

**SOUTH POINTE BAND
BOOSTER ORGANIZATION, INC.
OFFICIAL BY-LAWS**

ARTICLE I: OFFICES

1. Principal Office. The principal office of the corporation shall be located in the City of Rock Hill, South Carolina or any other location designated by the Board of Directors.
2. Registered Office. The registered office of the corporation required by law to be maintained in the State of South Carolina may be, but need not be, identical with the principal office.
3. Other Offices. The corporation may have other offices at such other places, either within or without the State of South Carolina, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE II: PURPOSE

1. To foster a supportive relationship between band parents and other interested members of the community with the South Pointe High Band Program.
2. To provide funds for the purchase, maintenance, and care of band uniforms, instruments, music, necessary equipment, travel and other band needs.
3. To provide chaperones and transportation service as needed.
4. To cooperate with the Band Director(s) and Band Staff to strengthen the band program.

ARTICLE III: BAND BOOSTER CLUB MEMBERSHIP AND DUES OF BAND BOOSTER CLUB MEMBERS

1. Membership in the Band Booster Club shall consist of individuals, organizations, industries, and families who are interested in the promotion of the band and who have paid the annual membership fee.
2. Band Booster Club membership dues shall be determined by the Board of Directors on an annual basis. The Board may, at its discretion, set a service commitment requirement for membership in lieu of or in addition to monetary dues.

ARTICLE IV: MEETING OF BAND BOOSTER CLUB MEMBERS

1. The Band Booster Club will schedule meeting of the general membership (hereinafter "general meeting"), at _____ p.m. on the _____ of each month in the band room at South Pointe High School. The meeting time and location may be changed or the meeting cancelled, at the discretion of the Board, providing that the change is adequately communicated with sufficient time to notify members.
2. Robert's Rules of Order shall be used at all meetings.
3. A quorum shall consist of 20% of all members. In the event that a quorum is not present, a majority of the Board of Directors is authorized to act on behalf of the general membership.

A quorum or a quorum of the Board acting on its behalf is necessary for the transaction of business at a meeting.

ARTICLE V: COMMUNICATION

1. The South Pointe High School Band web site (www.sphsstallions.org) shall serve as the primary clearinghouse for all general information, concerning band and booster activities. General information includes, but is not limited to scheduled rehearsals, meeting times and locations, and upcoming events and fundraisers.
2. Information may be further disseminated through email lists, papers sent home with students, or by mail as warranted.

ARTICLE VI: OFFICERS

The offices shall consist of President, Vice-President of Operations, Vice-President of Fundraising, Secretary and Treasurer.

1. Term of Office. ~~Each offices or director shall be elected for a term of one year, the dates of which shall coincide with the corporation's fiscal year~~ Each officer or director, with the exception of the Treasurer, shall be elected for a term of one year, the dates of which shall coincide with the corporation's fiscal year. Term of Treasurer shall be a two year minimum term. President-Elect must have served at least one year as an Officer prior to being elected President. (Amended May 2011)
2. Nomination. The Board of Directors shall prepare a single slate of candidates for the following year, to be presented to the general membership at the May meeting. The list of nominees for each office may be supplemented by open nominations from its membership, provided that the nomination had been submitted to the President at least ten (10) days prior to the election. Nominations may also be taken from the floor at the May meeting with the verbal consent of the nominee.
3. Election. ~~Officers shall be elected by the general membership at the May meeting. Voting will be by show of hands.~~ Voting will be by printed ballot. (Amended May 2011)
4. Vacancies. Should a vacancy occur during the year, the Board of Directors shall appoint someone to fill said vacancy for the remainder of the term of office.
5. Removal. Any officer or agent elected or appointed by the general membership may be removed by the Board of Directors whenever in its judgment, the best interests of the corporation will be served thereby but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VII: DUTIES OF OFFICERS

1. President
 - a. To preside at all general meetings
 - b. To preside at the Board of Directors meetings

- c. To serve as Chairman of the Board of Directors
- d. To serve as an ex-officio member of all committees.
- e. To approve all expenditure checks

2. ~~Vice-President of Operations~~–(Amended May 2011)

Vice-President of Fall Operations

Vice President of Winter Operations

- a. To perform and assist with the duties of the President
- b. To act as President in the event of the President's inability to serve
- c. To serve on the Board of Directors

3. Vice-President of Fundraising

- a. To arrange and coordinate fundraising events including locations, staffing, and communications as appropriate.
- b. To seek donations of funds, fundraising awards, sponsorships, and other means from sponsors and patrons of the Band
- c. To serve on the Board of Directors.

4. Secretary

- a. To keep the minutes of all meetings in a permanent book. This book shall be the property of the organization and shall be available for inspection my members upon request. Hard copies (printed) will be retained in the Band Director's office for at least one (1) year. The minutes may also be kept in digital format (e.g. on the server hosting the web site) provided that appropriate access is available to all members and that the digital record if backed up.
- b. To keep an accurate record of attendance at all meetings and Board of Directors meetings.
- c. To give ample notification or Board of Directors and Booster meetings.
- d. To serve on the Board of Directors.

5. Treasurer

- a. To be custodian of all sponsored money received from any source. The Treasurer shall make disbursements only as authorized by the South Pointe Band Booster Organization, Inc.
- b. To keep full and accurate books of account, which shall be the property of the organization and available to the inspection of members upon request.
- c. To prepare a written financial statement at each of the general meetings and as requested by the President.
- d. To prepare a financial statement as of the close of the fiscal year

- e. To prepare and submit account books to the President and Board of Directors, who in turn will inspect and return them with thirty (30) days after the end of the fiscal year.
- f. To serve on the Board of Directors.

ARTICLE VIII: BOARD OF DIRECTORS

1. **General Powers.** The business and affairs of the corporation shall be managed by its Board of Directors.
2. **Membership.** The Board of Directors shall consist, at a minimum, of all Officers of the Boosters and the Band Director. Other directors may be appointed at the discretion of the Board if approved by the general membership at a regularly scheduled meeting or one specifically called for the purpose of voting on said approval.
3. **Voting.** Each director is entitled to a single vote, except in the case of a shared office, in which case only one (1) vote per office shall be permitted.
4. **Chairman of the Board.** The President of the Boosters shall serve as Chairman of the Board of Directors unless the Board of Directors specifically acts to elect and install another individual to serve in this role. In the absence of a Chairman, the President shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.
5. **Compensation.** Members of the Board of Directors shall receive no compensation for performing the responsibilities of their offices.

ARTICLE IX: MEETING OF DIRECTORS

1. **Regular Meetings.** The Board of Directors will schedule meetings at _____ p.m. on the _____ of each month in the band room at South Pointe High School, said meeting to be held immediately prior to the general membership meeting. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the State of South Carolina, for the holding of additional regular meetings.
2. **Special Meeting.** Special meeting of the Board of Directors may be called by or at the request of the Chairman or any two (2) directors.
3. **Notice of Meeting.** Meeting of the Board of Directors may be held as scheduled or additionally as needed. For such additional meeting, sufficient notice shall be provided to all members in order to allow them to arrange to be present.
4. **Waiver of Notice.** Any director may waive notice of any meeting. The attendance by a director at a 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.

5. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
6. Manner of Acting. Except as otherwise provided in these By-laws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
7. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
8. Informal Action by Directors. Action taken by a majority of the directors without a meeting shall be included as an addendum to the most recent meeting minutes and approved, rejected, or amended with those minutes at the next board meeting.
9. Minutes of all Board of Directors meeting shall be kept by the Secretary and shall be made available to all members.

ARTICLE X: BOARD OF DIRECTORS MEETING – STRUCTURE

The agenda for the Board of Directors meeting shall include the following:

1. Roll Call and establishment of a quorum
2. Reading and approval of minutes from previous meeting(s)
3. Financial Reports
4. Old Business
5. New Business

ARTICLE XI: COMMITTEES

1. The Board of Directors, by resolution, adopted by a majority of the directors present at a meeting at which a quorum is present, may designate directors to constitute an Executive Committee and other standing committees, each of which, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him by law
2. The Board of Directors shall appoint a Chairman and all members of the standing committees. The duties and responsibilities of each committee shall be determined by the Board of Directors.

3. The Board of Directors may create ad hoc committees, including appointing a Chairman and members, as necessary.

ARTICLE XII: CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

1. Contracts. The Board of Directors may authorize any offices or officers, agent, or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
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 a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
3. Checks and Drafts. All checks, drafts or other order for the payment of money, issued in the name of the corporation shall be signed by such offices or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, such instruments shall be signed by the Treasurer and approved by the President and Treasurer of the corporation.
4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.
5. Gifts. The Board of Directors may accept, on behalf of the corporation, any contribution, gifts, bequest, or devise for the general purpose or for any special purposes of the corporation.
6. Receipts. All monies received for any purposes, including payment toward student accounts, fundraising income, and donations, shall be properly receipted at the time received. A proper receipt consists of three (3) copies: one each for the payor, payee, and Treasurer.

ARTICLE XIII: GENERAL PROVISIONS

1. Seal. The corporate seal of the corporation shall consist of two concentric circles between which are the name of the corporation and in the cent of which is inscribed SEAL: And such seal is here by adopted as the corporate seal of the corporation.
2. Indemnification. Any person who at any time serves of has served as a director, officer, employee or agent of the corporation, or in such a capacity at the request of the corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against:
 - a. Reasonable expenses, including attorneys fees, actually and necessarily incurred by him in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and

- b. Reasonable payment made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this by-law, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him.

Any Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this by-law, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him.

Any person who at any time after the adoption of this by-law serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of the by-law.

In addition to the foregoing, the Board of Directors shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability.

3. Fiscal Year. The fiscal year of the corporation shall be fixed by the Board of Directors of the corporation. Unless otherwise determined, the fiscal year shall run from July 1 to June 30.
4. Amendments. Except as otherwise provided herein, these by-laws or the corporation's Articles of Incorporation may be amended or repealed and new by-laws, (or amended Articles of Incorporation) may be adopted by the affirmative vote of the general membership.
5. Distribution upon Dissolution. Upon dissolution, all of the corporation's assets shall, after all of its liabilities and obligations have been discharged or adequate provision made therefore, be distributed to any association or associations organized for purposes similar to the purpose of the corporation as may be designated by a majority of the directors of the corporation then holding office, provided that such organization is an organization qualified under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

6. Books and Records. The corporation shall keep correct and completed books and records and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The books, records, and papers of the corporation shall at all times, during reasonable business hours, be subject to inspection by any director. The Articles of Incorporation and the By-Laws of the corporation shall be available for inspection by any director, at the principal office of the corporation.

ARTICLE XIV: AMENDMENTS

These by-laws shall be amended at any of the general meetings by a two-third vote of the general membership. Notice shall be given to the membership and the directors at least two (2) weeks in advance by phone or in writing and a public notice will appear on the band website.

ARTICLE XV: DISSOLUTION

1. The band director, with approval of the school Principal, shall have the power to dissolve the Board of Directors.
2. In the event of dissolution of the South Pointe High School Band Booster Organization, Inc., the corporation shall upon dissolution, distribute, and transfer the net assets thereof, after discharge of or provision for the payment of all its liabilities and obligations, directly to the South Pointe High School Band budget.

ARTICLE XVI: INUREMENT

No part of the organization's earnings shall inure to the benefit of any of its officers, directors, or member, or any other private individual.

ARTICLE XVII: ADOPTION OF BY-LAWS

These By-Laws have been adopted by the Board of Directors and the general membership on the 18th day of July, 2005. This is the initial by-laws of this organization.

There By-Laws were amended by the Board of Directors and the general membership on the 10th day of May, 2011.