary Account Treasurer, Student Account Treasurer, as elected Boosters Officers, shall hold office for a term of one (1) year commencing with their election to office by the Full Members and continuing until the next Annual Meeting of the Full Members at which officers are elected.
- D. Removal of Elected Officers.** Any Elected Officer may be removed with or without cause, at any time, by a majority vote of the Boosters Officers at any duly noticed special meeting of the Board called for that purpose.
- E. Officers General Guidelines:**
1. Only one (1) person from any family may hold an elected office during any one (1) term of service. However, one (1) family may jointly hold a single officer position.
 2. **Term Limits.** Boosters Officers are elected yearly and can serve more than one (1) term if re-elected, but no more than two (2) consecutive years holding the same Boosters office.
 3. All Boosters Officers shall transfer to their successors all books, papers, and other property of the Boosters in their possession after the June annual meeting and prior to the August regular meeting.
 4. **Vacancies.** In the event a Boosters Officer resigns or is not able to fulfill his/her term, the vacancy on the Board may be filled by the person selected by a majority of the Board and approved by vote at the next Boosters meeting.
 5. Nominations for Boosters Officer positions shall take place at the May Regular Meeting. The names of the candidates will be made known to all members prior to the June Annual Meeting. Nominations shall be made from and by the Full Members.
 6. New officers will take office effective July 1. During the month of June they will work concurrently with present leadership to ensure a smooth and transparent transition.
 7. **Compensation.** The elected Boosters Officers shall not receive any monetary compensation for their services.
- F. Duties of the Officers**

1. President

- a. Promote a positive and supportive environment for the Boosters.
- b. Work closely with the WBHS Band Director on achieving positive educational goals for all WBHS Band activities.
- c. Oversee all operations of the Boosters.
- d. Preside over and create agendas for all Boosters meetings.
- e. Lead Officer meetings and run all Boosters meetings.
- f. Oversee and/or delegate all Boosters activities.
- g. Oversee the coordination of Boosters activities with parents, students, WBHS Band Director and WBHS administration.
- h. Be a liaison for the WBHS Band program, WBHS Band Director(s) and Boosters.

2. Vice President

- a. Assist the President with decision-making regarding recruiting, fundraising, scheduling, budgets, school and band student issues, WBHS Band Director issues, and help with any committees.
- b. Lead, coordinate or create communications, flyers and advertisements as needed to support WBHS Band and Boosters effort.
- c. Stand in and assume the roles of the President whenever circumstances prevent the President from serving the duties of President.
- d. Attend Officer meetings and the Boosters Annual and Regular meetings.

3. Primary Account Treasurer

- a. Keep track of all expenses and income and record in ledger--balance primary account monthly.
- b. Coordinate and issue checks for authorized expenditures with the WBHS Band Director and other Boosters Officers.
- c. Work closely with Student Account Treasurer to ensure accurate accounting of Fund Raising Deposits [and review student credit ledger entries](#)
- d. Oversee the preparation of annual income tax filings to maintain non-profit [and 501\(c\)\(3\)](#) IRS statuses.
- e. Attend Officer Meetings and the Boosters Annual and Regular meetings and report monthly on the financial state of the Boosters.
- f. Monitor and communicate to the Boosters membership and Officers the performance of the Budget.

4. Student Account Treasurer

- a. Keep track of all student [credit](#) balances [as ledger entries in the primary account balance](#).
- b. [Allocate to](#) individual student [credit balances](#) the appropriate portion of income earned from fund raising activities.
- c. Work closely with Primary Account Treasurer to ensure accurate accounting of fund raising deposits [and credits](#).

- d. Coordinate debit of **credits** from Student Account **ledger at the individual's discretion**, to General Account **ledger to help pay student fees for BBAWB sponsored activities**.
- e. Attend Officer meetings and Boosters Annual and Regular meetings and report student **credit** balances.

5. Secretary

- a. Attend Officer meetings and Boosters Annual and Regular meetings
- b. Record minutes of the Officer, Boosters Annual and Regular meetings as outlined in Article IV Section B6 of these By-laws.
- c. Maintain contact information on all Full, Associate and Ex-Officio Members.
- d. Send out notices for meetings and important events to all Boosters members.
- e. Assist with any communication needed for Boosters officers and/or committees.
- f. Coordinate mailing communications to middle school band students & parents.
- g. Coordinate with other Board of Directors members and communicate to all media and other school and district publication sources about WBHS Band activities and accomplishments.
- h. Maintain official versions of pertinent Boosters documents (e.g. WBHS Band Handbook).

G. Committees

- 1. Committee Appointment and Term.** The Boosters Board shall establish committees for the necessary transaction of Boosters business. The chairperson of each committee may be a volunteer from the Full Membership but must be approved by the Board. Each chairperson shall in turn select the members of the committee. A Board officer may be an ex-officio member on any committee except the Financial Review committee.
- 2. Vacancies.** Any vacancy occurring in a committee by death, resignation, withdrawal from membership, or otherwise shall be filled by majority vote of all the remaining members of the committee. Any person so elected shall serve for the unexpired term of his or her predecessor.
- 3. Organization and Authority.** A Committee shall be a panel of Full and/or Associate Members who shall convene to work on projects and give advice to the Board concerning their particular area of expertise. Any Full or Associate Member may serve on any committee except as otherwise provided by these By-laws. Each committee, when formed, shall organize itself, and shall perform the functions and discharge the duties as are given by the Board. Each committee chairperson is responsible to report to the Board as requested by the Board or as necessary. The chair of each committee shall maintain a procedure book, which shall be passed on to the new committee chair at the end of the prior chair's term.
- 4. List of Committees.** The committees shall be:
 - a. Marching Band Banquet– Shall arrange and coordinate the annual Marching Band Banquet.
 - b. Marching Band Invitational – Shall arrange and coordinate all activities for the Marching Band Invitational.

- c. Marching Band Camp – Shall arrange and coordinate all activities in connection with pre-season Marching Band camp.
- d. Marching Band Dinners committee – Shall arrange and coordinate all activities in connection with providing meals to WBHS Marching Band members.
- e. Audit Committee shall be formed on an ad hoc basis and conduct an audit by reviewing the year-end financial report. They will prepare a written summary to the Board. The Audit Committee shall include at least three (3) Full Members and shall exclude any previous year signers of the Boosters bank accounts.
- f. Chaperone committee shall coordinate parent supervision for all traveling band functions.
- g. Uniform Committee shall consist of 2 chairpersons: 1) Marching Band Uniforms and 2) Symphony/Concert Band Uniforms. Each Chairperson shall maintain an accurate inventory of all uniforms, supervise issuance of the uniforms and assure proper care and storage of the uniforms throughout the school term as directed by the WBHS Band Director.
- h. Fundraising Committee shall schedule, coordinate, design and implement fundraising programs for the Boosters with the approval of the Board of Directors.
- i. Webmaster Committee shall maintain a website of information and events for parents and staff.
- j. The President, with Board of Directors approval, may create working committees for specific purposes as needs arise throughout the year.

Article VI

Expenditures, Budgets and Association Funds and Books and Records

- A. Fiscal Year:** The Fiscal year for the Boosters shall be July 1 through June 30.
- B. Budget and Finance:** The Board of Directors each year shall adopt an annual budget for the next fiscal year. The budget as adopted and approved by the Board of Directors shall be the authorized fiscal policy of the Boosters for the ensuing year. Changes or additions to the budget will be in accordance with the procedures set under Article VI, section C.
- C. Financial Procedures**
 - 1. All procedures and activities shall be performed in compliance with section 501(C)(3) of the Internal Revenue Code.
 - 2. The Board shall adopt accounting and financial reporting procedures which must be followed by the Primary Account Treasurer and Student Account Treasurer.

Article VII **Dissolution**

- A.** A resolution to dissolve passed by a majority vote of the Board of Directors may be presented by the Boosters President and the WBHS Band Director to a meeting of the membership provided that a notice in writing by sent to each member at least two weeks

prior to such meeting. A majority vote of those Full Members present shall be required to approve the resolution.

- B. Upon dissolution of the Boosters, the Board shall, after making provisions for the repayment of all liabilities of the Boosters, [distribute assets for one or more exempt purposes within the meaning of section 510 \(c\) \(3\) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the country in which the principle 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.](#)

Article VIII **Amendments**

By-Law changes and/or amendments must be approved by a two thirds (2/3) vote of the Full Members present provided that any amendment is presented in writing and read at the previous regular meeting. All Full Members must be notified of the change/amendment at least two weeks prior to the date of the meeting in which the vote to amend is to be taken.

[Attachment \(1\): BBAWB EIN: 38-3080301 Conflict of Interest Policy](#)

Attachment (1)
Conflict of Interest Policy
Band Boosters Association of West Bloomfield, Inc.

(Approved by Resolution of the Board of Directors on November 11, 2008)

Article I
Purpose

The purpose of the conflict of interest policy is to protect the Band Boosters Association of West Bloomfield's (BBAWB) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the BBAWB 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.

Article II
Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, 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 BBAWB has a transaction or arrangement,
- b.** A compensation arrangement with the BBAWB or with any entity or individual with which the BBAWB 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 BBAWB is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III
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 directors and members of committees with governing board-delegated powers 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 governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee 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 at the governing board or committee 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 chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the BBAWB 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 is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the BBAWB'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 governing board or committee 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.

Article IV

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.

Article V Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the BBAWB for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the BBAWB for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the BBAWB, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers 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 BBAWB 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.

Article VII Periodic Reviews

To ensure the BBAWB operates in a manner consistent with charitable purposes and does not 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 BBAWB's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the BBAWB 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.

Band Boosters Association of West Bloomfield, Inc.

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Conflict of Interest Policy

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