

**2017 AMENDED AND RESTATED BYLAWS  
OF THE FISHERS HIGH SCHOOL BAND BOOSTERS**

**Preamble:** The Fishers High School Band Boosters (“Boosters”) is a 501(C)(3) not-for-profit organization comprised of the parents, relatives and legal guardians of all Fishers High School (“FHS”) band students and alumni. The purpose of the organization is to support all of the FHS band programs including, but not limited to, concert performance bands, marching band, pep band, jazz band, winter percussion, winter guard, and any ensembles (the “FHS Band Program”). The Boosters will achieve this objective by: (1) working in conjunction with the FHS Band Directors to develop and improve the FHS Band Program; (2) organizing and overseeing various band-related activities; (3) collecting and providing funds for band-related activities; (4) providing fundraising opportunities to benefit the FHS Band Program and band students; (5) disseminating necessary information to Booster members, students and the public about the FHS Band Program and achievements; (6) maintaining band equipment, supplies and uniforms; (7) chaperoning and supervising FHS band students during band-related activities; (8) advocating for the best interests of the students in the FHS Band Program; and (9) any other activity which in the opinion of the FHS Band Directors and Boosters Executive Board are necessary or advisable in furthering the FHS Band Program.

The Boosters is a separate and distinct organization from FHS and the Hamilton Southeastern School Corporation. The Boosters maintain its own separate budget and finances, and is managed and directed by its voting members through its Executive Board.

**ARTICLE I: BOOSTER MEMBERS AND ASSOCIATE MEMBERS**

**SECTION I: Voting Members.** All parents and legal guardians of FHS band students or junior high students who are currently participating in the FHS Band Program are voting members of the Boosters for the duration of their student’s participation in the FHS Band Program.

**SECTION II: Associate Members.** Any current FHS band student, any friend or other relative of any current FHS band student, any student alumni of the FHS Band Program and any parent, legal guardian, relative or friend of any FHS band student alumni may participate as non-voting, associate members of the Boosters. Associate members do not pay fees and may not serve as officers on the Executive Board.

**ARTICLE II: THE EXECUTIVE BOARD**

**SECTION I: Board Members.** The Boosters’ Executive Board shall be comprised of all officers and all FHS Band Directors. .

**SECTION II: Board Meetings.** The Executive Board shall meet monthly at least ten (10) times a year, in executive session, immediately preceding each monthly Booster meeting, or otherwise as the Board may determine.

SECTION III: Board Duties. The Board will work collectively to further the goals of the organization, protect its interests, and prepare for the Boosters' monthly membership meetings. The Board's duties include, but are not limited to, establishing policy and procedure for various Booster activities and functions, establishing an annual budget, designating committee chairs, overseeing committee activities, overseeing Booster finances, reviewing Form 990 annually before filing, protecting Booster assets, and delegating tasks to other Booster members. In addition, the Board will review and update these bylaws at least once every other year. Any communication of the status of any specific student account will be kept confidential among the members of the Board.

SECTION IV: Board Actions. A majority of the Executive Board present at any regularly-scheduled Board meeting shall constitute a quorum. The Board may vote or otherwise act on any matter by quorum at its monthly meetings, or by email if necessary or expedient in the furtherance of the Boosters' interests. A simple majority vote by the Board, or its quorum, is sufficient to approve or ratify any Board action or decision. For purposes of determining a majority vote, each officer may cast one vote, and the FHS Band Directors may, as a collective unit, cast two votes.

In the event the FHS Band Directors do not agree in their voting, their bloc votes will be determined by the majority of Band Directors who vote on the matter. If there is no majority vote among the Band Directors, the FHS Band Director with the most seniority shall cast the Band Directors' two bloc votes.

SECTION V: Authority. The Board has the authority to:

- a. establish, assess and collect all fees necessary to support the FHS Band Program.
- b. utilize the services of other persons for professional advice in legal, accounting, marketing or any other subject, if the Board believes such advice is beneficial to the goals of the Boosters. Any person who attends the meetings of the Executive Board in an advisory capacity shall not be considered a voting member of the Board, but is bound by the same rules of confidentiality as Board members.
- c. take any action that is necessary to preserve the Boosters' status as a not-for-profit organization.

The Board may not take any action which endangers the Boosters' status as a not-for-profit organization such as engaging in private inurement or campaigning for political candidates.

SECTION VI: Booster Meetings. On the second Monday of every month (or otherwise as the Board may determine), at least ten (10) times a year, the Board will hold meetings that are open to Booster Voting Members and Associate members to discuss the activities of the Boosters, the needs of the FHS Band Program, the Boosters' finances, and related matters. A schedule and an agenda for the Boosters meetings shall be published in advance of the meetings through any appropriate means, including email, newsletter, school announcements or website postings. Physical copies of the minutes of these meetings shall be kept by the Boosters' secretary, and electronic copies shall be regularly posted and maintained on the band's website until the date of each annual meeting. All Booster meetings will be held in person at FHS unless the Board gives notice of a different meeting

location at least one week prior. SECTION VII: Annual Meeting. The Boosters' annual meeting shall be held at the regularly-scheduled May meeting unless the Executive Board decides, for good cause, to reschedule the annual meeting to a different date. The date, time and place of the rescheduled annual meeting must be announced to the Booster membership at least seven days in advance of the rescheduled meeting. The rescheduled annual meeting must be held no later than the regularly-scheduled June Booster meeting.

### **ARTICLE III: ELECTION OF OFFICERS**

SECTION I: Officer Nominations. The Nominating Committee shall prepare a slate of officer candidates for consideration by the Booster Members. Nominations for officers may also be made by any interested Voting Member at least one week before the annual meeting.

SECTION II: Slate of Nominees. The slate of proposed nominees shall be provided to the Booster members at least one month before the annual meeting.

SECTION III: Officer and Candidate Qualifications. All candidates for office must satisfy the following criteria, both at the time of their nomination and election, and if elected, during their entire term of office:

- a. Be a Voting Member of the Boosters;
- b. Be current in all payments owed to the FHS Band Program, the Boosters, and their student account(s);
- c. Satisfy all conditions required for direct volunteer-student contact that are imposed by the Hamilton Southeastern School Corporation, FHS, or the Boosters. These conditions include keeping a current valid and "clean" criminal background check on file with FHS. .

SECTION IV: Election of Officers. Officers shall be elected at the Boosters' annual meeting. A simple majority vote of the Voting Members who cast a ballot shall be sufficient to elect any officer. Voting Members who are unable to attend the annual meeting in person may vote by submitting a signed absentee ballot to the neutral person appointed by the Executive Board to collect such ballots prior to the election.

SECTION V: Length of Service. Officers will serve for a period of two years; however, an officer may serve for only one year if the shorter term is approved by the Booster members when the prospective officer is elected into office. No person shall hold the same office for more than two years unless the additional length of service is expressly approved by a majority vote of the Booster members.

SECTION VI: Junior and Senior Officers. Each office will be filled by two persons who are separately elected on alternate years. The person elected first will serve as a senior officer and the one who was elected the following year will serve as a junior officer. The two-year terms of each junior and senior officer will rotate, with the junior officer succeeding to the position of senior officer each year, and the newly-elected candidate assuming the role of junior officer. Junior and senior officers will work together to accomplish the duties of the office and may divide their responsibilities between them as they see fit.

SECTION VII: Resignation or Removal. An officer may be removed for cause by a majority vote of the disinterested members of the Executive Board. Cause may include, but not be limited to, misfeasance, neglect of duty, dishonesty, failure to maintain the qualifications necessary for office set forth in Article III Section III, or any other action which is deemed harmful to the organization or the FHS Band Program. In the event any officer resigns or is removed from office, the other members of the Executive Board may, by majority vote, appoint another Booster member (including the remaining officer who shared duties with the departing officer) to serve in place of the departing officer, so long as the appointee meets the qualifications necessary for office in Article III, Section III. The appointment of any such replacement officer shall end at the date of the next annual meeting, unless that person is elected into office in accordance with Section IV above.

#### **ARTICLE IV: DUTIES OF OFFICERS**

##### SECTION I: President(s):

- a. Shall preside at all Executive Board meetings and Booster member meetings.
- b. May call a special meeting of the Executive Board at any time.
- c. Is authorized to co-sign all checks appropriately presented for payment by the treasurer.
- d. Is authorized to approve and sign all other documents on behalf of the Boosters, including contracts, correspondence, tax returns, legal or business-related filings, or any other necessary transactions.

##### SECTION II: Vice President(s):

- a. Shall preside at all Executive Board meetings and Booster member meetings in the President(s)' absence.
- b. Shall assume the duties of President if the President(s) are unable or unwilling to perform their duties for any reason.
- c. Shall perform any tasks delegated by the President(s).

##### SECTION III: Treasurer(s):

- a. Shall promptly pay all expected budgeted bills which are presented for payment with appropriate invoices or receipts.
- b. Shall promptly pay any unbudgeted or unexpected bills after payment is approved by the Executive Board, if the bills are presented for payment with appropriate invoices or receipts.
- c. Shall promptly deposit all receipts in the Boosters' bank account and maintain an accurate balance of that account at all times, as assisted by the Student Accounts Representative.
- d. Shall prepare (i) financial statements and reports for each Executive Board meeting and monthly member meeting; (ii) a year-end financial statement and treasurer's report for the annual meeting; (iii) annual tax returns; (iv) annual 501(C)(3) filings; and (v) 1099s.
- e. Shall promptly produce the bank account statements and supporting documentation for review or audit at any time it is requested by the Executive Board.

- f. Shall sign all checks payable from the Booster's bank account, which shall also be co-signed by a President(s), or if then unavailable, by any Director of the FHS Band Department.
- g. Shall sign all other documents which require a second signature in addition to that of the President(s).
- h. Shall obtain a second signature for any check or reimbursement payable to any board member from another non-interested board member.
- i. Shall assist in the preparation of an annual budget and obtain an estimate of fees and costs from the FHS Band Directors in order to prepare that budget.
- j. The junior treasurer may not sign checks or make any payments or deposits without the express authorization of the senior treasurer.

**SECTION IV: Student Accounts Representative(s):**

- a. Shall maintain accurate records of all student accounts and assist the Treasurer with deposits if requested.
- b. Shall send student account information to each FHS band student and Booster member at least quarterly or more frequently as the Executive Board may require.
- c. Shall seek collection of all delinquent student accounts.
- d. Shall present timely and accurate student accounts information at all Executive Board meetings and member meetings.
- e. Shall maintain the confidentiality of all student accounts.

**SECTION V: Secretary(s):**

- a. Shall keep a physical copy of the minutes of all Booster member meetings and present those minutes for approval at the subsequent Booster member meeting.
- b. Shall maintain a permanent file of all official Booster correspondence, minutes, reports, financial statements, budgets, and other documents in accordance with the Boosters' document retention policy. .
- c. Shall be responsible for all official correspondence from the Boosters.
- d. Shall regularly post all minutes of the Booster member meetings on the band's website.
- e. Shall prepare binders for new Board members which contain relevant information for officers, including current copies of these bylaws, balance sheets, policies, etc.

**ARTICLE V: COMMITTEES**

**SECTION I: Standing Committees.** The Boosters' Standing Committees shall be chaired by a Booster member designated by the Executive Board at the annual meeting. The Standing Committees shall consist of the following:

- a. Food Committee: provides food, drinks and snacks to all band students and volunteers as needed.
- b. Chaperone Committee: supervises and chaperones all band student activities (other than band camps) which occur outside the FHS band room, including all marching band practices, band concerts, marching band performances, ISSMA performances, etc.
- c. Equipment and Props Committee: responsible for building, storing, loading and transporting all band equipment and props to various performance sites as needed.

- d. Band Camp Committee: provides food, drink, chaperones and organizational assistance to the FHS marching band students during summer marching band camp(s).
- e. Sponsorship Committee: solicits contributions, grants and funding from private or public sources for the financial support of the FHS Band Program and its general fund from sources within Indiana and from sources outside Indiana if the Boosters have registered as a soliciting non-profit entity in accordance with the laws of that jurisdiction.
- f. Invitational Committee: organizes, manages, promotes, and supervises all tasks associated with hosting the FHS Marching Band Invitational.
- g. Publicity and P.R. Committee: provides the local media, school district, FHS administration and other interested parties with timely information about upcoming FHS Band activities and competition results, with prior review and approval by the Board..
- h. Communications Committee: Communicates all necessary information and announcements regarding the FHS Band Program to the Booster members and FHS band students by website, newsletter and email announcements.
- i. Uniform Committee: Cleans, stores, maintains, repairs and sizes all band uniforms, gloves, hats and shoes; assists with outfitting band students at marching band competitions and transporting marching band uniforms.
- j. Nominating Committee: Solicits and slates interested and capable Booster members for nomination as officers on the Executive Board.
- k. Database Committee: Maintains all database systems for the FHS Band Program, including band student enrollment, student registration for extra-curricular band activities and programs, concert band placements, instrument assignments, volunteer lists, uniform inventories, and other general record keeping tasks as requested by the Board.

SECTION II: Ad Hoc Committees. The Executive Board may create temporary committees or designate individuals to undertake any other activity that supports the FHS Band Program, including, but not limited to: spirit wear sales, trash bag sales, spirit decorations, fundraising product sales, individual fundraising opportunities for students and members, band student photos and marching band yearbooks, marching band ice cream social, Jazz Café, and marching band awards night.

SECTION III: Authority of Committee Chairs. All committee chairs, including ad hoc committee chairs, will serve at the discretion of the Executive Board. The Executive Board will appoint all chairs and determine the length of their appointment. The Executive Board may, at any time, limit or restrict the scope of any chair's authority, or terminate their appointment for any reason.

All committee chairs must:

- a. Provide the Executive Board with a written proposal describing the committee's planned activities including a timeline, proposed budget, or other information when requested by the Board;
- b. Provide regular reports of the committee's current activities at the Boosters' monthly meetings;

- c. Obtain Board approval of the committee's proposed budget before making any expenditures;
- d. Ensure that all committee expenditures comply with the approved budget, unless the committee chair obtains prior authorization from the Board to incur an unbudgeted expense;
- e. Provide detailed receipts to substantiate all expenditures;
- f. Provide the Board with a status report of the committee's activities, income and expenses at any time the Board requests;
- g. Provide a written summary of the committee's activities and a final accounting of its income and expenses within 30 days after the committee has completed its tasks, if the Board requests;
- h. Return all Booster property to the Board at the conclusion of the committee's activities, including all business references, participant lists, vendor lists, contacts, sponsor lists, advertising material, or any other information generated or used by the committee in furtherance of its activities;
- i. Obtain Board approval of the committee's use of social media to promote Booster activities, and any committee member's individual use of the Boosters' name to promote his or her personal interests.

SECTION IV: Committee Chair Requirements. All committee chairs must satisfy the qualifications for officers set forth in Article III, Section III. In addition, any person who assists any committee which has direct contact with FHS Band students (e.g. chaperones) must have a valid criminal background check on file.

**ARTICLE VI: USE OF FUNDS**

SECTION I: Annual Budget. The Executive Board shall develop and prepare an initial proposed annual budget to be provided to the Booster members for their review at least one month before the annual meeting. The proposed budget will then be presented at the annual meeting for the Booster members' approval.

SECTION II: Unbudgeted Expenses. It is the intent of the Boosters that all reasonably foreseeable expenses be identified and included in the proposed annual budget approved at the annual meeting. Nevertheless, the Boosters recognize that additional expenses may arise during the year that could not be reasonably anticipated. If possible, the Band Director incurring such expense will promptly notify the Executive Board of the nature and amount of the unexpected expense so the Board can consider the expenditure before it is incurred. However, if any Band Director determines that it is in the best interests of the FHS Band Program to immediately incur the unexpected expense, he or she will notify the Executive Board of the nature and amount of the incurred expense as soon as practicable so that the Executive Board can make any necessary financial adjustments.

SECTION III: Student Accounts and Unused Student Account Funds. All student accounts and unused student account funds shall be maintained, managed, and reimbursed to Booster members in accordance with then-existing version of the Boosters Student Account Policy, which will be made available to all Booster members. Irrespective of the provisions of any such Policy, any band student who has not paid his or her student account in full before graduation is subject to having their diploma withheld by FHS until the account is fully paid.

## **ARTICLE VII: PROTECTING CONFIDENTIAL AND PROPRIETARY INFORMATION**

SECTION I: Preventing Disclosure. Members shall take reasonable measures to prevent the disclosure of any confidential or propriety information held by the Boosters. This information includes, but is not limited to, medical and personal records of FHS band students, Booster sponsorship/donation lists and sponsor/donor contact information. Board members and committee chairs may only disclose confidential and/or propriety information to other Booster members to the extent necessary to accomplish the goals of the organization. Members may not disclose this information to any third party without approval by the Board.

SECTION II: Use of Booster Information. Members may only use Booster confidential or proprietary information for the benefit of the organization, and not for any other personal or business objective without approval by the Board.

## **ARTICLE VIII: INDEMNIFICATION**

SECTION I: Criteria for Indemnification. Any Board member who is made a party to a threatened, pending or completed civil, criminal, investigative or administrative proceeding as a result of their service as a Board member is entitled to indemnification of their liability from the Boosters' organization if the Board determines that:

- (a) the Board member's conduct was in good faith; and
- (b) the Board member reasonably believed that the conduct was in the Boosters' best interests; and
- (c) in the case of any criminal proceeding, the Board member had reasonable cause to believe that the conduct was lawful.

SECTION II: Scope of Indemnification. If the foregoing criteria are met, the organization will pay any judgment, settlement, penalty, fine, or tax assessed against the Board member, and the reasonable litigation expenses, costs, and attorneys' fees incurred by the Board member in defending such proceeding, to the extent those sums are not covered by insurance or paid by any third party. Notwithstanding the foregoing, there shall be no indemnification for matters which would result in inurement of the Boosters' net earnings to the benefit of any individual within the meaning of Section 501(c)(3), and this right of indemnification shall not give rise to "compensation for personal service" as described in Ind. Code § 34-4-11.5-1 *et seq.*

This indemnification obligation is only imposed on the Boosters organization. The Booster Members have no individual duty to indemnify, nor any individual liability for the Board's decision to grant indemnification.

## **ARTICLE IX: CONFLICTS OF INTEREST**

SECTION I: Duty to Disclose. Any Board member or Committee chair who has a financial interest or personal interest in any Board decision or in any purchasing



decision must inform the uninterested Board members of the nature of their interest and all material facts relating thereto as soon as he or she becomes aware of it. In addition, any Board member or Committee chair who receives a gift of any kind from any third party as a result of the Boosters' operations, or their work on behalf of the Boosters, shall promptly disclose the nature and value of the gift to the Board, and at the Board's direction, use the gift for the benefit of the organization.

SECTION II: Scope of Interests Requiring Disclosure. A discloseable "financial interest" is an ownership, monetary or investment interest of a Board member or Committee chair, or of their family, in any transaction or arrangement being considered by the Board, in any entity which may be considered for such transaction or arrangement, or in any purchasing decision to be made by them. A discloseable "personal interest" is an interest in any Board decision or purchasing decision which arises from the Board member's or Committee chair's employment or their position with any other not-for-profit organization.

SECTION III: Procedure. After the Board member or Committee chair discloses his or her financial or personal interest to the Board, they shall leave the meeting while the uninterested members of the Board discuss the matter. The Board shall then decide, by majority vote, whether a conflict of interest exists. If the Board determines that a conflict of interest exists, it may decide as follows:

- a. Allow the interested Board member or Committee chair to make a presentation regarding the transaction or purchase, but he or she shall leave the meeting before the Board discusses and votes on the proposed transaction. An interested Board member chair may not vote on the proposed transaction, and his or her presence may not be counted in determining whether there is a quorum. An interested Committee chair may not approve the proposed purchase without Board authorization.
- b. Appoint a disinterested person or committee to investigate alternatives to the proposed transaction or purchase.
- c. Determine whether the Boosters can obtain a more advantageous transaction, arrangement or purchase from another person or entity.
- d. Approve the transaction if the uninterested members of the Board determine, by majority vote, that a more advantageous arrangement or purchase is not reasonably possible under the circumstances and that the arrangement or purchase is fair, reasonable, and in the Boosters' best interest.
- e. If the matter involves a Board member's or Committee chair's personal interest, the uninterested Board members shall decide the matter without considering the impact on the Board member's or Committee chair's personal interest.

SECTION IV: Failure to Disclose. If the Board has reasonable cause to believe a Board member or Committee chair has failed to disclose a financial or personal interest that could create a conflict of interest, the Board shall inform the Board member or Committee chair of the basis for such belief and afford him or her an opportunity to explain the lack of disclosure. If, after hearing the response and completing any investigation, the Board determines that there was an undisclosed conflict of interest, it shall take appropriate disciplinary and corrective action, including reevaluating the propriety and merits of the transaction or purchase.

SECTION V: Record-keeping. The Board's minutes shall record:

- a. The name of the interested Board member or Committee chair and the nature of their financial or personal interest;
- b. The Board's decision as to whether a conflict of interest exists and the reasons for that decision;
- c. The Board members who discussed and voted on the matter;
- d. The content of the Board's discussion and its evaluation of any alternatives to the proposed transaction or purchase.
- d. Any vote taken in connection with the matter.

**ARTICLE X: WHISTLEBLOWER POLICY**

SECTION I: Reporting Violations. If a Member or FHS band student has reasonable grounds to believe that a Member or band staff has violated any applicable law, regulation, or bylaw, or has otherwise engaged in fraudulent, unethical or criminal behavior relating to Booster business, the Member should immediately report such information to the Board President or Vice President. All reports will be promptly investigated. The Board will strive to keep the identity of the complaining individual as confidential as possible while conducting its investigation.

SECTION II: Retaliation Prohibited. The Boosters and its Board will not retaliate against any Member or FHS band student if the Member or band student, in good faith, reports any suspected violation, participates in any related investigation or proceeding, or pursues any claim or legal action against the organization or its Board. The Board will also take appropriate disciplinary action if it determines that any Member has engaged in retaliatory behavior.

**ARTICLE XI: DOCUMENT RETENTION POLICY**

The Boosters, through its secretary, will maintain physical or electronic copies of its records for the minimum period specified as follows:

SECTION I: Documents to be Retained for One Year:

- a. current report to the Secretary of State.
- b. all election ballots until the following election.
- c. current names, addresses and email addresses of all Members
- d, business and home addresses of all Band Directors.
- e. current names of all FHS band students.

SECTION II: Documents to be Retained for Three Years:

- a. minutes, resolutions and agendas for all Board meetings.
- b. minutes and agendas for all Member meetings.
- b. all written communications to Members.
- c. all financial statements and budgets furnished to Members.
- d. all insurance papers, endorsements and correspondence
- e. All audits, accounting records, 990's, IRS correspondence, etc.

SECTION III: Documents to be Retained Indefinitely:

- a. Articles of Incorporation
- b. Bylaws and all amendments

## **ARTICLE XII: DISSOLUTION**

SECTION I: Winding up. In the event the Boosters ceases operations for any reason, the existing officers, or if there are none, the FHS Band Directors, shall pay any outstanding expenses, sell any unneeded equipment, and pay any requested refunds in accordance with then-existing version of the Student Account Policy. After all such payments and collections have been made, the then-acting officers, or the FHS Band Directors, as the case may be, shall distribute any remaining funds or assets to the following entities, in order of preference, if they then continue to exist as not-for-profit organizations:

1. The FHS Performing Arts Department
2. The FHS General Fund
3. The HSE High School Performing Arts Department
4. The HSE High School General Fund
5. The HSE Foundation
6. The HSE School Corporation
7. Indiana State School Music Association

## **ARTICLE XIII: AMENDMENT**

SECTION I: Proposed Bylaw Amendments. Amendments to these Bylaws may be proposed by any member of the Boosters. Proposed amendments must be submitted to the Executive Board in writing for consideration. Any amendment of these Bylaws is only effective (1) after the Booster members are notified of the proposed change and the date the proposal will be voted on; and (2) the members approve the proposed amendment by majority vote at a regularly-scheduled Booster meeting.

Approved by majority vote of the Booster membership this  
\_\_\_ day of \_\_\_\_\_, 2017

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Janie Sue Dubbs, President

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