

# HALLS BAND BOOSTERS, INC.

## BY-LAWS

### ARTICLE 1

#### Name and Address

The name of this corporation shall be HALLS BAND BOOSTERS, INC. The board of directors shall have the power to designate other names for specific activities and programs as it deems appropriate. The principle address shall be Hall Band Boosters, Inc., Halls High School, 4321 E Emory Road, Knoxville, County of Knox, Tennessee. Its mailing address shall be Halls Band Boosters Inc., P.O. Box 71002, Knoxville, TN 37938.

### ARTICLE 2

#### Objectives

The corporation's purpose shall be for provision of the material and moral support of the Halls High School (Knox County, Tennessee) instrumental music curriculum, its instructors, and students. All musical, instructional, and disciplinary duties and decisions of the instrumental instructors and implementation of the school music curriculum shall remain outside the corporate purposes.

### ARTICLE 3

#### Membership and General Meetings

Membership in the Hall Band Boosters shall be open to any parent or legal guardian of students enrolled in the instrumental music programs of Halls High School. This relationship requirement is documented by the yearly completion of the student information form.

Membership in this organization shall include the privilege of holding office and the right to vote in the election of the board of directors as well as voting upon all matters that properly come before the organization.

General meetings, including all members and sitting board members, shall be held at least six (6) months each year in a place designated by the president, on the second

Tuesday of the month at 7:00 pm, unless prior notice is made 30 days in advance.  
Written notice of all regular general meetings shall also be made 30 days in advance.

#### ARTICLE 4 Board of Directors

1. Election. Candidates for membership shall be selected from among those nominated by the Nominating Committee, which shall consist of three (3) persons appointed by the president. A majority of board members present may also nominate candidates for positions on the board of directors. Directors shall be elected by a majority vote of board members present at the May general meeting.
2. Composition of the board of directors. The number of board members shall be at least three (3) and no more than the number of the elected officers plus the committee chairs and the Director of Instrumental Music. An Associate Director of Instrumental Music may attend in the Director's capacity in the event the Director of Instrumental Music is not reasonably able to attend a meeting in person or by telephone. Members shall be of adult age.
3. Terms. Each director shall serve for a term of one complete year (June 1 through May 31). Directors shall be limited to two consecutive full terms. (An appointment to fill a partial unexpired term shall not count toward the two consecutive term limit).
4. Removal. A director who has missed three or more consecutive meetings may be removed by a majority vote of the board members then sitting. A director may be removed for any reason by a vote of two-thirds of the members then sitting.
5. Vacancies. Vacancies may be filled by a majority vote of members then sitting.
6. General Powers. The board of directors shall constitute the governing body of the corporation. The Board shall manage the business and affairs of the corporation. It shall have all powers necessary to carry out the objectives of the corporation as set forth in Article 2. The board may accept, on behalf of the corporation, bequest, or devise. The board of directors shall have the authority to hire and dismiss personnel as may be necessary in order to carry out the objectives of the corporation.

7. Meetings. Meetings of the board of directors shall be held in at least 6 months of the year, at a reasonable time and place designated by the president. The president may designate additional meeting dates. One-third of the board members then sitting may, by written request, schedule additional meetings.
8. Annual Meeting. A general meeting with members and associates, shall be held during the month of May, and designated as the "annual meeting" at which formal annual business is conducted. Written notice of the annual meeting shall be made at least 30 days in advance to all board members and associates.
9. Notice of Meetings. Board members shall receive ten days notice of regularly scheduled meetings. This notice may be given in writing, in person, by telephone, or by any other reasonable method.
10. Waiver of Notice of Meeting. A director may, in writing, waive notice of any meeting of the board of directors either before or after the meeting, and such waiver shall be deemed the equivalent of giving notice. Attendance of a director at a meeting shall constitute waiver of notice of that meeting, unless attendance is for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.
11. Adjournment. A meeting of the board of directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there; other than by announcement at the meeting, at which the adjournment is taken shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted at the meeting originally called.
12. Informal Action. If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the board.
13. Attendance by Telephone. If a member is not reasonably able to attend a meeting, a majority of the members present may authorize participation by telephone, so long as the absent member can hear or be advised of the discussion of business, and other members can hear, or be advised of the absent member's votes or comments. An absent member participating by telephone may count toward a quorum.
14. Resignations. Any director may resign at any time by giving notice of resignation to any officer of the board.

15. Quorum. A quorum shall be a majority of the directors then sitting.
16. Committees. The board of directors may appoint any committee it deems necessary to help fulfill its functions. Such committees may or may not include, and are not limited to: fundraising, communication, publicity, volunteer chaperone coordination, uniform coordination, hospitality, and operations. The elected officers and the Director of Instrumental Music shall constitute the Executive Committee.
17. Compensation of Board Members. No member of the board of directors shall receive any salary or compensation for their services as director. Members may receive reimbursement for out-of-pocket expenses incurred while conducting authorized and entitled business on behalf of the corporation. No member shall receive any service or benefit not provided to the general public. Members shall be entitled to receive reasonable fees for goods or professional services rendered to the corporation in capacities other than as members of the board.
18. Collection of Debts. The board is specifically empowered to employ all legal and equitable means necessary to collect debts owed to it by any person, including parents of students assigned or who accept but do not return fundraising materials and inventory for which accounting cannot otherwise be made.

## ARTICLE 5 Officers

1. Officers. The board of directors shall have a president, a vice-president, a secretary, and a treasurer. Any person may hold two or more offices, except that the president shall not also be vice-president, secretary or treasurer. Any office may be shared among no more than two individuals.
2. Duties of Officers.
  - a. The president shall preside at all meetings of the board and executive committee. The president shall appoint members to standing and ad hoc committees. The president shall perform whatever duties the board of directors may from time to time assign.
  - b. The vice-president shall carry out the duties of the president when the president is absent or incapacitated; shall have the same power and

duties as the president when acting in that capacity and shall perform whatever duties the board may from time to time assign.

c. The secretary:

- i. shall have charge of such books, documents, and papers as the board of directors may determine;
- ii. shall keep, or cause to be kept, a true and complete record of the meetings of the board of directors;
- iii. shall give, or cause to be given, notice of all meetings of the directors;
- iv. shall keep, or cause to be kept, a record containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence, the names of persons entitled to participate in corporate affairs;
- v. shall keep, or cause to be kept, a record containing the names, alphabetically arranged, of all associates of the corporation, showing their places of residence, the names of persons entitled to elect officers at the annual meeting.
- vi. such books shall be open for inspection as provided by law.
- vii. The secretary shall, in general, perform all the duties incident to the office of secretary subject to the control of the board of directors and shall perform such other duties as may be prescribed by the board of directors.

d. The treasurer:

- i. shall have custody of all corporate funds, property, and securities subject to such regulations as may be imposed by the board of directors.
- ii. The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements and shall deposit, or cause to be deposited all corporate funds and other valuable effects in the

name of and to the credit of the corporation in a depository or depositories designated by the board of directors.

- iii. Corporate funds may be deposited only in banks or institutions which are insured by the Federal Deposit Insurance Corporation (FDIC) or the Federal Savings and Loan Insurance Corporation or the National Credit Union Share Insurance Fund (NCUSIF) as administered by the National Credit Union Administration (NCUA).
  - iv. Corporate funds shall not be disbursed until full accounting for inventory or other purchases by invoice or named receipt is presented to the treasurer for each requested disbursement.
  - v. The treasurer shall give to the president or board, whenever they require it, an account of transactions as treasurer and of the financial condition of the corporation and shall, in general, perform all duties incident to the office of treasurer, subject to the control of the board of directors.
3. Executive Committee. The executive committee shall be composed of the officers of the board of directors and the Instrumental Music Director They shall meet at needed to plan for the board's work and to fulfill tasks assigned to them by the board.
  4. Election and Terms. The officers shall be elected by the organization's membership at the Annual Meeting in May. Each officer shall serve for a term of one complete year (June 1 through May 31). Officers shall be limited to two consecutive full terms. (An appointment to fill a partial unexpired term shall not count toward the two consecutive term limit).

## ARTICLE 6 Personnel

1. Hiring or contracting. The board shall employ or contract for the services of a certified public accountant to assist the treasurer in the discharge of the duties of that office. The board may from time to time, contract for other professional services, or hire professional services, or hire professional or management personnel to assist in carrying out its duties. All persons hired by or contracted to the board shall be supervised by and accountable to the executive committee

2. Hiring policies. Hiring or contracting shall be conducted in full compliance with the corporation's anti-discrimination policy. The corporation shall hire no employees who are members of the Immediate family (grandparents, parents, brother, sister, son, or daughter) of any board member, or of any person who will supervise the employee.

## ARTICLE 7

### Finances

1. Fiscal Year. The board shall establish the corporation's fiscal year, which unless otherwise necessary, shall coincide with the fiscal year as established by Knox County Schools.
2. Budget. The board of directors shall prepare and adopt a budget for the subsequent fiscal year after the annual meeting in May and before the end of the current fiscal year.
3. Annual financial statement. The corporation shall prepare or cause to be prepared an annual financial statement for distribution to board members.
4. Fiscal Policy. The board shall adopt and from time to time review a fiscal policy setting out a formal procedure which shall govern the signing of checks, the obligation of funds: approval of contracts, leases, deeds, and mortgages; access to sales tax exemption identification; and significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls which are appropriate; under generally accepted accounting principles, to its size and purpose.
5. Seal. The corporation will not use a common seal. The signature of the name of the corporation by an authorized shall be legal and binding.

## ARTICLE 8

### Parliamentary Procedures

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

ARTICLE 9  
Amendments of the Charter and By-Laws

The charter and these by-laws may be amended, supplemented, or repealed by a two-thirds vote of the directors present at any meeting at which a quorum is present. Before directors may vote on an amendment to the charter or by-laws, notice must be given to directors of the proposed amendment at a prior meeting of the board, and in no case less than 30 days before the amendment is to be considered. These by-laws shall become effective upon approval by the board of directors.

ARTICLE 10  
Statement of Nondiscrimination

The corporation shall not discriminate against any person on the basis of race, color, sex, national origin, religion, disability, age, and any other basic attribute prohibited by law. This policy of nondiscrimination applies to the hiring of personnel election of board member, provision of services to the public, contracting for and purchasing of services and all other activities of the corporation. This policy of non-discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973; the Age Discrimination Act of 1975; the Individuals with Disabilities Education Act; and any subsequent amendments to these statutes.

APPROVED: (signed)

Cindy Hill

Scott Buchanan

Judith Davis

Greg Basham

Debra Thompson

Trish Buchanan

Cathy Rector