

**By-Laws Of
Thomas Johnson High School Band Boosters Club, Inc.**

ARTICLE I – NAME OF ORGANIZATION

The name of the Organization is Thomas Johnson High School Band Boosters Club, Inc., hereinafter referred to as the "Corporation".

ARTICLE II – MISSION STATEMENT

The Governor Thomas Johnson Band Boosters ("Boosters") is a parent booster group recognized by Frederick County Public Schools ("FCPS") to support the Band Director and students involved in the instrumental music and guard program (collectively "Program"), and to assist in facilitating activities of the students and the Program. The Boosters provides financial and other support to the Program through its established officers and committees, as well as through the general membership. Support includes fundraising, financial operation, logistical support during competitive and other events, the assembly and maintenance of staging and other equipment, and a variety of other activities.

The Corporation is organized exclusively for the charitable and educational purposes within the meaning of Section 509(a)(2) of the Internal Revenue Code, or corresponding section of any future tax code. The Corporation is also currently tax-exempt under section 501(c)(3) of the Internal Revenue Code.

ARTICLE III - DEFINITIONS

Section 3.1 For all purposes of these Bylaws, unless the context otherwise requires:

- a. "Charter" shall mean the "Articles of Incorporation of Thomas Johnson High School Band Boosters Club, Inc." as from time to time amended by all amendments therein.
- b. "Board" shall mean the Board of Directors of the Corporation.
- c. A "student" shall be any student recognized by Governor Thomas Johnson High School.
- d. An "active member" shall be any adult person, who is a parent(s) or guardian(s) of a Governor Thomas Johnson High School student involved in a Program Activity during the school year as defined by the schedule issued by the Frederick County Public School System.
- e. An "associate member" shall be:
 1. Any student involved in a Program Activity during the school year as defined by the schedule issued by the Frederick County Public School System (Student).

2. Any non-parent adult who volunteers his/her time to assist with Band Booster activities.
- f. "Active Member in Good Standing" shall mean all active members whose students' fees are paid current or who otherwise has received a waiver of fees or is performing satisfactorily under an arrangement with the Boosters to pay fees that are due and payable.
- g. "Membership" shall mean all active members and students.
- h. "Program Activity" shall include all marching and other instrumental music programs as well as the marching guard and indoor guard programs.
- i. "Voting Member" shall mean an active member in good standing entitled to vote on any matter placed before the membership.
- j. "Program Director" shall mean the Director in charge of all activities pertaining to the instrumental music department.
- k. He/She or His/Her is used in a generic sense throughout this document.

ARTICLE IV – TERM OF MEMBERSHIP AND VOTING RIGHTS

Section 4.1 Term of Membership

The term of membership shall be the 12-month period of July 1 through June 30, during which the Student participates in a Program Activity.

Section 4.2 Voting Rights

Each Active Member in Good Standing shall be entitled to cast one vote in connection with any matter placed before the Membership. Votes must be cast in person unless other means are approved by a vote of the majority of the Board.

ARTICLE V – EXECUTIVE BOARD OF DIRECTORS

Section 5.1 Directors

The number of directors shall be five and will consist of the elected officers of the Corporation; the President, the First Vice President, the Second Vice President, the Secretary, and the Treasurer.

Section 5.2 General Powers

The affairs and business of the Corporation shall be managed by the Board.

Section 5.3 Organization

During each meeting of the Board, the President, or in his/her absence, a Vice President shall preside. The Secretary, or in his/her absence, a person selected by the chairman of the meeting, shall act as secretary of the meeting.

Section 5.4 Minutes

The Secretary shall maintain minutes of each meeting of the Board. Following review by each Director, but within 60 days of the date of the meeting, the Board shall ratify the minutes and accompanying documents as the official record of the meeting. The minutes shall be retained by the Secretary and made available to Directors upon request.

Section 5.6 Quorum

Three or more directors shall constitute a quorum. Directors participating by teleconference shall be considered present. The act of a majority of the directors present shall be the act of the Board.

Section 5.7 Resignations

Any director may resign at any time by written notice to the President. Acceptance of such resignation shall not be necessary to make it effective. Resignation as a director shall include that person's resignation as an officer if such person was a duly elected officer. Resignation as an officer shall include resignation as a director.

Section 5.8 Removal of Directors

Any director may be removed at any time by the affirmative vote of a majority of the active members. Removal as a director shall also include that person's removal as an officer if such person was a duly elected officer.

Section 5.9 Vacancies

Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the active members present during a duly convened meeting of the membership. A vacancy occurring by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the membership voting on such action or may remain unfilled until the next annual meeting. Any director elected to fill a vacancy on the Board shall also assume the duties of the vacated office for the remainder of the current term of office.

ARTICLE VI - OFFICERS AND DUTIES

Section 6.1 Officers

The elected officers of the Corporation shall consist of the President, the First Vice President, the Second Vice President, the Secretary, and the Treasurer.

Section 6.2 President

The President shall be the chief executive officer of the Corporation and shall have general supervision of the business of the Corporation and over its officers, subject, however, to the control of the Board. He/she may execute, in the name of the Corporation, contracts and other documents authorized by the Board, and, in general, shall have all powers and duties incident to the office and such others as from time to time may be given him/her by the Board.

If present, he/she shall preside at the meetings of the Board and meetings of the membership of the Corporation.

Section 6.3 First Vice President

At the request of the President, or in his/her absence or disability, the First Vice President may perform all the duties of the President, and, when so acting, shall have all of the powers of the President. First Vice President shall have such other power and duties as from time to time may be assigned him/her by the President or by the Board.

In the event of the absence or disability of the First Vice President, the President shall assign all duties of the First Vice President to the remaining officers until such time as the First Vice President is available and capable of fulfilling his/her duties or a replacement has been duly installed.

Section 6.4 Second Vice President

At the request of the President, or in the absence or disability of the President and First Vice President, the Second Vice President may perform all the duties of the President, and, when so acting, shall have all of the powers of the President. Second Vice President shall have such other power and duties as from time to time may be assigned him/her by the President or by the Board.

In the event of the absence or disability of the Second Vice President, the President shall assign all duties of the Second Vice President to the remaining officers until such time as the Second Vice President is available and capable of fulfilling his/her duties or a replacement has been duly installed.

Section 6.5 Secretary

The Secretary shall record all the proceedings of the meetings of the Corporation, and provide such records on request, including those of the membership and the Board. He/she shall maintain an up-to-date list of all members and shall see that all notices are duly given in accordance with these Bylaws; shall be custodian of the records (other than financial); and, in general, shall have all powers and duties incident to the office of Secretary and such others as from time to time may be assigned by the President or the Board.

In the event of the absence or disability of the Secretary, the President shall assign all duties of the Secretary to the remaining officers until such time as the Secretary is available and capable of fulfilling his/her duties or a replacement has been duly installed.

Section 6.6 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation and shall deposit all such funds and securities in the name of the Corporation in such depositories as shall be selected by the Board; may receive and give receipt for moneys paid to the Corporation and, subject to the direction of the Board, pay out moneys of the Corporation; and, in general, shall have all powers and duties incident to the office of Treasurer and such others as from time to time may be assigned to him by the President or by the Board. He/she shall keep a record of all Corporation financial transactions and shall provide such records upon request of the President or the Board.

The Treasurer shall have the discretion to establish any other positions regarding the handling of deposits as the Treasurer sees fit as long as proper controls and separation of duties are maintained. The Board shall have final approval of any proposed position.

In the event of the absence or disability of the Treasurer, the President shall assign all duties of the Treasurer to the remaining officers until such time as the Treasurer is available and capable of fulfilling his/her duties or a replacement has been duly installed.

Section 6.6.1 Student Accounts Treasurer

The Student Accounts Treasurer shall be a position appointed annually by the Board, and shall under the direction of the Treasurer, maintain a current record of all amounts charged to and collected from each student or member. The Student Accounts Treasurer shall have the powers and duties appropriate to the position and as from time to time conveyed by the Treasurer.

ARTICLE VII - ELECTION OF OFFICERS AND TERMS OF OFFICE

Section 7.1 Election of Officers

- a. Each officer shall be elected by the Active Members in Good Standing present during the annual meeting unless other means are provided by a vote of the majority of the Board and announced to the Membership no less than 30 days prior to the date of the election.
- b. In the event that multiple candidates are placed on the ballot for any one position, the candidate for whom the largest numbers of affirmative votes are cast shall be elected. In the event of a tie vote, the candidates for whom an equal number of votes were cast on the first ballot shall be placed on a second ballot. Active Members in Good Standing and present during the vote shall be entitled to cast one vote for any one of the candidates placed on the second ballot. Subsequent ballots shall be presented to the Active Members in Good Standing, in a similar manner, until one of the candidates receives a majority of the votes cast.
- c. Election of Officers will be held in May of each year.

Section 7.2 Terms of Office

- a. Each officer shall hold office for one year commencing on the 1st day of July following the election until June 30th of the following year or until his/her successor is elected. Newly

elected officers shall have a one month non-voting transition period from June 1st until June 30th before taking office on July 1st.

- b. Any officer may resign at any time by written notice to the President. Acceptance of such resignation shall not be necessary to be effective. Resignation as an officer shall include that person's resignation as a director if such person was a duly elected director.
- c. Any officer may be removed at any time by the affirmative vote of a majority of the active members. Removal as an officer shall also include that person's removal as a director if such person was a duly elected director.

ARTICLE VIII – COMMITTEES

Section 8.1 Establishment of Committees

The Boosters shall maintain, at a minimum, a Nominating Committee and an Audit Committee. At the discretion of the President, the members of the Nominating and Audit Committees may be comprised of all members of the Board.

Section 8.2 Nominating Committee

- a. Prior to the 15th day of March in each year, the President shall call a meeting of the Nominating Committee to prepare/review rules for the holding of elections, provide notice to the membership soliciting nominations for each office and committee chairmanship, and prepare a ballot of candidates for the several offices to serve during the ensuing year.
- b. The Nominating Committee shall, prior to the 15th day of April of each year, communicate the then-current ballot to the general membership during a meeting of the general membership, in writing to each member's home address, or through such other means commonly employed by the Boosters to communicate to the general membership.
- c. An official ballot shall be presented to the active membership during the annual meeting. In addition to the ballot presented, nominations from the floor, if any, shall be considered.

Section 8.3 Audit Committee

- a. The Audit Committee shall be comprised of the First Vice President, Second Vice President, and Secretary.
- b. Prior to the 1st of May, the Audit Committee shall appoint an independent auditor to review the books of the Corporation for the current year; independence shall be defined as independent of the fundraising and treasurer functions.
- c. The Audit Committee shall submit, by September 30th, its report to the full Board, and shall present a summary to the general membership.

Section 8.4 Operating Committees

- a. Except as provided for in Sections 8.1, 8.2, and 8.3, the President may determine such operating committees he/she deems appropriate, with such responsibilities as he/she may decide.
- b. The President or his/her designee may appoint such members of the committee as the President or his/her designee determines appropriate.
- c. Any director, officer, or active member may be appointed to serve on any such operating committee.
- d. At his/her discretion, the President may participate in all operating committees as an ex officio member.
- e. The President shall notify active members of the establishment of such operating committees no later than the general meeting following the establishment of any such operating committee.

ARTICLE IX – MEETINGS

Section 9.1 Annual Meeting

The annual meeting of the membership shall be held during the month of May at a time and place designated by the Board. In addition to other business to be conducted, the membership shall elect the officers and directors for the ensuing 12-month term of office.

Except as otherwise provided by these By-laws, any active member present during the meeting may request an opportunity to be recognized for purposes of raising any matter that properly requires the attention of the membership. Such opportunities shall be granted to the extent the presiding officer determines that the request is properly a matter for the membership to address and within any established constraints addressing the conduct of the meeting.

Section 9.2 General Meeting

A general meeting shall be held on a monthly basis at a time and place designated by the Board. Except as otherwise provided by these Bylaws, any active member may request discussion on any matter that may properly come before a meeting of the membership.

Section 9.3 Special Meetings

A special meeting may be called at any time by the President or shall be called by the Secretary when so ordered by a majority of the Board or upon the written request of not less than 25% of the active membership evidenced by signatures to such written request. Such written request shall include, at a minimum, the purpose of such meeting. Each such meeting shall be held at a time and place designated by the President.

Section 9.4 Executive Board Meetings

The Board may hold such meetings as it believes necessary or desirable, but no less frequently than monthly, for the purpose of administering the affairs of the Boosters. Any such meeting shall be called by the President or by not less than three of the remaining directors. These meetings will be designated as "closed" meetings to address the affairs of the Board.

Section 9.5 Board/Committee Meetings

The chair persons of the all committees shall meet with the members of the Executive Board at least once monthly or as designated by the Executive Board.

Section 9.6 Notice of Meetings

Notice of each meeting shall be posted to the Program's recognized Internet web site and delivered to members via electronic mail message not less than five (5) days prior to the holding of such meeting. Notice shall also be prominently posted on message board(s) maintained by the Band Director.

Section 9.7 Place of Meetings

All meetings shall be held within Frederick County, Maryland.

Section 9.8 Organization

At each meeting of the membership the President, or in his/her absence, a Vice President designated by the President, or in the absence of such designation, a chairman chosen by the active members present, shall preside. The Secretary, or in his/her absence, an active member Designated by the presiding officer of the meeting, shall act as secretary of the meeting.

Section 9.9 Quorum

A minimum of 10 active members shall constitute a quorum for the purpose of conducting the business of the Corporation during the General and Annual meetings.

ARTICLE X – Coordination with School Administration, Program Director, and Students

Section 10.1 Participation

- a. At the discretion of the Board, a representative of the school administration and the Program Director shall be invited to participate during all meetings of the Board and general membership. Such attendance shall not entitle such participants to vote on any matters coming before the Board or general membership.
- b. At the discretion of the Board, school administration and the Program Director, up to 2 student representatives may participate during meetings of the general membership. At the discretion of the President or majority vote of the Board, such student representatives may be invited to participate, but not vote, during meetings of the Board.

ARTICLE XI – FINANCIAL MATTERS

Section 11.1 Fiscal Year of the Corporation

The fiscal year of the Corporation shall be designated as July 1st of the current year until June 30th of the following year.

Section 11.2 Contract, etc. – How Executed

- a. The Board may authorize any officer or officers or agent to enter into any contract or execute and deliver any contract or other instrument in the name and on behalf of the Corporation; such authority may be general or confined to specific purposes.
- b. Unless authorized so to do by the Board, no officer or agent shall have any power or authority to bind the Corporation by any contract or engagement or to render it liable monetarily for any purpose or to any amount.

Section 11.3 Loans

- a. No loan, lease, or other similar contract shall be entered into on behalf of the Corporation unless authorized by the Board and approved by the membership.

Section 11.4 Checks, Drafts, Withdrawals, or Other Orders to Pay

- a. All checks, drafts, withdrawals, or other orders for the payment of money shall be authorized by the President and/or the Treasurer, and signed by the duly authorized officers of the Boosters or as shall from time to time be determined by resolution of the Board. Two authorized officers of the Boosters, who are related by blood or marriage, may not co-sign any check, draft, withdrawal or other order for the payment of money.
- b. The outgoing Treasurer must provide new signature cards by July 1 for banking purposes.
- c. All account activity during each monthly period shall be reported to the Board.

Section 11.5 Deposits

- a. Unless otherwise authorized by the Board, any deposits made on behalf of the Corporation may be made by the Treasurer or anyone designated by the Treasurer and approved by the Board.
- b. Deposits may only be made to specified accounts for the sole benefit of the operation, and in the name, of the Corporation, in a designated and authorized financial institution.
- c. All account activity during each monthly period shall be reported to the Board.

Section 11.6 Restrictions

- a. Unless otherwise specified by policy, any proposal, made at any meeting of the membership, for the expenditure of funds of the Corporation, shall be referred to and passed on by the Board prior to the expenditure of funds.
- b. Except for the payment of operating expenses or funds required for attendance at functions at which the Corporation is invited, no expenditure shall be passed on by the Board unless each member of the Board has been given at least three (3) days notice in writing of the time, place and purpose of the holding of a meeting for the consideration of such expenditures.
- c. Any funds donated to the Corporation for a specific purpose shall be used as specified and for no other purpose.
- d. Any moneys deposited in a special account (an account other than General, Student, or Discretionary) may be used for the described expenditure only. An exception may be made if the following occur:
 - 1. An announcement posted on the web site describing the proposed alternative expenditure not less than 3 days prior to a general meeting.
 - 2. A vote with 2/3 majority in favor of the alternative expenditure by the attending members of the announced meeting.

ARTICLE XII – AMENDMENTS

Section 12.1 Amendment Procedures

- a. These Bylaws may be amended or repealed by the membership at any annual meeting, or any special meeting, if notice of the proposed amendment or new Bylaws is included in the notice of such meeting.
- b. These Bylaws may be amended or repealed by the affirmative vote of a majority of the whole Board given at any meeting if notice of the proposed amendment or repeal is contained in the notice of such meeting. Bylaws made, altered or amended by the Board shall be subject to alteration, amendment or repeal by the membership.

Section 12.2 Amendment History

Original dated: September 24, 1996
Revised: February 21, 2007
Revised: July 20, 2011- Section 11.6.D.1-2
Revised: May 11, 2020 – Section 11.4.A