

**BY-LAWS OF THE
WENTZVILLE BAND BOOSTERS, INC.**

ARTICLE I. PURPOSE

Section 1 – Purpose and Goals

The purpose of this organization shall be to promote and support the band activities entered into by the Wentzville Holt High School.

Our goals are:

- To encourage students to strive for excellence in the art of music and develop band spirit,
- To give optimistic and positive support to the Band Director(s) and all members of the band,
- To provide operational and logistical support to the band program through volunteerism,
- To provide financial support through fundraising, and
- To develop community awareness of the efforts of the band students and appreciation for their achievements

Section 2 – Nature of Corporation

The Wentzville Band Boosters (hereinafter referred to as “Corporation” or “the Corporation”) is a nonprofit corporation formed under the Missouri Nonprofit Corporation Law and is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued there under.

ARTICLE II. OFFICES

The principal office of the Corporation in the State of Missouri shall be designated as the Wentzville Holt High School Band Room located in the City of Wentzville, County of St. Charles. The Corporation may have such other offices, either within or without the state of Missouri as the Board of Directors may designate or as the business of the Corporation may from time to time require.

ARTICLE III. MEMBERSHIP

Section 1 – Active Members

- a) Parents or guardians of all Wentzville Holt Band and Color Guard students shall be considered Active Members.
- b) All Active Members are encouraged to volunteer in support of our purpose in Article I.

Section 2 – Alumni Members

- a) Past band directors, parents and guardians of band members who have graduated from the Holt band program, as well as said graduated band members, are considered Alumni Members. An alumni parent or guardian with a child currently in band/color guard shall be considered only as an Active Member.
- b) Alumni Members will not have voting privileges but may continue to support the Holt Band program at special events and/or fundraisers.

Section 3 – Honorary Members

Persons who are not otherwise eligible for membership and who have distinguished themselves in support of the Corporation may be chosen by the Board of Directors to receive Honorary Member status. Honorary Members will not have voting privileges.

ARTICLE IV. MEETINGS

Wentzville Holt School administrators shall be welcome at all meetings and Holt Band functions.

Section 1 – Regular Meetings

- a) Regular general membership meetings shall normally be held on the second Tuesday of each month or such other regularly scheduled dates as determined by the Board of Directors, excluding December.
- b) The President or Vice President must be present to conduct the meeting.
- c) At the April meeting, there will be the election of officers for the following school year as well as other regular business. Parents of the 8th grade students who will be joining the band in the fall will be invited to participate in this meeting.
- d) The installation of the new Board of Directors shall occur at the May general membership meeting. (The intent of the April election and May installation is to provide time for the new Board members to shadow and learn duties of the new position.)

Section 2 – Special Meetings

- a) Special general membership meetings may be called at any time, with not less than seven (7) days notice, at the discretion of the President or Director of Bands.
- b) The President or Director of Bands must be present to conduct the meeting.

Section 3 –Board Meetings

Board of Directors meetings shall be held at the discretion of the President or upon the request of the majority of the Board of Directors.

Section 4 – Executive Board Meetings

The Executive Board shall meet as necessary at the discretion of the President or upon the request of a majority of the Executive Board members.

ARTICLE V. BOARD OF DIRECTORS

Section 1 – General Powers

The business and affairs of the Corporation shall be managed by its Board of Directors as directed by the membership. The Directors shall, in all cases, act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they may deem proper, not inconsistent with these by-laws and the laws of Missouri.

Section 2 – Number, Appointment, and Term of Office

- a) The number of members of the Board of Directors shall be a minimum of five (5) and not to exceed fifteen (15).
- b) The Officers of the Corporation, elected under Article VI of these by-laws, and the Director of Bands comprise the Executive Board.
- c) The Executive Board shall appoint the remaining members of the Board by majority vote.
- d) Each Director shall hold office for a term of one (1) year beginning May of the current year and thereafter until his/her successor is elected (or appointed, as applicable), qualified, and duly installed.
- e) Board appointments will be filled by Active Members and shall have voting rights.
- f) Each appointed Director who wishes to continue for another term shall stand for re-appointment under c) above.

Section 3 – Vacancies

Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by an Active Member appointed by the remaining members of the Board of Directors. A Director so appointed to fill a vacancy shall hold office for the unexpired term of his/her predecessor in office.

Section 4 – Quorums and Proxies

- a) Board Meetings:
 - i. A minimum of five (5) Directors shall constitute a quorum for the transaction of business, at any meeting of the Board of Directors; however one of five (5) must be the President or Vice President.

- ii. Any Director not present may vote by written proxy. Such proxy should be delivered to any Director who is present at the Board of Directors meeting. The proxy shall be a limited proxy authorizing voting rights to a specific subject only.

b) Executive Board Meetings:

A majority of the total number of Executive Board members in office shall constitute a quorum for the transaction of business at any meeting of the Executive Board.

Section 5 – Resignation

- a) A Director may resign from the Board of Directors at any time by giving signed written notice to the President or the Board. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt thereof by the Board or the President, and the acceptance of the resignation shall not be necessary to make it effective.
- b) The filling of a vacancy due to resignation under this Section 5 shall be handled in accordance with Section 3 above.

Section 6 – Compensation

No compensation shall be paid to the Executive Board, or Board of Directors, as such, for their services.

Section 7 – Board Composition

Elected Officers:

- President*
- Vice President*
- Secretary*
- Treasurer*

Standing Member:

- Director of Bands*

Appointed Members:

- External Communications Manager
- Food and Beverage Manager
- Fundraising Manager
- Guard Manager
- Volunteer Manager
- Freshman Class Representative
- Sophomore Class Representative
- Other**

* Executive Board

** The Executive Board may appoint other members to the Board, subject to the limits of Section 2. a) above (15 max).

ARTICLE VI. OFFICERS

The officers of the Corporation, in addition to the Director of Bands, shall be known as the Executive Board.

Section 1 – Officers

The Officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer. Not more than one office, under this Section 1. may be held simultaneously by the same person.

Section 2 – Number, Election, and Term of Office

- a) The number of Officers shall be four (4).
- b) The Officers of the Corporation shall be elected by majority vote of the Active Members at the April meeting.
- c) Each Officer shall hold office for a term of one (1) year beginning May of the current year and thereafter until his/her successor is elected, qualified, and duly installed.
- d) All incumbent Officers who wish to continue shall stand for re-election under b) above.

Section 3 – Vacancies

Except in the case of the filling of mid-term vacancies, election to office shall be by majority vote of the Active Members in attendance at the April general membership meeting.

A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors in accordance with Article V, Section 3, for the unexpired portion of the term.

Section 4 – President

- a) The President shall be the chief executive officer of the Corporation and, in general, shall supervise all of the business and affairs of the Corporation; and he/she shall perform all such other duties as may be prescribed by the Board of Directors from time to time.
- b) A candidate for President must have served at least one (1) full term as a member of the Board of Directors to be considered for the office.

Section 5 – Vice President

- a) The Vice President shall oversee the workings of the general band functions (e.g. uniforms, equipment, and transportation), and perform all such duties as may from time to time be assigned to him/her by the President.
- b) In the absence of the President, the Vice President shall preside.

- c) In the event of the death or resignation of the President, the Vice President shall assume the office of President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time, until the Board of Directors elects a successor to the President.

Section 6 – Secretary

- a) The Secretary shall keep the minutes of the meetings of the Board of Directors and General Membership in a book or other approved manner provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records; and perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.
- b) At events/functions where the President and Vice President are absent, the Secretary shall preside.

Section 7 – Treasurer

- a) The Treasurer shall be responsible for all funds of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, if requested, and deposit all such monies in the name of the Corporation in the bank designated as the depository for the Corporation.
- b) The Treasurer shall prepare monthly treasurer reports for the meetings of the membership and shall also prepare a year-end accounting of the income and expenses; and shall perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.
- c) At events/functions where the President, Vice President, and Secretary are absent, the Treasurer shall preside.

Section 8 – Compensation

No compensation shall be paid to the Officers, as such, for their services.

ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1 - Contracts

- a) The Executive Board may authorize (up to \$1,000) any member to enter into any contract or execute and deliver an instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.
- b) Expenditures/contracts in excess of \$1,000 must be approved by the general membership.

Section 2 – Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by the Executive Board and the general membership. Such authority may be generally confined to a specific instance/amount.

Section 3 – Payments

All checks or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or, in the absence of the Treasurer, by an Officer designated by the Executive Board for that fiscal year.

Section 4 – Deposits

All funds of the Corporation not otherwise employed shall be deposited on a regular basis to the credit of the Corporation in such banks or depositories as the Executive Board may select.

Section 5 – Fundraising

- a) Any and all fundraisers representing the Wentzville Band and/or aligning itself with the nonprofit status of the Corporation must have previous approval of the Board of Directors.
- b) All band and color guard students must be given equal opportunity to participate in and to benefit from all fundraisers.

Section 6 – Gifts and Contributions

The Board of Directors may accept on behalf of the Corporation any contribution, gift, or bequest, for the general purposes or for any special purpose of the Corporation. Such contributions, gifts, or bequests shall be in conformity with the laws of the United States, the State of Missouri, and any other relevant jurisdiction.

ARTICLE VIII. BOOKS AND RECORDS

- a) The Corporation shall keep correct and complete books and records of account according to the State of Missouri, IRS code 501(c), and any other relevant jurisdiction.
- b) An audit of the Corporation's books shall occur annually or earlier in the event of a vacancy in the office of Treasurer, as directed by the President.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 of each year and end on June 30 of each year.

ARTICLE X. AMENDMENTS TO THE BY-LAWS

Section 1 – Requirement for Membership Approval

All By-Laws, By-Laws changes, By-Laws amendments and By-Laws ratifications must be submitted to the membership for approval at a membership meeting, before they will be constituted as legal for this organization.

Section 2 – Process for Changes

All proposals for By-Law changes and By-Laws amendments shall be read at a membership meeting and voted on at the next scheduled membership meeting. All proposals for changes shall require greater than 50% vote of the attending Active Members for approval.

Date Submitted: February 21, 2012

Date Approved: March 13, 2012