

Oakdale High School Band Boosters, Incorporated Bylaws

Article 1 Purpose

The Oakdale High School Band Boosters (Boosters), a Maryland Corporation, is a parent/student group recognized by Frederick County Public Schools (FCPS) to support the Band Director and students at Oakdale High School in Ijamsville, MD involved in the instrumental music and guard programs (Program), and to assist in facilitating activities of the students and the Program. The Boosters provide financial and other support to the Program through its established officers and committees, as well as through the general membership in support of the vision of the Director. The Boosters is organized exclusively for charitable and educational purposes, and is tax-exempt under section 501(c)(3) of the Internal Revenue Code.

Article 2 General Membership, Officers and Elections

2.01 General Membership

General Membership (Members) shall consist of all band members, their parents/guardians, the band director, and any alumni or alumni parents who support the band through volunteer activities.

1. A band member is any student instrumentalist or color guard member who is:
 - a. Enrolled or participates in the activities of any Oakdale High School Band Program during the current academic year, or
 - b. Any prospective student who will be enrolled or participate in the activities of any Oakdale High School Band Program in the next academic school year.
2. No dues shall be assessed for membership.
3. Any person, firm or organization outside of the general membership making a contribution to the Band Boosters shall be considered a non-voting member.
4. Voting members will include any band members as defined in paragraph 2.01.1 and their parents/guardians.

2.02 Officers

1. President: The President shall preside at all meetings and serves as cosigner of the Booster's financial accounts with the Treasurer. He/she serves as an ex officio member of all committees.
2. Vice President: At the request of the President, or in his/her absence or disability, may perform all of the duties of the President, and, when so acting, shall have all of the powers of the President. The Vice President shall have such other power and duties as from time to time may be assigned to him/her by the President or by the Board. In the event of the absence or disability of the Vice President, the President shall assign all duties of the Vice President to the remaining officers until such time as the Vice President is available and capable of fulfilling his/her duties or a replacement has been duly installed. The Vice President will be a member of the Audit Committee and will execute all such duties as that committee entails per 4.01.1.a.

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3. **Secretary:** The Secretary shall record all proceedings of the meetings of the Boosters, and provide such records on request, including those of the memberships and the Board. He/she shall maintain an up-to-date list of all members and shall see that all notices are duly given in accordance with these Bylaws; shall be custodian of the records (other than financial); and, in general, shall have all powers and duties incident to the office of Secretary and such others as from time to time may be assigned by the President or the Board. The Secretary directly, or through designated proxy, shall communicate to the entire Membership on at least a weekly basis throughout the school year the upcoming Band and Booster Events. The Secretary shall also serve as the Membership Committee Chair. In the event of the absence or disability of the Secretary, the President shall assign all duties of the Secretary to the remaining officers until such time as the Secretary is available and capable of fulfilling his/her duties or a replacement has been duly installed.
4. **Treasurer:** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Boosters and shall deposit all such funds and securities in the name of the Boosters in such depositories as shall be selected by the Board; will receive and may give receipt for monies paid or for other non-monetary donations given to the Boosters; will make payments for reimbursements to members and other necessary expenditures of the Boosters and, in general, shall have all powers and duties incident to the office of Treasurer and such others as from time to time may be assigned to him/her by the President or by the Board. He/she shall keep a record of all Boosters financial transactions and shall provide such records upon request of the President or the Board.

The Treasurer shall provide a report monthly, at each general membership meeting, on the status of Boosters funds. The Treasurer will present records annually for audit to an audit committee as designated in 4.01.1.a. The Treasurer shall have the discretion to establish any other procedures regarding the handling of deposits as the Treasurer sees fit as long as proper controls and separation of duties are maintained. The Board shall have final approval of any proposed procedures. In the event of the absence of the Treasurer, the President shall assign all duties of the Treasurer to the remaining officers until such time as the Treasurer is available and capable of fulfilling his/her duties or a replacement has been duly installed.

5. **Assistant Treasurer:** The Assistant Treasurer shall, under the direction of the Treasurer, maintain a current record of all amounts charged to and collected from each student or member. The Assistant Treasurer shall have the powers and duties appropriate to the position and as from time to time conveyed by the Treasurer. The Assistant Treasurer shall be responsible for auditing each fundraiser. The audit should be done at the completion of each fundraiser prior to allocation of funds.

Checks and Balances:

- a. The Treasurer and Assistant Treasurer will present a monthly Treasurer's Report to the executive board where all band expenditures will be reviewed.
 - b. Reimbursement requests will be reviewed at the monthly executive board meeting for approval.
 - c. The Treasurer is not able to authorize their own purchases. The President must authorize any purchases made by the Treasurer.
 - d. The Treasurer or the President can authorize all other purchase requests
6. **Members at Large (2):** Two Members at Large are voting members of the Executive Board, representing the General Band Boosters. They are required to attend all Executive Board meetings and actively participate in band booster activities and events. They are subject to ad hoc duties as deemed necessary by the President. Both Members at Large will be members of the Audit Committee and will execute all such duties as that committee entails per 4.01.1.a.
 7. The **Uniform Committee Chair** shall be a non-voting member of the Executive Board, unless they currently hold an Executive Board position.

2.03 Eligibility of the Officers of the Boosters

1. The President and Treasurer shall be parents/guardians of students that are Sophomores, Juniors or Seniors.
2. The Members at Large shall be parents/guardians of students that are Freshmen, Sophomores or Juniors.
3. The restrictions listed in 2.03.1 and 2.03.2 can be waived if the parent/guardian has a younger student entering or continuing in the program in the academic year following the year that a current older student leaves the program.

2.04 Terms of Office

1. Each officer shall hold office for one year commencing on the 1st day of July following the election until June 30th the following year until his/her successor is elected. This will pertain to all officers, including Treasurer and Assistant Treasurer.
2. No two officers may be from the same family. This is to maintain proper separation of duties.
3. Officers may serve no more than two consecutive terms in any one office.
4. Newly elected officers shall participate in any and all budget related meetings as set by the Executive Board between the election and the end of current board's term.

2.05 Election Procedure

1. Elections will be held on or before the last General Membership Meeting in May each year. The Executive Board will set which General Membership Meeting will be designated as the election and announce the date of the election no later than the February General Membership Meeting. The date of the election must be at least two months after the announcement. The President shall appoint a Nominating Committee at the February General Membership Meeting or at the General Membership Meeting at which an election is announced. The Nominating Committee shall adopt a list of candidates for each position to be decided by general election. Eligible candidates are parents/guardians of students who will be enrolled or participating in the program for the next academic year and as designated by 2.03.
2. At the General Meeting in the month before the election, the President will announce the names of the persons adopted by the Nominating Committee and shall call for any additional nominations from the membership in attendance.
3. Nominations may be made from the floor by any eligible voting Member. Self-nominations are permitted. Any and all such nominations so received from the floor and accepted by the nominee shall be added to the official list of nominations.
4. All Members present will be eligible to vote in the general election. Voting will be by secret ballot. Votes will be collected by the Chairperson of the Nominating Committee and counted by the members of the Committee. A simple majority of the eligible votes cast shall be required for the election to any of the offices.

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5. The nominee who receives the majority of votes for each office shall be declared the winner. In the event of a tie vote, the candidates for whom an equal number of votes were cast on the first ballot shall be placed on a second ballot. Active members in good standing and present at the election meeting shall be eligible to vote in the general election.
6. If running unopposed, candidates may be accepted by a motion to approve and a second.
7. If no other acceptable candidates are available, the eligibility requirements under 2.03, or the 2-term rule under 2.04.3 may be overruled by simple majority.

2.06 The Executive Board

The Executive Board (Board) of the Boosters shall be seven voting members and will consist of the elected Officers of the Boosters: President, Vice President, Secretary, Treasurer, Assistant Treasurer, and two Members at Large. The affairs and business of the Boosters shall be managed by the Board. The Band Director is a non-voting member emeritus of the Board.

2.07 Resignation, Expulsion or Other Vacancy of Office

1. Any officer may resign at any time by written notice to the President. Acceptance of such resignation shall not be necessary to be effective. Resignation as an officer shall include the person's resignation as a Board member if such person was duly elected as a Board member.
2. Any officer may be removed at any time by the affirmative vote of a majority of the active members. Removal as an officer shall also include that person's removal as a Board member if such a person was duly elected as a Board member.

2.08 Replacement of an Officer/Executive Board Member outside of a General Election

1. The replacement of any Officer/Executive Board member that resigns or is removed from office under Section 2.07 will be conducted at the next available General Membership meeting under the election requirements of Section 2.05 with the following exceptions:
 - a. On an out of election cycle vacancy, the remaining Executive Board will act as the Nominating Committee and will abide by the rules designated under Section 2.05.3 and 2.05.6.
 - b. The remaining majority of the Executive Board will put into nomination any General Member that is fit to assume the role of the vacated position.
 - c. Nominations of Current Officers to a higher position will be considered as a resignation of the current position for that Officer.
 - d. Nominations of Current Officers/Executive Board Members to higher positions will be accepted with:

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- i. The unanimous vote of the remaining Executive Board to place the name in nomination, and
 - ii. With the acceptance of the Officer of the rule under Section 2.08.1.c.
2. Nominations during the General Meeting may be made from the floor by any eligible voting member. Self-nominations are permitted. Any and all such nominations so received from the floor shall be added to the official list of nominations.
3. The Election of a replacement of any vacant Officer/Executive Board Member will then follow the procedures and responsibilities under Sections 2.05.6 through 2.05.7.

Article 3 Meetings

3.01 Quorum

A Quorum for a General Meeting of the Membership shall consist of a majority of the Officers, and the lesser of 10% of the recognized General Membership or 10 members of the General Membership. For a Board meeting, five or more Officers shall constitute a quorum.

3.02 Regular/General Meetings

A general meeting shall be held on a monthly basis during the School Year.

3.03 Executive Board Meetings

The Board may hold such meetings as it believes necessary or desirable, but no less frequently than monthly, for the purpose of administering the affairs of the Boosters. Any such meeting shall be called by the President or by not less than five of the remaining Officers. These meetings will be designated as "closed" meetings to address the affairs of the Board except for the following:

1. Any Member or Members may petition a member of the Board to speak on a matter important to the Boosters or the Program.
 - a. The petition will be presented to the Board through electronic or other media deemed appropriate to the Board within three (3) business days of receipt.
 - b. Such petitions to speak will be accepted if two or more members of the Board acknowledge affirmatively for the petition.
 - c. Petitions to the Board must be responded to within five (5) business days of notification.
2. Upon acceptance of the petition, the member or members will be allowed to speak on their matter at the next meeting of the Board

3.04 Special Meetings

A special meeting may be called at any time by the President or shall be called by the Secretary when so ordered by a majority of the Board or upon the written request of not less than 25% of the active membership. At least five (5) days notice must be given before a special meeting can be held.

3.05 Board/Committee Meetings

The chairpersons of all committees shall meet with the members of the Executive Board at least once monthly or as designated by the Executive Board.

3.06 Notice of Meetings

Notice of meetings shall be posted to the Program's recognized Internet website and delivered to members via electronic mail message not less than five days prior to the holding of such meetings.

Article 4 Committees

4.01 Standing Committees

The Boosters will have the following Standing Committees:

1. Audit Committee – Consisting of the Vice President and the Members at Large and any other Member as designated by the President and/or the Committee.
 - a. Duties of the Committee
 - i. On or before June 15, the Committee will review the books as presented by the Treasurer for audit.
 1. The Committee at its discretion may appoint additional members to perform this task other than the President, Treasurer or Assistant Treasurer of the Boosters.
 - ii. On or before June 30, the Committee will select a properly accredited Accountant to perform an external audit and file the appropriate tax reports with the Internal Revenue Service, the Maryland State Department of Taxes and Assessments and any other appropriate reporting agencies.
 1. The cost of such services will be designated in the Boosters Budget.
 - iii. The Committee will audit any large event or fundraiser deemed appropriate by the Board.
2. Fund Raising Committee – Consisting of any Officer or Member as designated by the President and/or the Committee.
 - a. Duties of the Committee
 - i. The Committee will oversee any and all fundraising events or programs for the Boosters.
 - ii. The Committee will seek approval of the Executive Board, the General Membership and the School Administration (as appropriate) for any fund raising events.
 - iii. All fund raising will be subject to audit by either the Treasurer or the Audit Committee as the Executive Board deems appropriate.
3. The Membership Committee - will be chaired by the Secretary and consist of any other Officer or Member as designated by the President and/or the Committee.
 - a. Duties of the Committee
 - i. The Committee will maintain the roster of all members as designated in 2.01
 - ii. The Committee will foster participation of all members designated in 2.01.

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4. Additional Standing Committees will be established under the approval of the Board and the majority of the Membership present at a General Membership Meeting.

Expectations and Protocol of Committees

1. All committee chairs will communicate directly with the executive board liaison, as assigned to them.
2. Committee chairs must seek prior approval from the executive board before making any decision.
3. Committee chairs cannot make any promises for the executive board or the band boosters. ie. monetary commitments
4. Committees do not have the authority to change the structures, the traditional practices, or expenditures of the band.
5. Committee members need the prior approval of the Executive Board before making any purchases for the band.
6. Purchases made without prior Executive Board approval may not be approved nor thus reimbursed. All reimbursement claims need to be accompanied by a receipt.

4.02 Ad Hoc Committees

From time to time the President, upon the approval of the Board, may designate the establishment of Ad Hoc Committees as deemed appropriate.

1. The Board will approve the naming of the Committee Chair as presented by the President.
2. Ad Hoc Committees will be responsible for any reporting and audits as the President, upon the approval of the Board, deems appropriate.
3. Membership of Ad Hoc Committees shall be designated by the President, the Board and/or the Committee Chair.
4. Ad Hoc Committees will have limited tenure and will be dissolved at the end of the Booster's fiscal year unless the term is extended by the affirmative vote of both the Board and the General Membership.

Article 5 Parliamentary Procedure

All meetings shall be conducted according to the procedures specified in Robert's Rules of Order.

Article 6 Miscellaneous Provisions

6.01 Bylaws Review

1. These Bylaws shall be reviewed by a committee appointed by the President at least every three years from the last revision.
2. The Bylaw Committee will report their review at a General Membership Meeting not more than sixty days following appointment and submit any changes for adoption.

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3. The Bylaws may be amended at any General Meeting by majority vote of the voting members present and voting, provided that notice is given to the General Membership at least thirty days prior to the General Membership Meeting of proposed vote.

6.02 Articles of Incorporation

In the event that the Articles of Incorporation need to be amended, all of the following provisions must be met:

1. Amendments are approved by the Executive Board,
2. The opinion of Legal Counsel on the amendments is presented to the General Membership.
3. Notice of the proposed amendment is announced and posted at least thirty (30) days prior to the General Membership Meeting of proposed vote.
4. The amendment is passed by a two-thirds vote of the voting members present.
5. The Secretary of the Boosters shall file approved changes in the Articles of Incorporation with the appropriate Government Agencies or Authorities as required by Law or Regulation within forty-five (45) days after approval or as required by Law or Regulation.

6.03 Purchases and Donations

1. All purchases for the good of the band require prior authorization from the band Executive Board.
 - a. After purchases are made, the proper form for reimbursement must be submitted. A receipt must be attached to the form submitted to the Treasurer for reimbursement.
 - b. No monies will be advanced to any person to make any purchases for any reason.
2. Items purchased by or donated to the Boosters shall become the property of the school/band except items as listed below.
 - a. Items for sale as fundraisers.
 - b. Clothing or other items that will be given directly to Student Members of the Program, the Director and/or staff, parents/guardians and/or prospective Members for uniformity or esprit de corps.
 - c. Capital items
 - i. vehicles, including trucks, trailers or other modes of transportation.
 - ii. storage facilities for band equipment.
 - d. Any other item designated by the Board and/or the General Membership.
3. All donations to the Boosters will be accepted without condition unless designated by the Board.
 - a. Non-monetary items donated to the Boosters will be handled at the discretion of the Board.
 - b. Upon acceptance by the Boosters, ownership of donations will transfer to the Boosters without recourse and remain the property of the Boosters to be used at the Boosters discretion and as designated in 6.03.1.
 - c. The Treasurer will provide to the party making the donation a receipt describing the donation.

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6.04 Titling, Registration

6.05 For Capital items as designated in 6.03.1.c the Titling of such property shall read "Oakdale High School Band Boosters Incorporated".

6.06 The Boosters shall maintain all vehicle registrations as required by law out of designated General Funds.

6.05 Insurance

The Boosters shall out of designated General Funds purchase and maintain appropriate liability and other insurance policies as required for the corporation, events and capital items as described in 6.03.1.c.

6.06 Spending

1. The Board must vote and approve any proposed spending beyond 10% of that stated in the operating budget.
2. The Boosters shall not enter into any long term obligation without the approval of the Board and at least 60% of the Membership present at a General Membership meeting.
3. Budget surpluses at the end of a fiscal year shall be allocated as follows:
 - a. At least 10% to a designated Uniform/Equipment Fund.
 - b. The balance to the Operating Budget of the following Fiscal Year.
 - c. Allocation will be determined by the Board under the designated stipulations and presented to the General Membership for approval.
4. All Fundraisers designated to the General Fund will have 10% of the proceeds transferred to the Uniform/Equipment Fund.
5. The Uniform/Equipment Fund shall be for the exclusive purpose of purchasing Uniforms or Equipment/Instruments for the Program.

6.07 Student Commitment

Parts of the Program are designated as extracurricular activities of FCPS. The expenses for the extracurricular Program, outside of the Director's and Assistant Director's stipends paid by the FCPS, are paid by the Boosters. For the proper allocation of expenses, music, drill and other items each Student Family will be asked to accept in writing a Commitment to participate in the Program and abide by the policies set forth by the Boosters for a given season.

1. Commitment Forms, fees, and other policies will be designated by the Boosters and will be found in the Standing Rules for the Boosters.

6.08 Standing Rules

The Boosters will accept a set of Standing Rules that will guide day-to-day policies and procedures.

Article 7 Dissolution of the Boosters

In the event circumstances dictate that the Boosters be dissolved, the remaining assets of the Boosters will be donated directly to the Oakdale High School Band or to another like 501(c)(3) Booster or Performing Arts Organization as the remaining Board and Members see fit.

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Approved by the General Membership on June 7,
2010 Revised
August 2, 2010
March 21, 2011
January 19, 2012
August 3, 2013
January 27, 2017