

## **BY-LAWS OF THE BAND PARENTS OF WINSTON CHURCHILL HIGH SCHOOL, INC**

### **ARTICLE I. Name**

This organization will be known as the Band Parents of Winston Churchill High School, Inc., a Texas nonprofit corporation.

### **ARTICLE II. Definitions**

Band: The students actively enrolled for a regularly scheduled period at Winston Churchill High School in either Band or Color Guard. This shall include an eighth grade student or transfer student from another high school who is scheduled to be in band in the upcoming semester.

Board of Directors: All elected officers who shall transact the business of the Corporation in the intervals between regular meetings.

Band Parent Association (BPA): the informal name referencing the formal organization name of the Band Parents of Winston Churchill High School, Inc.

Budget: All planned expenditures of the Corporation for the fiscal year.

Called Meeting: A special meeting of the membership called by the Board of Directors, scheduled at least one week in advance and not in conflict with school calendar. Notice of the meeting must be sent to all Band students at least one week in advance via published calendar, email, text message or other method of mass communication. A reminder will be sent out to all members via mass communication at least three days in advance.

Fiscal Year: July 1 through June 30.

Quorum: Fifteen members are required to conduct the Corporation's business at any meeting of the membership and five members of the Board of Directors are required to conduct the business of the Board.

Regularly Scheduled Meetings: Held monthly throughout the school year on the Winston Churchill High School campus in coordination with the school calendar.

### **ARTICLE III. Purpose and Objectives**

- To provide a service organization dedicated to the promotion and welfare of the band.
- To promote the entire band program of Winston Churchill High School and to assist the band directors and school authorities in the development of an outstanding band program.
- To seek, cultivate and obtain revenues to be used for developing and expanding the entire band program.
- To give complete support to the band program and to avoid actions that would interfere with school policies.
- To create a wider interest in music study and band activities.
- To assist in provision of facilities normally not available to the band program.
- To assist in band functions when requested by any of the Band Directors.
- To conduct its business exclusively as a charitable and educational corporation consistent with the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of future laws.

#### **ARTICLE IV. Membership**

Membership in the Corporation shall be defined as:

- Voting Member: Any individual interested in the purpose and objectives of the corporation, who agrees to abide by the By-Laws and whose annual membership dues are paid current.
- Honorary Voting Member: The Principal, the Assistant Principal who serves as Administrative Liaison of Winston Churchill High School, and the Band Directors.
- Honorary Lifetime Voting Member: An individual whose service and/or commitment to the Corporation, the band program or the students has been recognized by a majority vote of the general membership.
- Non-Voting Member - Any individual interested in the purpose and objectives of the corporation, who agrees to abide by the By-Laws. This individual or team serves on the board but does not have voting power.

#### **ARTICLE V. Officers**

The elected officers of the Corporation shall be the President, 7 Vice Presidents, a Secretary and a Treasurer.

- Nominations:
  1. The Nominating Committee shall present the slate of proposed officers at the March membership meeting.
  2. Nominations may also be taken from the floor at the March membership meeting or submitted in writing to the Board of Directors by March 31<sup>st</sup>.
  3. All nominees must be members of the Corporation (BPA), a parent or guardian of a band student and agree to serve if elected. A nominee may be a parent of an eighth-grade student or a transfer student from another high school who is scheduled to be in band in the upcoming semester. If such student should subsequently fail to enroll in band, the nominee shall no longer be qualified to be elected as an officer, or, if elected, should no longer be an officer.
  4. Each office may be filled by an individual parent or by a team of two or more persons. Each office, whether filled by a team or individual, is entitled to only one vote at the Board of Directors' meetings. Should a team be unable to agree on a vote, they must abstain. Should one member of a team be absent, the vote shall be cast by the member present.
- Election:
  1. Officers shall be elected by a simple majority vote of the membership present at the regularly scheduled April meeting and shall hold that office for one year beginning July 1. The Board of Directors shall elect a member to fill a vacancy of an officer's position that occurs during the fiscal year. There is a two-year term limit per position on the board.
- Removal from Office
  1. Any Executive Board member who is absent from three or more Board or Association meetings without legitimate reason may be removed from office by majority vote of the Executive Board.
  2. Any officer or appointed chairperson may be removed from office for failure to perform the duties of his/her position or for misconduct, by two-thirds majority vote of the Executive Board.

- Extension of office
  1. Any Board member may be allowed to extend their service by majority vote to serve out the year with the approval of the Band Director.
  
- ❖ Duties:
  - President shall:
    1. Preside at all meetings and enforce the provisions of the Corporation's By-Laws.
    2. Appoint all standing committee chairs with the approval of the Board of Directors.
    3. Appoint a Parliamentarian with the approval of the Board of Directors. When called upon, the Parliamentarian will advise on the proper application of the rules contained in Robert's Rules of Order, Newly Revised to govern the conduct of the Corporation meetings if not inconsistent with these By-Laws.
    4. Countersign the annual financial report of the Corporation and Corporation checks for the authorized disbursement of funds.
    5. Report the actions of the Board of Directors at membership meetings.
    6. Serve as the Corporation's representatives on the Northeast Band Parents' Association.
    7. Represent the Corporation as requested by school faculty or administrators.
    8. Appoint an audit committee immediately upon assuming office to prepare an audit of the preceding year's records.
    9. Call a joint meeting of the incoming and outgoing officers for the purpose of transferring Corporation records and responsibilities.
    10. Serve as an ex-officio member of all committees (except the nominating committee).
    11. Has the Authority to spend \$250.00 per day without Board approval. Anything above \$250.00 per day must be approved by the Board.
  
  - Vice President of Chaperone shall:
    1. Assume the duties of the President in the temporary absence of the President.
    2. Appoint a Chaperone Committee with the consent of the Board of Directors and serve as Chair.
    3. Coordinate parent/guardian supervision for Band activities (i.e. Jazz, drumline, marching, UIL, winter guard, etc.) away from the Churchill High School campus.
    4. Confirm all chaperones are members of the BPA and ensure that all chaperones have been cleared through the NEISD criminal background check system prior to allowing them to chaperone.
    5. Provide ongoing training and supervision of all chaperones.
    6. Keep an up-to-date record on each band member, signed by the appropriate parent or guardian, that grants permission for the band member to participate in off-campus activities, states any medical conditions about which chaperones should be aware, and gives permission to administer doctor approved/prescribed, or parent- approved over-the-counter drugs, as appropriate.
    7. Ensure that sundry supplies are available.

8. Ensure that drinks and/or food are provided for band members, band directors, crewmembers, and other chaperones, as necessary. The Board of Directors will determine whether individuals or the Corporation provides these items for purchase.

➤ Vice President of Logistics

1. Coordinate all out of town trips.
2. Coordinates passes for all out of town trips and events.
3. Provides water jugs for band.
4. Coordinates all overnight lodging.
5. Assist in coordinating practice locations during BOA's.
6. Assists the coordination of Meals for band outside of meals from SAF Funds.
7. Responsible for all airfare purchases utilizing BPA funds.

➤ Vice President of Equipment shall:

1. Assume the duties of the President in the temporary absence of the President and other Vice Presidents.
2. Recruit and appoint committee crew members and guard parent volunteers.
3. Serve as chair of these respective committees.
4. Coordinate the handling of equipment and properties in preparation for and during all off-campus trips in conjunction with the student Band Manager.
5. Schedule and coordinate truck(s) and drivers for Band trailers.
6. Repair and maintain all non-musical equipment and trailers including necessary licensing and inspections.
7. Outside of marching season, acquire from the VP of Chaperoning an up-to-date record on each band member (crew, guard, etc.), signed by the appropriate parent or guardian, that grants permission for the band member to participate in off-campus activities, states any medical conditions about which chaperones should be aware, and gives permission to administer doctor approved/prescribed, or parent –approved over-the counter drugs, as appropriate.

➤ Vice President of Corporate Fund Raising shall:

1. Assume the duties of the President in the temporary absence of the President and other Vice Presidents.
2. Appoint a Corporation Fund Raising Committee with the consent of the Board of Directors and serve as chair.
3. Assume the responsibility of proposing Corporation fund raising activities for approval of the Board of Directors and the membership.
4. Conduct all Corporation fund raising activities and coordinate with the appropriate school administrator.
5. Supervise the collection of Corporation fund raising monies and deliver all monies to the Treasurer with complete accounting of monies.
6. Prepare and submit a report of the fund raising activities of the Corporation at each membership meeting.
7. Organize local events at a variety of venues to increase corporate support

8. Pursue financial support from public and private foundations through written grant proposals.

➤ Vice President of Student Fund Raising shall:

1. Assume the duties of the President in the temporary absence of the President and other Vice Presidents.
2. Appoint a Student Fund Raising Committee with the consent of the Board of Directors, and serve as Chair.
3. Assume the responsibility of proposing all student fund raising activities for approval of the Board of Directors and the membership.
4. Conduct all student fund raising activities and coordinate these activities with the appropriate school administrator.
5. Supervise the collection of student fund raising monies in cooperation with the Treasurer.
6. Prepare and submit a report of the fund-raising activities of the students at the regularly scheduled membership meeting.
7. Ensure individuals participating in BPA sponsored fundraising events are current members of the BPA.

➤ Vice President of Concessions shall:

1. Assume the duties of the President in the temporary absence of the President and other Vice Presidents.
2. Appoint the concession Stand Managers with the approval of the Board of Directors.
3. Supervise all the concession operations for the Corporation in cooperation with the Northeast Band Parent Association. Countersign all checks in the absence of the President or Treasurer.
4. Track student/parent compliance to the expected concession stand work requirement

➤ Secretary shall:

1. Maintain and distribute at the membership meeting minutes of the membership and Board of Directors proceedings, prepare reports, and prepare the general correspondence of the Corporation.
2. Collect and file all committee reports presented at each meeting.
3. Maintain a current roster of all voting members.
4. Maintain list of standing rules of the Corporation.
5. Maintain list of all officers and committee chairs and notify officers and committee chairs of all regular and called meetings at least two days in advance.
6. Responsible for sending out correspondence such as thank you cards etc.

➤ Treasurer shall:

1. Receive and retain custody of all Corporation funds, pay bona fide debts if within the purview of the annual budget or as approved by the Board of Directors, and maintain an accurate record of all receipts, disbursements, assets and liabilities.
2. Chair the Budget & Fiscal Committee.
3. Render financial reports when requested by the President and at all general meetings of the Corporation.
4. Prepare an annual financial report, executed by the outgoing President and Treasurer to be presented at the regularly scheduled September meeting of the Corporation's membership.
5. Provide records to be audited by July 31
6. Prepare the annual budget and submit it for approval of the members at the May meeting of the Corporation,
7. Prepare, maintain and file all pertinent reports necessary for the corporation to retain its tax-exempt status.

**ARTICLE: VI. Dues**

The periodic dues for Corporation membership shall be set by the Board of Directors. BPA membership dues must be paid in order to be nominated for a board position and to participate in BPA sponsored student fundraising activities to include chaperoning and crew.

**ARTICLE VII. Exempt Status**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any activities not permitted to be carried on (a) by a Texas non-profit corporation; (b) by a corporation exempt from Federal Income tax under Section 501(c)(3) or the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (c) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE VIII. Dissolution of the Corporation**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine. or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under

Section 501(c )(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the State District Court of the county in which the Corporation is located, exclusively for such purposes. or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purpose.

### **ARTICLE IX Standing Rules**

The Board of Directors from time to time shall propose standing rules to be approved by a simple majority of the members present at a regularly scheduled meeting. Once approved, these rules shall be binding until such time as they are changed by like procedure. These Standing Rules shall be consistent with these By-Laws and where there is a contradiction, the By-Laws shall prevail.

### **ARTICLE X. Standing Committees**

- Each Standing Committee shall consist of a Chair and the members the Chair appoints as needed to conduct the business of the Committee.
- Each Chair shall be appointed by the President with the advice and consent of the Board of Directors.
- Each Chair shall make a record of all activities of the Committee for the year which shall be made part of the permanent records of the Corporation.
- The Standing Committees and their duties shall include but are not limited to:
  1. Hospitality shall welcome all new members of the Corporation and provide refreshments at Corporate meetings as requested by the Board of Directors.
  2. Historian shall maintain a written or photographic and/or videotape record of events, awards and other accomplishments of the Band during the year.
  3. Membership shall provide information to, and work with the parents of incoming band students. Shall actively seek membership of all potential members and provide the President and Secretary with updated copies of membership rosters.
  4. Public Relations/Marketing shall ensure the band website is up-to-date as appropriate concerning meetings, activities, awards and recognition of the band, its members and of the Corporation. In union with the president shall provide information to the media as appropriate concerning meetings, activities, awards and recognition of the Band, its members and of the Corporation. Shall communicate information to membership necessary to conduct Corporation business via email, text or other means of mass communication deemed appropriate.
  5. Directory/Yearbook shall prepare a complete student/band parent membership directory. Shall collect all necessary information including but not limited to band membership lists, advertisements and miscellaneous items needed to publish the annual band yearbook. Shall compile all collected materials and publish the annual band yearbook.
  6. Spirit – Committee shall offer and promote Band paraphernalia (shirts, jackets, caps. etc.) for purchase.
  7. Alumni Relations Shall:
    - 7.1. Create and update directory of all Churchill Band Alumni.
    - 7.2. Reach out to Churchill Band Alumni in form of a quarterly E-newsletter (or Bi-Monthly) and engage the Alumni.

- 7.3. Send to Alumni corporate and student fundraising opportunities.
  - 7.4. Alumni Donation Appeal.
  - 7.5. Willing to attend games and BOA's to keep alumni informed of the bands achievements.
  - 7.6. Responsible for Band Alumni Football game night.
8. Uniform - Shall distribute and maintain band uniforms.
  9. Color Guard
    - 9.1. All off campus guard events requiring chaperones must be coordinated through the VP of Chaperoning to ensure all chaperones have met the required chaperoning criteria.
    - 9.2. Provide for props, flags, costumes and miscellaneous equipment and their repair for marching, concert and color guard events.
  10. Meals - Plans and coordinates pre-football and special event meals for band members, band directors, chaperones and crew members, as necessary.
  11. Hydration - Plans and coordinates the transport of water, ether by large container or bottled water, to all marching band events, to include parade and festivals for band members, band directors, chaperones and crew members, as necessary.
  12. Percussion - All off campus percussion events requiring chaperones must be coordinated through the VP of Chaperoning to ensure all chaperones have met the required chaperoning criteria.
- The Band Director shall be an ex-officio member of all committees, including those chaired by the officers.

## **ARTICLE XI. Special Committees**

The special committees shall be:

1. Audit. Three members of the Corporation appointed by the incoming President with the advice and consent of the Board of Directors. The Audit Committee shall ensure annually that the Corporation complies with all rules and regulations and files all required reports with any governmental agency necessary to comply with all applicable sections of the Internal Revenue code necessary to retain its tax exempt status described in Article VI, and shall audit the financial records of the Corporation and report the audit findings at a regularly scheduled corporation meeting. One of the three members shall have served on the Audit Committee the prior year.
2. By-Laws. This committee is established when the Board of Directors believes there is a need for ByLaws review, or when any member feels that there are needed changes. In the latter case, proposed amendments must be submitted in writing signed by five members of the corporation. Presented at a regular membership meeting of the Corporation, and referred to the By-Laws Committee. The committee shall comprise five members of the corporation consisting of two members appointed by the Board of Directors and three members elected at a regularly scheduled membership meeting by a simple majority of the members present. Amendments to the By-Laws shall be by two-thirds vote of the members present at the regularly scheduled general meeting one month following a report of the By-Laws committee on the proposed changes.
3. Scholarship. The Band Director and four members of the Corporation shall award the Jim Souter Memorial Scholarship. Three members shall be elected at a regularly



scheduled membership meeting by a simple majority of the members present and one member shall be appointed by the President of the Corporation to act as Chair. Members with children who are senior band students are excluded from serving on this committee.

4. Budget and Fiscal. The Board of Directors and the Band Directors will assist the Treasurer in preparation of the annual budget for submission to the membership for approval.
5. Nominating. Five members of the Corporation consisting of two members elected by the Board of Directors, two members elected at a regularly scheduled membership meeting by a simple majority of the members present and the Band Director.
6. Annual Banquet. The Director and the committee shall coordinate the arrangements for an annual Band Banquet with the Band Director and the Student Officers. The committee will be responsible for venue, catering, decorations and setup. The committee will work with the VP of Chaperones for adults to supervise the event.

## **Article XII. Indemnification of Directors and Officers, Volunteers, Employees or Agents**

The Corporation shall indemnify any person who was, is or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitrative, or investigative, including all appeals, because that person is or was a director, officer, volunteer, employee or agent of the Corporation. Indemnification shall be against all expenses, including, without limitation, attorney's fees, court costs, expert witness fees, judgments, decrees, fines, penalties and reasonable expenses actually incurred by the person in connection with the proceeding, except that if the person is found liable to the Corporation or is found liable on the basis that he or she improperly received personal benefit, indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the Corporation. The indemnification provided in this By-Law shall also extend to good-faith expenditures incurred in anticipation of or proportion for, threatened or proposed litigation. The Board of Directors may, in proper cases, extend the indemnification to cover the good-faith settlement of any such action, suit, or proceeding, whether formally instituted or not.

## **STANDING RULES OF THE BAND PARENTS OF WINSTON CHURCHILL HIGH SCHOOL, INC.**

A non-profit Corporation operating under the rules of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of future laws.

1. All financial commitments made by (the Band Director to any individual for the provision of services to, or on behalf of the Band, that are to be the obligation of this Corporation, shall be evidenced by a written agreement between the Corporation and the provider of services. This agreement shall detail the terms and conditions of such agreement including but not limited to; the period covered by the agreement, the dollar amount of the agreement, the conditions for terminating the agreement, the obligation(s) of each party for the provision of withholding taxes and the payment schedule. The agreement may also carry any other provisions necessary to

comply with UIL rules, all applicable laws or regulations and any additional provision the Board of Directors feels prudent in the conducting of Corporation business.

2. Any news release or statement on behalf of the Corporation shall be made only by its Public Relations/Marketing Chair or the President.
  3. Band Parents and/or students shall be expected to work concession stands for at least three athletic events.
  4. Only members of the Band Parents Association shall serve as Chaperones. Chaperones shall be selected from volunteers on a rotation basis. Chaperones shall be the Chaperone Committee Chairs, Board of Directors, and then, other interested members of the Corporation with preference to senior parents. Children and other family members of chaperones are not permitted on the trip as chaperones. All Chaperones must complete the required NEISD criminal background check and participated in the chaperone training provided by the VP of Chaperoning.
  5. Chaperones for Out of Area trips must be members of the BPA, trained, cleared through NEISD criminal background check, and actively participate as chaperones for the Band on a regular basis.
    - 5.1. Chaperones positions for Out of Area trips will first be opened and filled by the VP's of Chaperoning, Board Members who actively chaperone, and then opened up to trained chaperones with preference given to active senior parents.
    - 5.2. The filling of chaperone positions for Out of Area Trips will be presented to the Band Director for final approval.
- The Band Director may deem a person unqualified or unsuitable to serve in the capacity of a chaperone.

### **Volunteer concern Process**

In the even that a volunteer does not abide by the by-laws of the Association, and action needs to be taken, the following process will need to followed, which has been approved by the Winston Churchill High School administration. Form for the process can be found on the Association website as "**Volunteer Concern Process**".

## **Volunteer Concern Process**

- A.** BPA will address the issue/concern verbally either in a large group forum or directly with the Volunteer.
- B.** VP over Chaperones will inform Churchill Band Director of issue/concern.
- C.** Volunteer will be able to respond and rectify any issue/concern.
- D.** On second issue/concern, the BPA President will address the volunteer.

- E.** BPA President will inform Churchill Band Director of issue/concern.
- F.** Volunteer will be able to respond and rectify the issue.
- G.** On third issue, the Band Director will confer with BPA and remove Volunteer from their position. The removal of the Volunteer will be the responsibility of the Band Director
- H.** A parent may request to the Band Director in writing to be reinstated as a volunteer the following year.
- I.** If the Volunteer does not agree with the above actions, then they can file an FNG (Local) Level I Grievance.