

**BYLAWS
for
Huntley High School Band Boosters
(HHS Band Boosters)**

**Adopted as the Official Bylaws 04/12/2018
Revised 01/08/2019**

**ARTICLE I
NAME**

The official name of this organization is Huntley High School Band Boosters (herein referred to as HHS Band Boosters).

**ARTICLE II
MISSION STATEMENT**

2.1 The following is the Mission Statement of the HHS Band Boosters:

To create and maintain a close working relationship between students, parents, school, community and the Band Director(s).

Objectives:

- a. To raise funds in order to provide financial support and enrichment for the band program.
- b. To support and encourage musical excellence and growth through the band program.

2.2 The organization is non-sectarian and non-partisan. No political candidate shall be endorsed by this organization. The name of the organization, its insignia, or its officers in their official capacities shall not be used in any partisan interest or for anything other than the regular work of the organization.

**ARTICLE III
GENERAL PROVISIONS**

3.1 The Charter and by-laws of the organization may be amended by a majority of the voting members at any general meeting of the Huntley High School Band Boosters. Proposed amendments may be presented, in writing, at any general meeting, and voted on at the next general meeting.

3.2 Contributions by the Huntley High School Band Boosters of time, goods, services, and/or finances to the band program is intended to augment the program and not to serve as a substitute for the financial obligations in whole or in part of the Huntley High School District 158 to provide for the basic needs of the Program.

3.3 The Huntley High School Band Boosters will neither seek to direct the administrative activities of the band program, nor to control its policies.

3.4 The organization shall engage in any activities or exercise powers to support the mission of HHS Band Boosters.

3.5 No substantial part of the activities of this organization shall consist of attempting to

influence legislation by propaganda or otherwise, nor shall the organization participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office.

3.6 No action shall be taken and/or representation made in the name of this organization by any member, group of members including officers, committee chairpersons, committees or others, until or unless such action or representation has been specifically approved and authorized by the Executive Board.

3.7 The organization shall be operated exclusively for exempt purposes within Section 501(c)(3) of the Internal Revenue Code of 1954, and any succeeding Federal Statutes prescribing the grounds for exemptions from federal taxation. The organization shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status.

(a) as an organization which is exempt from federal income taxation as described in Section 501(c)(3) of the Internal Revenue Code of 1954, or

(b) as an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.

3.8 The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any private persons, with the exception of payments for products or services which are intended to benefit the Huntley High School band program.

3.9 Upon dissolution of the organization, its assets remaining after payment, or provision of payment, of all debts and liabilities of this organization shall be distributed to other non-profit funds, foundations or corporations which are organized and operated exclusively for charitable purposes and which have established tax exempt status under Section 501 (c)(3) of the Internal Revenue Code

ARTICLE IV MEMBERSHIP

4.1 HHS Band Boosters shall have 3 classes of members. The designation of each class and the qualifications of the members of each class shall be as follows:

(a) Active Enrolled Members (Active Member): Parents, guardians or other individuals providing mandatory financial sponsorship of students actively enrolled in the Program, who are willing to abide by the bylaws of the HHS Band Boosters are eligible for this membership. Any interested individual who subscribes to the objectives and basic policies of HHS Band Boosters may be a member of the organization. To be an Active Member, persons must attend 2 meetings within a fiscal year. Upon attending the 3rd meeting, voting privileges will be granted. These active members shall have all the rights and privileges of membership including the right to vote

and/or serve on committees, provided they are in good standing with the district and band. Families are limited to two active members. Each active member shall have one vote.

(b) General Members: Parents, guardians or other individuals providing mandatory financial sponsorship of students actively enrolled in the Program, who are willing to abide by the bylaws of the HHS Band Boosters that have not earned the Active Enrolled Member role will be General Members.

(c) Non-active Informed Members: Alumni, Parents or guardians of former students who were enrolled in the Huntley High School Band Program may remain as members. Non-active members shall not have voting privileges and may not serve on the Executive Board.

(d) The Executive Board may determine additional levels of membership, e.g. special interest committees. Any interested individual who subscribes to the objectives & basic policies of HHS Band Boosters may be a member of the organization by submitting a request to the Executive Board. Such requests shall be brought to the general membership by the Executive Board for approval. Such persons may be designated as Honorary Members without voting privileges.

(e) There shall be no membership fee to join & no dues payable in connection with membership to HHS Band Boosters.

(f) Only members in good standing with the district & band may vote, participate in meetings, and serve in any elective or appointive position.

ARTICLE V OFFICES

The office of the organization shall be located at Huntley High School District 158, 13719 Harmony Road, Huntley, IL 60142

ARTICLE VI EXECUTIVE BOARD OFFICERS & OFFICER DUTIES

6.1 Executive Board officers shall be elected at the annual meeting in May to serve for a period of one (1) year and to take office on July 1st. Executive Board officers currently in positions will complete their term June 30th.

6.2 Executive Board officers and committee chairs shall serve without compensation for their services.

6.3 The Executive Board officers of the organization and their duties shall be as follows:

(a) President:

- Shall be an advisory member of all committees.

- Shall act as the primary point of contact between the Huntley High School Band Boosters and the Band Director(s).
- Shall supervise at all meetings of the organization general meetings and the Executive Board.
- Shall supervise the affairs of the organization.
- Shall serve as ex-officio member of all committees, except the nominating committee.
- Shall appoint all committee chairpersons subject to the approval of the elected Executive Board Officers.

(b) Vice President -Ways and Means:

- Shall provide oversight to all fundraising committees and all Huntley High School Band Booster and student fundraising activities.
- Shall be an advisory member of all fundraising committees.
- Shall act as an assistant to the President.
- Shall preside at any meeting in the absence of the President.
- Shall serve as coordinator of all committees pertaining to fundraising.
- Should the President resign or that position becomes vacant for any reason, the Vice President W&M shall assume the position of President until the next election.

(c) Vice President – Band Operations:

- Shall provide oversight to various Band Operations committees and coordinate Huntley High School Band Booster support for all band activities, when so requested by the Band Director(s).
- Shall serve as coordinator of all committees pertaining to band operations for extra-curricular programs including but not limited to Band Camp, Band Uniforms, Chaperones, Field Crew and Transportation and also serve as coordinator of all committees pertaining to band operations for special events including but not limited to Awards Night and Band Trips.
- Shall be an advisory member of all Band Operations committees.
- Shall preside at any meetings in the absence of the President and VP-W&M
- Shall serve as coordinator to all committees relating to communication and social media including but not limited to Facebook, Twitter, Instagram and the official HHS Band Booster website.
- Shall serve as coordinator to all committees relating to public relations pertaining to promoting events including volunteer support and community support.

(d) Secretary:

- shall retain the records, minutes and financial reports from all meetings, as well as a current membership list.
- Shall record minutes of the general and Executive Board meetings.
- Shall maintain minutes for a period of seven (7) years as the property of the organization and make them available to the inspection of members upon request.
- Shall make available the minutes of both the general and Executive Board meetings at the next meeting of the Executive Board.
- Shall be responsible for notice of general meetings.

- Shall be responsible for communication with the general membership as directed by the Executive Board.

(e) Treasurer:

- shall keep an accurate record of all receipts and disbursement, showing each activity separately, as well as a complete record of all Huntley High School Band Boosters.
- Shall provide a report of all financial activity at each monthly meeting, with a copy going to the Secretary for the permanent record.
- Shall submit a budget for approval, at the first general meeting in May for the upcoming school year.
- Shall be responsible for filing all required tax returns and documents.
- Shall pay into the organization funds gross monies received from any project sponsored by the organization.
- Shall pay out funds as stated in the budget approved by the Executive Board. Expenditures exceeding \$10,000 must be pre-approved by a majority of the Executive Board.
- Shall present account books for an audit by the Executive Board annually and as required by law.

(f) Band Director (Director): The Director shall serve in an advisory capacity to the Executive Board and shall have no vote. In cooperation with the Executive Board, the Director shall submit a proposed annual budget 45 days prior to the general budget approval meeting.

ARTICLE VII EXECUTIVE BOARD DUTIES

7.1 The newly elected Executive Board may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution immediately after their joint meeting with the outgoing Board in June. An unfilled Executive Board reduces the quorum by one.

7.2 Special meetings of the Executive Board may be called by or at the request of the President or any of the five members of the Executive Board. Notice of any special meeting of the Executive Board shall be given at least two (2) days previously thereto by written notice delivered personally to each executive board members. Any Board member may waive notice of any meeting. The attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

7.3 A majority of the Executive Board present in person shall constitute a quorum. A quorum is defined as three (3) members of the Executive Board. A majority of those present shall rule. Majority is defined as fifty percent (50%) plus one. Unless otherwise provided for in these bylaws, all resolutions, appointments, appropriations, directions or other acts of the Executive Board shall be decided by a majority vote of those present and constituting a quorum.

7.4 An officer or committee member may be removed from such position upon the consistent failure to perform their duties. Such removal shall be made and approved by a two-thirds majority of the members of the Executive Board. Notice of such action shall be in writing.

ARTICLE VIII COMMITTEES

8.1 The President, subject to the approval of the Officers, shall appoint the chairpersons of all committees. A chairperson must be a current active band booster member in good standing. Non-active informed members may serve on any committee.

8.2. The Chairperson of each committee shall appoint such members to the committee as are necessary to carry out its work.

8.3 The Chairperson of each committee, or his/her designee, shall be prepared to provide a brief report on the committee's activities, at each meeting of the general membership.

8.4 Duties of the standing committees are defined by the Executive Board.

8.5 Any member of the Executive Board may serve as a chairperson of a committee.

8.6 Committee chairpersons shall submit a report to the Vice President in charge of their committee at least five (5) days prior to the Executive Board meeting. Report will include details of the committee including any requests for additional funding.

ARTICLE IX GENERAL MEETINGS OF MEMBERS

9.1 General meetings shall be held monthly with dates determined by the Executive Board.

9.2 General meetings shall be held in a room specified in Huntley High School unless notice of another meeting place is sent to members seven (7) days prior to the time of the meeting.

9.3 The general meeting in May shall be considered the annual meeting where the Executive Board elections will be held.

9.4 A quorum shall consist of the members present in general or special meetings.

ARTICLE X FINANCES

10.1 All monies received by this organization shall be deposited in a bank designated by the Officers, under the name of Huntley High School Band Boosters.

10.2 Monies raised by individual band members in fundraising events shall remain the property of the Huntley High School Band Boosters. The President and Band Director(s) shall agree on the events for which band member funds may be used to offset expenses incurred in band sponsored events..

10.3 The Treasurer shall submit a budget for approval at the May meeting prior to the start of the next school year. Approval of the budget by the active general members shall constitute approval for all expenditures contained therein.

10.4 General Fund expenditures not contained in the budget must be approved by the President and Treasurer. Non-budget General Fund expenditures up to \$2,000 shall be approved by Executive Board. Non-budget expenditures exceeding \$2000 must be approved by majority vote of active enrolled members at any general meeting.

10.5 The fiscal year shall begin on July 1 and end on June 30 of the following year.

10.6 The accounts of the Treasurer shall be audited annually by three persons, appointed by the President, who are not members of the Executive Board or signers for any Huntley High School Band Boosters account. A report shall be submitted at the next to last general membership meeting of the school year.

10.7 The Treasurer shall be required to prepare a financial report at the close of each school year, and file copies of the report with the President and Secretary. The annual financial report shall become part of the permanent record.

10.8 The Treasurer shall complete and submit yearly tax forms, as required by law.

10.9 The Executive Board may accept on behalf of the organization any contribution, gift, or bequest for any purpose of the organization.

10.10 No Board or committee member or any member of his/her family should have any beneficial interest in, or substantial obligation to any HHS Band Boosters supplier of goods or services or any other organization that is engaged in doing business with or serving HHS Band Boosters unless it has been determined by the Board, on the basis of full disclosure of facts, that such interest does not give rise to a conflict of interest.

10.11 Monies earned as a result of fundraising done under the auspices of the HHS Band Boosters will be collected and credited into the organization's budget for purposes deemed appropriate by the Executive Board.

10.12 If gross receipts should exceed \$50,000 in any fiscal year, the Executive Board shall be required to discuss the need for an independent audit of HHS Band Boosters financial records.

**ARTICLE XI
BOOKS & RECORDS**

The organization shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Executive Board, and committees having and exercising any of the authority of the Executive Board, and shall provide the building administration a record giving the names and addresses of the members entitled to vote. All books and records of the organization may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

**ARTICLE XII
FISCAL YEAR**

The fiscal year of the organization shall begin on the first day of July each year and end at midnight on the 30th day of June the following year.

**ARTICLE XIII
AMENDMENTS**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds vote of the active members present at any general or special meeting of the organization, provided any proposed amendment shall have been read at the previous regular general meeting held at least ten (10) days prior to the date of voting.

**ARTICLE XIV
ELECTIONS & TERMS**

14.1 The president shall appoint a three (3) member nominating committee at the March general meeting. Eligible members may not include the President. Any eligible member must be in good standing with the HHS Band Boosters.

14.2 The nominating committee will, at the April general meeting, advise the Board of nominees interested in running for the offices of president, vice presidents, secretary, and treasurer. Voting will take place at the May general meeting.

14.3 The only office with a prerequisite is that of president. To be considered for the position of president, the nominee should have participated at the committee level a minimum of one (1) year or equivalent experience and have attended at least three (3) general meetings in the current fiscal year.

14.4 Terms of Office for all officers shall coincide with the fiscal year. The term limit is one year with a maximum term limit of two consecutive years for the offices of President & Treasurer.

14.5 Only one eligible member per family can serve on the executive board during the fiscal year.

14.6 Upon receipt of the written resignation of a member of the Executive Board, or on the occasion of a Executive Board member leaving for any reason, the President shall call a special meeting of the Executive Board as soon as possible. The Board shall select and appoint a member to fill the vacancy for the remainder of the unexpired term.

ARTICLE XV PARLIAMENTARY AUTHORITY

The rules contained in “Robert’s Rules of Order Newly Revised” shall govern HHS Band Boosters when deemed so by the President.

Attachment I: Document Retention Schedule

The following list of documents shall be retained for the minimum number of listed years by the appropriately noted officer. Documents older than the listed time frame shall be destroyed.

- Accounts payable ledgers and schedules: 10 years - Treasurer
- Accounts receivable ledgers and schedules: 10 years - Treasurer
- Audit reports of accountants: Permanently - Treasurer
- Bank statements: 10 years - Treasurer
- Contracts and leases (expired): 10 years - Secretary
- Contracts and leases still in effect: Permanently - Secretary
- Correspondence, general: 4 years - President
- Correspondence (legal and important matters): Permanently - President
- Donation records of endowment funds and of significant restricted funds: Permanently - Treasurer
- Donation records, other: 10 years - Treasurer
- Financial statements (end-of-year): Permanently - Treasurer
- General ledgers and end-of-year statements: Permanently - Treasurer
- Insurance policies (expired): Permanently - Treasurer/President
- Insurance records, current accident reports, claims, policies, etc.: Permanently – Treasurer/President
- Invoices from vendors: 10 years - Treasurer
- Journals: 10 years - Treasurer

- Minute books of Executive Board including Bylaws and Articles of Incorporation: Permanently - Treasurer/Secretary
- Tax returns and worksheets, revenue agents' reports, and other documents relating to determination of tax liability: Permanently - Treasurer
- Volunteer records: 3 years – Committee Chairs

Appendix A: Conflict of Interest Policy

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (HHS Band Boosters) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or any member of the Organization 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.

Article II Definitions

1. 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.
2. Financial Interest: A person has a 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 Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization 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 Article III, Section 2, a person who has financial interest may have a conflict of interest only if the appropriate governing board or committee decides that conflict of interest exists.

Article III Procedures

1. 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 directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. 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/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives for the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

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

4. Violations of the Conflicts of Interest Policy

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

b. 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 action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed 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 taken to determine whether a conflict of interest was present, and the governing board's or committee'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

Article V Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to the member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated power shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy via email,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable 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.

**Article VII
Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic review shall be conducted. The periodic review shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangement with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII
Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted

ADOPTED: April 12, 2018

President: Gina Kugia

Vice President Ways & Means: Roy Mason

Vice President Operations: Denise James

Treasurer: Beth Rogala

Secretary: Darlene Pepke