

# **Thomas Dale Band Boosters, Inc.**

## **Bylaws**

### **ARTICLE I**

#### **NAME AND LOCATION**

##### **SECTION 1. Name.**

- a. The name of this organization shall be the Thomas Dale High School Band Boosters, Inc., and for the purposes of this document shall hereinafter be referred as the TDBB. TDBB is a non-profit corporation as defined in Section 501 (c) (3) of the Internal Revenue Code of 1964.
- b. Hereinafter the Thomas Dale High School Marching Band, Concert Band, Symphonic Band, Wind Ensemble, Jazz Band, Color Guard, or any other ensemble organized by the TDHS band directors shall be individually and collectively referred to as the TDHS Band, or the Band.
- c. Hereinafter Thomas Dale High School shall be referred to as TDHS.
- d. Hereinafter the TDBB Board of Directors shall be referred to as “the Board”.
- e. TDHS band director is the person or persons hired by the Chesterfield County Public School (CCPS) System to teach the band classes at TDHS.

##### **SECTION 2. Location.**

- a. The TDBB’s principal place of business shall be located at 3626 West Hundred Road, Chester, Virginia 23831, which is the physical address of Thomas Dale High School.
- b. TDBB may maintain an additional office or offices, maintain its books, or hold meetings in any place or places within Chesterfield County, Commonwealth of Virginia, as the TDBB’s business may require, and as appointed by the Board.
- c. The Board may hold its meetings by conference telephone or other similar electronic communications means in accordance with the provisions of the corporation laws of Virginia.

### **ARTICLE II**

#### **GENDER STATEMENT**

Unless otherwise specified, the terms “he, his, or him” shall be implied to refer to both male and female gender. This is adopted in order to avoid confusion and facilitate ease of reading.

## **ARTICLE III**

### **PURPOSE AND OPERATING PARAMETERS**

#### **SECTION 1. Purpose.**

- a. The purpose of the TDBB is as follows:
  - (1) Provide financial and logistical support for the daily operations of the TDHS Band.
  - (2) Serve as an active promoter and supporter of the programs and activities of the TDHS Band, therefore promoting music appreciation and education throughout the Chester and Chesterfield Communities and surrounding areas.
  - (3) Assist the TDHS Band directors by communicating needs and attributes of the TDHS Band program to parents and the community.
  - (4) Promote the ideals of good citizenship, honesty, loyalty, courage, and respect for authority through programs of organized music activity.
  - (5) Promote band programs in Chesterfield County middle schools that encourage students to participate in the TDHS Band.
  - (6) Serve as an advocate of the band program and related activities with the Chesterfield County School Board and Administration.
  
- b. The TDBB shall not solicit or expend funds for any activity that does not promote the purposes listed above.

#### **SECTION 2. Operating Parameters.**

- a. The TDBB shall be non-commercial, non-sectarian, and non-partisan.
  
- b. The operation of the TDBB shall be vested in the Board of Directors as specified in these Bylaws. It is not the duty of the Board to manage the day-to-day operations of the TDHS Band. All decisions related to the objectives and operations of the TDHS Band are the sole responsibility of the band directors, who are selected by the administration of the Chesterfield County School System. The TDHS Band directors make all decisions concerning what the Band does and where the Band goes. TDBB shall provide financial and logistical support to insure that the directors' plans and policies are carried out.
  
- c. Neither the name of the TDBB nor the names of any of its members in their official capacities shall be used in connection with any commercial concern or with any partisan interest, or for any purpose not appropriately related to the promotion of the objectives of the TDBB.

- d. The TDBB shall not directly or indirectly participate and/or intervene in any way in any political campaign on behalf of, or in opposition to any candidate for public office.
- e. The TDBB may provide advice and recommendations in order to influence the decision making process in establishing and/or modifying TDHS school policy. However, all decision-and policy-making responsibility and authority concerning TDHS lies with the Chesterfield County School Board and School Administration.
- f. The TDBB shall work with the school administration to help provide a quality music program that compliments the overall educational program.
- g. The TDBB may cooperate with organizations that are concerned with the well being of youth and/or the promotion of music programs; however, representatives of the TDBB shall not make commitments that bind the TDBB to outside organizations without prior approval of the Board of Directors.
- h. The TDBB shall not engage in any activity that results in the financial gain or direct personal benefit of any of its membership.
- i. The TDBB shall not participate in any activity that is not or would not be approved by either the TDHS Principal, the Superintendent of Chesterfield County Schools, or the Chesterfield County School Board.
- j. The TDBB is a non-profit organization and as such shall not engage in any activity that would be inconsistent with the status of:
  - (1) a charitable, scientific, or educational organization as defined in Section 501 (c) (3) of the Internal Revenue Code of 1964 (or the corresponding provisions of any future United States Internal Revenue Law).
  - (2) an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1964 (or the corresponding provisions of any future United States Internal Revenue Law).
- k. Upon dissolution of the TDBB, the Board shall, after paying or making provision for the payment of all the liabilities of the TDBB, dispose of all the remaining assets of the TDBB exclusively to such organization or organizations that are organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(3) of the IRS code as amended or any successor provision thereto, as the Board shall determine. Any such assets not so disposed of by the Board shall be disposed of by the Court of Common Pleas of Chesterfield County and shall be distributed exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE IV**

### **MEMBERS**

#### **SECTION 1. Eligibility.**

- a. General Membership in the TDBB shall be open to any parent, custodial parent, step parent, foster parent, or guardian (hereinafter collectively referred to as “parent”) residing with a child who is a member of the TDHS Band.
- b. A member in good standing is defined as an individual who meets the criteria for membership in the TDBB as described in Article IV, Section 1, Paragraph a (above).
- c. Every member in good standing of the TDBB shall have voting status in the annual election of the Board of Directors, as well as voting status in the annual bylaws review, unless otherwise specified below. Each parent has one vote.
- d. Members in good standing shall retain their status as members until such time as they no longer have at least one child who is a member of the TDHS Band, or until membership is terminated by a majority vote of the Board of Directors. At such time their status as voting members shall be terminated.
- e. The Board of Directors of the TDBB shall consist of members in good standing, with exceptions as noted in Article VII, Section 3.

#### **SECTION 2. Classes of Membership.**

- a. General Membership. General membership shall be as defined in Article IV, Section 1 (a). Unless otherwise specified in these Bylaws, all general members shall be regarded as members in good standing in accordance with Article IV, Section 1 (b).
- b. Associate Members. Any parent whose child or children have graduated TDHS may maintain status as an associate member indefinitely. Associate members shall not be entitled to vote on any issues involving the TDBB and shall not be entitled to receive notice of any action as required by these Bylaws.
- c. Honorary Members. Any individual, business, or organization that has made a large donation to the TDBB in terms of money, time, or other resources may be nominated by any member in good standing for honorary membership. Honorary membership shall be bestowed upon such individual, business, or organization by a majority vote of the Board of Directors. Honorary membership is only authorized in cases of extreme generosity, and shall be granted on a highly limited basis. Honorary members shall not be entitled to vote on any issues involving the

TDBB, and shall not be entitled to receive notice of any action as required by these bylaws.

## **ARTICLE V**

### **GOVERNMENT**

#### **SECTION 1. Articles of Organization.**

The Articles of Organization of the TDBB shall be the Bylaws of the TDBB as approved and amended.

#### **SECTION 2. Board of Directors.**

- a. The governing body of the TDBB shall be a Board of Directors, hereinafter called “the Board”.
- b. The TDBB shall elect a Board of Directors annually. The Board shall consist of the duly elected officers and directors of the TDBB as defined in Article VII.
- c. Members of the Board shall possess all the powers and responsibilities conferred upon them by these Bylaws and by the Statutes of the Commonwealth of Virginia, provided the TDBB remains in compliance with Section 501 (c) (3) of the most current IRS code.

## **ARTICLE VI**

### **MEETINGS**

#### **SECTION 1. Bi-annual Meetings.**

The Bi-annual Meetings of the TDBB general membership shall take place at the TDHS Band Annual Spring Concert, which usually occurs in the month of May, and at the Parent Preview Night, which usually occurs in the month of August. These meetings shall not take place on a legal holiday. The purpose of the meeting in May shall be the election of the Board of Directors. The purpose of the meeting in August shall be the annual review of the bylaws.

#### **SECTION 2. General Membership Meetings.**

- a. A meeting of the General Membership of the TDBB shall be held once each month during the months that TDHS is in session. General Membership meeting dates for a given School year will be set at the August Bi-annual meeting. The purpose of these meetings is for the Board to report to the General Membership on their activities, including a Treasurer’s report concerning the status of TDBB funds, assets, and expenditures. The President of the Board shall open the floor at each

General Membership meeting to allow any and all issues pertinent to the TDBB to be discussed. Most policy decisions will be made at General Membership meetings.

- b. The President of the Board shall preside over General Membership meetings. The TDHS Band directors should provide any necessary agenda items to the Board at least three days prior to each meeting.
- c. Written notice of General Membership meeting dates, times, and locations shall be posted on the TDHS Band website. All proposed meeting dates may be posted at the beginning of the school year, with the first meeting date posted at least ten (10) days prior to its appointed time. Any changes in proposed meeting dates shall be posted on the TDHS Band website at least ten days prior to newly appointed date of the meeting.

### **SECTION 3. Special Meetings.**

- a. Special meetings may be called at any time for any purpose by the President, Vice-president, a majority of the Board, or the TDHS Band Director. A quorum of fifteen (15) members in good standing may also call a special meeting in writing, with said notice signed by all fifteen (15) members. Written request for such meeting must state the purpose for calling said meeting.
- b. All members in good standing shall be notified in writing of all special meetings. This may be in the form of a letter or email, and may be supplemented by verbal or telephonic notification. Notice of special meetings shall also be posted on the TDHS Band website. Such notice shall state the specific purpose or purposes of the meeting. Notice of special meetings must be provided on the TDHS Band website at least three days in advance of said meeting.
- c. Business transacted at all special meetings shall be confined to the purpose or purposes stated in the notice of the meeting.

### **SECTION 4. Meetings of the Board.**

- a. All meetings of the Board shall be open events. Notice of all Board meetings shall be posted in the same manner as general membership meetings, and the general membership shall be invited to attend.
- b. The Secretary shall provide notice or cause notice of all meetings to be provided to the Board and to the general membership in accordance with these Bylaws. In the event the Secretary cannot or will not provide notice, the President shall designate a person to perform this function.

- c. “Executive Board” meetings, secret meetings, and meetings otherwise held behind closed doors shall not be held. Any policy or decision emanating from any such meeting shall be rendered null and void.

**SECTION 5. Location of Meetings.**

All meetings of members shall be held at the principal office of the TDBB or elsewhere in Chesterfield County, Commonwealth of Virginia, as designated by the Board of Directors.

**SECTION 6. Quorum.**

- a. The presence in person of a simple majority of the voting members of the Board (five (5) members) shall constitute a quorum at all meetings of the members (except the Bi-annual Meetings) as otherwise required by law, by the Articles of Incorporation, or by these Bylaws.
- b. Such TDBB members as respond to notice of the Bi-annual Meetings and/or arrive at the Annual Spring Concert and/or Parent Preview Evening shall constitute a quorum for the purpose of the Bi-annual Meetings.

**SECTION 7. Conduct of Meetings.**

- a. The President shall act as the Chairman of the Board. All meetings shall be presided over by the TDBB President, or if he is not present, by the Vice-president, or if he is not present, by a chairman elected at the meeting by a simple majority of the Board.
- b. The Secretary of the TDBB shall record the minutes of the meeting. If the Secretary is not present, his designated assistant shall record the minutes. Minutes from each meeting shall be posted on the TDHS Band website within seven (7) days following said meeting.
- c. If there is not a designated assistant, the presiding officer may appoint a person to act as secretary of the meeting.
- d. All meetings shall be conducted in accordance with Robert’s Rules of Order, the most recent edition having final authority.

**SECTION 8. Voting.**

- a. At the Bi-annual Meetings, every member in good standing as defined in Article IV, Section 1, shall be entitled to one (1) vote. Such vote must be made in person or by proxy. The proxy shall be appointed in writing, and must be signed by the member. It shall appoint the member’s designated representative, and must be dated. Any proxy dated more than thirty (30) days prior to the meeting in

question shall not be allowed. The proxy need not be sealed, witnessed, or acknowledged, but shall state the exact purpose of the vote and the name of the candidate for which the vote is cast. General proxy is prohibited. All elections and other issues shall be decided by a simple majority of the votes cast at a duly constituted meeting, except as otherwise required by law, by the Articles of Incorporation, or by these Bylaws.

- b. Unless otherwise provided in these Bylaws, or in the case of sensitive issues, voting at General Membership and Board meetings will normally be determined by hand count. Voting at the Bi-annual Meetings shall be by secret ballot.
- c. Any issue before the Board shall be put to a vote by either (1) determination by the chairman of the meeting, or (2) request by ten percent (10%) or more of all members entitled to vote on the matter. In the event that the chairman disagrees with a request by ten percent of those eligible to vote, the ten percent request shall override the chairman's decision.
- d. If voting is counted by secret ballot, the Board shall appoint a teller or tellers to collect and count ballots and proxies (if allowed). Said tellers shall decide all questions concerning the qualification of voters, the validity of proxies, and the acceptance or rejection of votes. Decision of tellers concerning these issues shall be final.
- e. An affirmative vote of a simple majority of those present shall be necessary for the passage of any resolution.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

#### **SECTION 1. General Powers.**

The property and business of the TDBB shall be managed under the direction of the Board of Directors of the TDBB.

#### **SECTION 2. Duties of the Board.**

- a. Organize and conduct the Bi-annual Meetings, general membership meetings, and special meetings as required by these Bylaws.
- b. Transact regular business and other such business as required in the intervals between general membership meetings.
- c. Approve the work plans and activities of Standing and Special Committees.
- d. Report on Board meetings/activities at the general membership meetings.

- e. Appoint a Budget Committee by the first day of March each year to prepare and present a proposed budget for the fiscal year. This committee must include the band director(s).
- f. Approve all expenditures not authorized in the approved budget or until such time that a budget is approved.
- g. Select an independent auditor to audit the accounts and other financial records of the TDBB as required.
- h. Vote on the removal of individuals from the Board of Directors or the General Membership as specified in Article VII, Section 5.

**SECTION 3.** Characteristics of the Board.

- a. The Chairman of the Board is the President of the TDBB.
- b. Each member of the Board shall have one vote even though that member may hold multiple positions on the Board. A Board member must be present to vote; absentee or proxy voting is prohibited except in the case of the Bi-annual Meetings.
- c. The voting Board of Directors shall consist of no more or no less than nine (9) voting members, and must have five (5) members present to constitute a quorum. Except as prescribed below, the Directors must be members in good standing of the TDBB.
- d. There is no limit to the number of terms a Board member may serve.
- e. The directors shall serve for a period of one (1) year or until their successors are elected. In the event of death, resignation, or removal of a member of the Board, the Board shall select and approve a replacement to fill the unexpired term of the office in question. The proposed replacement must receive a two-thirds (2/3) vote of the Board members present and voting.
- f. A Board member may self-terminate his membership at any time during his term by notifying the TDBB President in writing.
- g. Required Members. Voting members of the Board shall consist of the following officers: President, Vice-president, Secretary, Treasurer; and the following committee chairmen: Concessions; Uniforms; Public Relations; Ways and Means; and Pit Crew. Non-voting members of the Board shall consist of the TDHS band directors, chairmen of the remaining standing committees, and a member of the Chesterfield business community (see paragraph j).

- h. The director or directors of the TDHS Band shall serve as non-voting members of the Board. Directors are not normally members in good standing of the TDBB. The TDHS Band directors shall have the authority to override any Board decision that they, in conjunction with the TDHS principal, do not determine to be in the best interest of the band.
- i. A known business person from the Chester business community may be appointed to the Board as a non-voting member. This member shall sit on the Board and provide guidance by virtue of his business experience. This person need not be a member of the TDBB.

#### **SECTION 4. Nomination and Election of Directors.**

- a. At least ninety (90) days prior to each Bi-annual Meeting of the members of the TDBB, the Board shall appointed a Nominating Committee. The Nominating Committee shall consist of at least two but not more than three members in good standing of the TDBB. One committee member shall be appointed chairman. Only one member of the Board may serve on the Nominating Committee.
- b. At least sixty (60) days prior to the Annual Meeting, the Nominating Committee shall publish a description of each Board Member's responsibilities on the TDHS Band web site and publish notice to all TDBB members via electronic and/or postal mail that nominations are open.
- c. Any member making a nomination must notify the Nominating Committee in writing (signed letter or email) of the name of the nominee and the Board position to which he is nominated. Any member in good standing is eligible to make a nomination or serve as a Board member. Each nominee must designate which position he is running for. Members may be nominated for more than one position, and may nominate themselves.
- d. The Nominating Committee shall prepare a slate of candidates for election as officers and directors, and shall secure the consent of all nominees to serve if elected. It shall report its nominations to members at least thirty days prior to the Bi-annual Meeting.
- e. Directors shall be elected at the Bi-annual Meeting in May of each year and shall take office at the first general meeting in June.
- f. Nominations shall be permitted from the floor. All nominees, whether nominated by the committee or from the floor, shall be members in good standing who have given their consent to the nomination.

- g. Election shall be by secret ballot, with each TDBB member in good standing having one vote. Proxy votes may be delivered to the Secretary at any time before voting commences.
- h. If there is but one nominee for each office, the membership may cast a single vote by hand count to elect the directors and officers.
- i. Members in good standing only may vote in the election of directors and officers. Eligible members will be issued a ballot for the election of officers if there is more than one nominee for each office.

**SECTION 5. Removal.**

- a. All requests to consider removal proceedings must be initiated with one or more officers of the TDBB or by a quorum of thirty (30) members in good standing. See Article VI, Section 3.
- b. The Board shall have the authority, by simple majority secret ballot of the Board, to remove any officer, director, or other member whose conduct or achievement records are not in keeping with the policies or best interest of the TDBB. The individual in question will be notified of the time and intent of such action, and may speak and present witnesses on his behalf.
- c. Any officer, director, or standing committee chairman of the Board who fails to attend three (3) consecutive regular meetings of the Board without reasonable cause may be suspended pending removal proceedings. Once removed, a Board member may not be reinstated, but may run for election the following year.

**SECTION 6. Filling Vacancies.**

- a. If a vacancy is created in the Board through death, incapacity, resignation, disqualification, removal, or other cause, the remaining Directors, by simple majority vote, may elect a successor to hold office for the unexpired portion of the term of the vacant position.
- b. In the case of a vacancy created by the loss of a sub-committee chairman, the committee chairman shall appoint a replacement.

**SECTION 7. Compensation.**

- a. No officer or director shall receive compensation for any service he may render to the TDBB in the capacity of an officer or director.
- b. The TDBB is a local organization, most of whose members are residents of Chesterfield County. Therefore, no officer or director shall receive reimbursement of expenses incurred (i.e., travel) in attending any meeting of the Board.

- c. Nothing herein contained shall be construed to preclude any director from serving the TDBB in any other capacity and receiving reimbursement for actual expenses incurred. Reimbursement for these expenses shall be provided upon presentation of sufficient documentation of duties and expenses to the Treasurer. Except in cases of emergency, prior approval shall be obtained from the Board for such expenses.

**SECTION 8. Officers Defined.**

- a. Each officer of the TDBB must be a member in good standing.
- b. The elected officers of the TDBB shall be President, Vice President, Secretary, and Treasurer. The President shall serve as the Chairman of the Board. The Board may designate one or more assistants to each of the aforementioned officers, as deemed necessary to facilitate proper conduct of the TDBB's business.
- c. The offices of the President and Vice-president may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law or by these Bylaws to be executed, acknowledged, or verified by any two or more officers.
- d. The Treasurer must be bonded.
- e. No compensation shall be paid to any officer of the TDBB for services rendered in his capacity as a board member.
- f. Officers shall be elected at the Annual Meeting and shall take office during the first meeting in June.
- g. The officers shall serve for a term of one year or until their successors are elected or appointed. Outgoing officers shall provide incoming officers with all records and documentation from the previous year's activities, and shall assist in the transition.
- h. In the event that any office, other than an office required by law, shall not be filled by the Board, or once filled, subsequently becomes vacant, then such office and all references to it in these Bylaws shall be deemed inoperative until the office is filled in accordance with these Bylaws.
- i. Duties and responsibilities of officers are as follows:
  - (1) President:
    - (a) Act as chief executive officer of the TDBB with general charge and control of all its business affairs and properties, with general

powers and duties of supervision and management normally vested in the office of the president of a corporation.

- (b) Serve as Chairman of the Board of Directors.
- (c) Preside over all meetings of the Board of Directors and the General Membership.
- (d) Sign and execute all obligations incurred by the TDBB.
- (e) Perform such other duties as may be prescribed in the Bylaws or assigned to him by the TDBB Board.
- (f) Coordinate the efforts of the Board of Directors in order to facilitate effective and efficient operations.
- (g) Confirm the appointment of the Chairmen of Standing and Special Committees and all non-elected Board members.
- (h) ~~Any candidate for president must have served at least one year on the Board before being nominated.~~

(2) Vice-president:

- (a) Act as an aide to the President.
- (b) Perform the duties of the President in his absence or disability. When serving as President, the Vice-president shall have the powers of and be subject to the restrictions of the Office of the President. Any such action by the Vice-president in the capacity of President shall be conclusive evidence of the absence or disability of the President.
- (c) If required, sign and execute all obligations in the name of the TDBB.
- (d) Perform such duties as may be assigned to him by the Board of Directors or the President.
- (e) Serve as liaison with any other TDHS parent/teacher organizations, clubs, committees, or groups as required.

(3) Secretary:

- (a) Record the minutes of all meetings of the TDBB.
- (b) Maintain a current copy of the Bylaws and insure a copy is filed with the Band Director and TDHS Principal.
- (c) Conduct the correspondence of the TDBB.
- (d) Notify members of the Board and the general membership of all meetings in accordance with these Bylaws.
- (e) Coordinate with the Web Site Committee to post all announcements, minutes of meetings, etc.
- (f) Serve as the custodian of all records of the TDBB other than the financial records.
- (g) Appoint a subcommittee to develop and maintain a roster of all TDBB members with current point of contact information to be used by committee chairmen in obtaining volunteers.

- (h) Perform other such duties incidental to the office or as may be delegated to him by the President or the Board.

(4) Treasurer:

- (a) Maintain custody of all funds of the TDBB, including the books of accounts and records.
- (b) Keep a full and accurate account of receipts and expenditures, to be rendered to the President or the Board upon request.
- (c) Deposit all monies and other valuables in the TDBB bank account(s) or in a depository designated by the Board.
- (d) Make disbursements in a timely manner as obligated and authorized by the Board and in accordance with the TDBB budget.
- (e) Insure disbursements are not made without adequate documentation of expenses (i.e., copies of bills, cash register receipts, etc.) unless specifically authorized and approved by the Board.
- (f) Prepare a financial statement monthly and present such financial statements at meetings of the Board and at other times as requested.
- (g) Make a full report of the financial status of the TDBB at the meeting at which new officers officially assume their duties.
- (h) Give the TDBB a bond, if required by the Board, in a sum with one or more sureties and satisfactory to the Board, for the faithful performance of his duties and for the restoration to the TDBB in case of his death, resignation, retirement, or removal from office of all books, papers, vouchers, monies, and other properties of any kind in his possession or under his control belonging to the TDBB.
- (i) Surrender the financial records of the TDBB to an appointed auditor when requested.
- (j) Appoint a subcommittee to manage student accounts. This subcommittee will track individual student payments and expenditures for each student. The Treasurer shall periodically audit selected individual accounts to insure accuracy.
- (k) Perform all additional duties delegated to him by the President or the Board.

(3) Directors:

- (a) Provide informed input for policy decisions, budget, and all matters of issue.
- (b) Undertake such duties and responsibilities as the President may assign.

## **ARTICLE VIII**

### **COMMITTEES**

#### **SECTION 1. Organization.**

- a. Only TDBB members in good standing shall be eligible to serve in an elected position.
- b. Voting standing committee chairs are appointed by the Board, based on their expressed desire and capacity to serve. Associate members may be appointed by the Board and/or standing committee chairs to chair subcommittees or special committees, providing that such chairs are not voting positions on the Board.
- c. Standing committees with voting chairs shall be the Ways and Means, Public Relations, Uniforms, Concessions, and Pit Crew Committees.
- d. The power to form standing and special committees and appoint their members rests with the Board. The Board may create such standing and special committees as deemed necessary, and define their responsibilities and duties. The chairman of any standing or special committee shall report directly to the Board.
- e. The terms of the committee chairmen and committee members shall coincide with those of the elected officers.
- f. Each committee chairman shall serve at the pleasure of the Board, and can only be removed by a two thirds (2/3) majority vote of the Board.
- g. The committee chairman may be requested to present a plan of work and an annual budget to the Board for approval. Each committee chairman shall present the Board with a proposed annual operating budget Article IX.
- h. The Board may, by resolution passed by a majority of the Board, appoint special committees for specific projects, activities, events, or functions. The duration of special committees shall coincide with the duration of projects, activities, events, or functions for which they are appointed. Each special committee chairman shall report directly to the Board on the committee's progress at each general membership meeting of the TDBB. Special meetings may be called in preparation for specific events involving special committees.
- i. Any standing committee chairman may appoint one or more sub-committees to assist or facilitate in the committee's function as defined by the TDBB Bylaws. Each sub-committee shall have a chairman who shall report directly to the standing committee chairman. No standing committee chairman may appoint a

sub-committee to perform any work or activities outside the stated purpose of his committee.

**SECTION 2. Standing Committees and Their Duties.**

a. Ways and Means:

- (1) Responsible for coordinating all fund raising activities, including Tag Day, 50/50 Raffle, Fruit Sale, Spirit Wear, and any other fund raising activity approved by the Board.
- (2) Organizes sub-committees as required to plan and conduct each fund raising activity.
- (3) Responsible for accountability of expenditures and cash receipts.
- (4) Reports status of expenditures and cash receipts to the Board.
- (5) Committee Chairman serves as a voting member of the Board.
- (6) Subcommittees of the Ways and Means Committee shall be Fruit, Tag Day, Spirit Wear, 50/50, Corporate Donations, and any other committee organized for the purpose of fund raising except Concessions.

b. Public Relations:

- (1) Publicizes band activities through coordination with local media, including newspapers, radio, and television.
- (2) Coordinates design, printing, and publication of posters, flyers, etc.
- (3) Coordinates with the Band Directors to enhance the image of the Band.
- (4) Coordinates with the Photography Committee to obtain material to publicize band activities.
- (5) Assists the Band directors in marketing the TDHS band to Chesterfield County Middle School students as required.
- (6) Committee Chairman serves as a voting member of the Board.
- (7) Subcommittees of the Public Relations Committee shall be Photography, Website, and advertising. All multimedia presentations involving the TDHS Band shall fall under the purview of the Public Relations Committee.

c. Uniforms:

- (1) Responsible for maintenance and accountability of uniforms, including plumes.
- (2) Responsible for fitting and issue of uniforms.
- (3) Responsible for coordination of uniform cleaning.
- (4) Coordinates repair of damaged items.

- (5) Determines whether uniform items should be repaired or replaced.
- (6) Conducts needs analysis based on projected Band membership and advises the Board of projected requirements for additional uniforms by size and number.
- (7) Coordinates fabrication of Drum Majors' uniforms.
- (8) Committee Chairman serves as a voting member of the Board.

d. Concessions:

- (1) Coordinates food purchase, preparation, and concession sales at all TDHS events in which concessions are authorized.
- (2) Responsible for the concession stands, including operation, maintenance, cleanliness, supplies, grills, and volunteers.
- (3) Responsible for accountability of expenditures and cash receipts.
- (4) Reports status of expenditures and cash receipts to the Board.
- (5) Committee Chairman serves as a voting member of the Board.
- (6) The Social Activities Subcommittee shall fall under the purview of the Concessions Committee.

e. Pit Crew:

- (1) Responsible for transport and placement of the Band's Pit equipment.
- (2) Insures Pit equipment is not damaged in setup, breakdown, or transport.
- (3) Coordinates volunteers to assist with the Pit Crew.
- (4) Coordinates volunteers to act as chaperones for away football games and Marching Band competitions.
- (5) Trains Pit Crew volunteers on the assembly, disassembly, and proper placement of Pit equipment.
- (6) Insures that chaperones fully understand their duties and responsibilities prior to departing on any trip.
- (7) Maintains, tows, and effects annual State inspection for the Band trailer(s).
- (8) Committee Chairman serves as a voting member of the Board.

## **ARTICLE IX**

### **FINANCIAL POLICY**

#### **SECTION 1. Policy.**

- a. The Board shall decide all matters pertaining to the finances of the TDBB. However, the TDHS band director(s) may override any expenditure that they determine not to be in the best interest of the Band.
- b. The Board shall require each committee chair to provide an annual budget based on historical data and projected needs and expenditures, which shall be presented to the Budget Committee annually on or about the first day of March. If this date falls on a weekend or holiday, the budget shall be presented not later than three business days following the first day of March. The Budget Committee shall in turn prepare an annual operating budget for the TDBB, which shall be posted on the TDHS Band website no later than thirty (30) days prior to the Bi-annual Meeting in May.
- c. The proposed operating budget shall be approved by the General Membership at the Bi-annual Meeting in May. The TDBB shall not expend any funds for the new fiscal year until the annual budget has been approved.
- d. All TDBB income shall be placed in a deposit account at such bank or banks as the Board shall designate. The Treasurer shall maintain the checking account, and shall not overdraw on the balance. All checks will have duplicate carbon copies.
- e. All withdrawals shall be made by check. Such expenditures shall be made in compliance with an approved budget or, if not in the budget, should have the prior approval of the Board.
- f. Any and all accounts with any financial institution may be closed only on written order from the Board.
- g. All bills for the Band must be submitted to the Treasurer by the Band director in duplicate. One copy will be kept with the records with the duplicate check attached, and the other will be submitted with the payment.
- h. All monies collected by the band directors will be deposited into the TDBB checking account. Funds collected must be deposited within five days of receipt. Deposits shall be identified by their source (i.e., Tag Day, Fruit Sale, etc.).
- i. Only the President, Vice President, or Treasurer's signature shall be accepted on a check. The President's, Vice President's and Treasurer's signatures shall be the only signatures on the bank's signature card. All bank signature cards shall be reviewed and/or signed annually, within five (5) business days following the

election of officers. Any check written for more than \$500.00 shall require two (2) signatures.

- j. In the event the Treasurer resigns or otherwise becomes incapacitated, and the Board fails to designate a person to sign checks, drafts, money orders, or other instruments for the payment of money, all such instruments shall be signed by the President until a new Treasurer is elected or appointed by the Board.
- k. Any returned checks that have been written to the TDBB will be charged a fee of \$25.00 per check. The Treasurer shall notify the maker of any check written to TDBB that is returned for insufficient funds by mail, using the form letter in Appendix C. Future checks may not be accepted from individuals who have an outstanding returned check with the TDBB until that check has been cleared. The TDBB reserves the right to refuse payment by check from any individual who has written two (2) or more bad checks to the TDBB.
- l. The TDBB shall have the power to access fees and dues as authorized by these Bylaws.
- m. The TDBB shall not participate in any fund raising activity that requires the TDBB to put money up front at risk.
- n. The Board shall establish an emergency fund to cover unanticipated expenses not otherwise covered in the annual budget.

## **SECTION 2. Debt.**

- a. The TDBB shall not incur any debt, including loans, advances, or credit accounts in excess of thirty (30) days.
- b. There shall be no expenditures of funds or ordering of goods, materials, or services without sufficient funds in the treasury to cover the expense.
- c. There shall be no expenditures of funds without the expenditure being previously approved in the TDBB budget or having the prior approval of the Board.
- d. No debts shall be incurred, nor any purchases made in the name of TDHS, the TDHS Band, or the Chesterfield County Public Schools.

## **SECTION 3. Naming Conventions.**

Any financial institution in which the TDBB maintains an account may accept, honor, cash, or pay, without limit to amount, all checks, drafts, money orders, or other instruments made payable to any of the following names:

- a. Thomas Dale High School Band Boosters

- b. Thomas Dale High School Band
- c. Thomas Dale Band Boosters
- d. Thomas Dale High School
- e. Thomas Dale Band
- f. TDHS
- g. TDBB
- h. TDHSBB

**SECTION 4.** Donations.

- a. Any donation to the TDBB of financial resources, goods, services, or other materials shall become the property of TDHS and the TDHS Band to be used for the purpose(s) donated.
- b. Donations of financial resources, goods, or services will not be accepted without the approval of the TDHS Principal or his designee.

**SECTION 5.** Student Accounts.

- a. The Treasurer shall maintain a separate record of student accounts, with the assistance of a subcommittee.
- b. The Student Account Record shall identify by individual student the amount of money credited to that student as a result of his fund raising activities.
- c. Student Account Records shall be available at each Board meeting and General Meeting for review by the Board and by parents as necessary.
- d. If a student does not use the monies in his account in the year in which it was collected, the monies will be carried over to the next school year in that student's account.
- e. Monies carried over in a student account where the student has graduated reverts back to the general fund.
- f. If a student drops Band, monies in that student's account will revert back to the general fund.

- g. Funds held in the student accounts will not be disbursed directly to the student. These monies shall be applied directly to the specified student's expenses for band trips or any other designated expense as approved by the Board.

**SECTION 6. Fiscal Year.**

The fiscal year of the TDBB shall be from 1 July to 30 June.

**SECTION 7. Audits.**

- a. All financial records of the TDBB shall be audited annually at the end of the fiscal year by a disinterested party. This party shall produce an audit report, which the Treasurer will file with the Secretary, the Band Director(s), and the TDHS Principal.
- b. The financial records shall be audited at any time there is a change in the Office of the Treasurer.

**ARTICLE X**

**PARLIMENTARY AUTHORITY**

**SECTION 1. Amendments.**

- a. These Bylaws may be amended at any regular or special meeting of the Board if thirty (30) days' notice has been provided.
- b. Notification shall be provided on the TDHS Band website, or may be announced at the General Membership meeting the month prior to the proposed date of amendment.
- c. A two-thirds (2/3) vote of the general membership present is required for ratification. Absentee or proxy voting is not allowed in the case of ratification.
- d. Amendments shall be effective immediately upon adoption unless otherwise specified.
- e. The Board may vote on emergency amendments to alter these Bylaws for a period not to exceed 150 days from the date of passage. The following conditions apply to any emergency change:

- (1) The Board shall notify the general membership of the emergency amendment at the next regular meeting of the General Membership.

- (2) The Board shall take appropriate action to propose a formal change to the Bylaws if such a change is necessary.
- (3) If an amendment to the Bylaws is not proposed and passed within 150 days of the passage of the emergency amendment, the amendment will automatically be rescinded and the Bylaws will revert to their original state prior to the emergency amendment.

## **ARTICLE XI**

### **REVIEW PROCEDURE**

The Board shall review these Bylaws annually to determine their relevance and effectiveness in managing the TDBB. Proposed changes subject to annual review shall be submitted to the general membership at the May Bi-annual meeting for the election of the Board. The general membership shall vote on the proposed changes by ballot at the Bi-annual Meeting in August. Approved changes shall be implemented immediately. Changes to these Bylaws must be ratified by a simple majority vote of the membership.

**APPENDIX A  
BOARD MEETING MINUTES**

Date:

Location:

Meeting called to order:

Persons in attendance:

Treasurer's Report:

Old Business:

Item 1:

Item 2:

Etc.

New Business:

Item 1:

Item 2:

Etc.

Open Floor Discussions:

Item 1:

Item 2:

Etc.

Meeting Adjourned at:

**APPENDIX B**  
**ANNUAL AUDIT REPORT**  
**Fiscal Year (Year)**

The Thomas Dale Band Boosters  
3626 West Hundred Road  
Chester, VA 23831

Beginning Balance on 7/1/(Year)                      \$ \_\_\_\_\_

Total Deposits for Fiscal year (Year)                      \$ \_\_\_\_\_

Total Payments for Fiscal year (Year)                      \$ \_\_\_\_\_

Ending Balance on 6/30 /(Year)                      \$ \_\_\_\_\_

**APPENDIX C**  
**RETURNED CHECK LETTER**

Dear Band Parent,

We are writing to inform you that we have been notified by our bank that your check number \_\_\_\_\_ has been returned for insufficient funds. The check is for the amount of \$\_\_\_\_\_.

Our bank has charged us a fee of \$\_\_\_\_\_ for this returned item. As stated in our bylaws, please forward \$\_\_\_\_\_ to cover the cost of the returned check and the return fee. We will only accept cash, cashier's check, or money order as payment. Return to:

Thomas Dale Band Boosters  
3626 West Hundred Road  
Chester, VA 23831

Attached is a copy of the letter and your check we have received from our bank. Thank you for taking care of this matter in a timely manner. As stated in our bylaws, we will not be able to accept future checks from you until this returned check has been settled.

Thomas Dale Band Boosters  
Board of Directors

**APPENDIX D**  
**BOARD OF DIRECTORS CODE OF CONDUCT**

As a member of the Board of Directors for the Thomas Dale Band Boosters, it is appropriate that:

1. The members support the Band Directors that have been hired by Chesterfield County Schools.
2. The members promote a healthy relationship between the membership and the board.
3. The members will always present the Thomas Dale High School Bands in a positive manner to the community.
4. The members will not incite the membership to divide their support against any band director.
5. All board members must abide by the Conflict of Interest Policy (SEE APPENDIX E).
6. All board members must fill out and sign the Board Conflict Annual Statement (SEE APPENDIX F).

## **APPENDIX E**

### **CONFLICT OF INTEREST POLICY**

1. **Purpose-** The purpose of the conflict of interest policy is to protect the interests of the Thomas Dale Band Boosters (TDBB) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the TDBB or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

#### **2. Definitions**

Interested Person- Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest- A person has financial interest if the person has, directly or indirectly, through business, investment, or family:

- A. An ownership or investment interest in any entity with which the TDBB has a transaction or arrangement.
- B. A compensation arrangement with the TDBB or with any entity or individual with which the TDBB has a transaction or arrangement, or
- C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the TDBB is negotiating a transaction or arrangement.

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

A financial interest is not necessarily a conflict of interest. Under Paragraph 3, section B, a person who has financial interest may have a conflict of interest only if the Board Members decide that a conflict of interest exists.

#### **3. Procedures**

A. **Duty to Disclose-** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the board and the membership about said transaction or arrangement.

B. **Determining Whether a Conflict of Interest Exists-** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he shall leave the board of directors while said board members discusses whether a conflict of interest exists and is voted upon.

##### **C. Procedures for Addressing Conflict of Interest**

1. An interested person may make a presentation to the Board, but after the presentation, he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chairman of the Board, if appropriate, shall appoint a disinterested person or committee to the proposed transaction or arrangement.

3. After exercising due diligence, the Board shall determine whether the TDBB can obtain, with reasonable efforts, a more advantageous transaction or arrangement for a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by majority vote of the disinterested members whether the transaction or arrangement is in the best interest of the TDBB and is, for its own benefit, fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

##### **D. Violations of the Conflict of Interest Policy**

1. If the board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the membership of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective actions.

4. **Records of Proceedings-** The Minutes of the Board meetings shall contain:

A. The names of the persons who disclose or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action that was taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. **Compensation-** A voting member of the Board who receives compensation, directly or indirectly, from the TDBB for services is precluded from voting on matters pertaining to that member's compensation.

6. **Annual Statements-** Each Board member shall sign annually a conflict of interest statement. (SEE APPENDIX F)

7. **Periodic Reviews-** To ensure the TDBB operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The reviews shall include:

A. Whether compensation arrangements and benefits are reasonable, based on competent survey information.

B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the TDBB's written policies, are properly recorded, reflected reasonable investment or payments for goods and services, further charitable purposes and do not result in increment, impermissible private benefit or in an excess benefit transaction.

8 **Use of Outside Experts-** When conducting the periodic reviews as provided above in Paragraph 7, the TDBB may, but not need, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring the periodic reviews are conducted.

**APPENDIX F**  
**BOARD CONFLICT OF INTEREST ANNUAL STATEMENT**

As a Board Member for the Thomas Dale Band Boosters I have:

- Received a copy of the conflict of Interest policy
- Read and understand this policy
- Agree to comply with this policy
- An understanding that the TDBB is a charitable organization, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Board Member (print) \_\_\_\_\_

Board Member Signature \_\_\_\_\_ Date \_\_\_\_\_

**APPENDIX G  
BYLAW ADOPTION**

The Thomas Dale Band Boosters was established on \_\_\_\_\_. Executive board members were: xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx.

The current bylaws were voted on and passed by the current TDBB board of directors, Kevin DeChaine, President, on August xxxx, 2007. The general membership approved these bylaws by a majority vote by ballot on xxxxxxxxxxxxxxxx, 2007.

Board President Signature \_\_\_\_\_ Date \_\_\_\_\_