

BYLAWS
of
Oak Grove Band Boosters
A North Carolina Nonprofit Corporation

DRAFT

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Approved by a vote of the Board of Directors:

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REVIEW/UPDATES – SUMMER 2021

ARTICLE 1

Introduction

Section 1.1: The name of this corporation is Oak Grove Band Boosters, Inc. (hereinafter, the "Corporation")

Section 1.2: The registered location of the Corporation is 3507 Midway School Rd, Winston Salem NC 27107. The mailing address for the Corporation is 3507 Midway School Rd, Attn: Band Boosters, Winston Salem NC 27107.

Section 1.3: The purposes of the Corporation shall be exclusively charitable and educational, including but not limited to:

- Providing planning, logistics, technical, and business support to the instrumental music program in the Oak Grove Schools.
- To solicit, collect and otherwise dispose of funds in the promotion of the Oak Grove bands with the advice and counsel of the band directors.
- Performing any and all lawful activities which may be useful in accomplishing the foregoing purposes, either alone or in conjunction with other organizations provided, however that all the aforesaid activities shall be limited to the scope and intent of SECTION 501(C)(3) of the Internal Revenue Code as it now exists or as it may hereafter be amended.

ARTICLE 2

Membership

~~**Section 2.1:** Parents and/or legal guardians (hereinafter referred to as parents) of band students shall automatically be members. Members are in good standing, and Membership will be effective upon full or current payment of Fair Share per participating child. Only members in good~~

~~standing shall be eligible to serve in any elective office or an appointed Board member position. Membership in the Oak Grove Band Boosters is not transferable.~~ ^{[[1]]} _{SEP}

Section 2.1: Parents, legal guardians or family members (grandparent, sibling, aunt or uncle of a current band student) (hereinafter referred to as parents) of band students can be members. Membership will be effective upon completion of membership form and payment of annual membership fee. In lieu of monetary fees, prospective members shall become members in good standing once 3 volunteer efforts have been completed. Parents with student/s in the Marching Band Program have their annual booster membership fee included in their fee payment and will be in good standing once Marching Band Fees are paid. Only Members in good standing shall be eligible to serve in any elective office or an appointed Board Director position. Membership in the Oak Grove Band Boosters is not transferable.

~~**Section 2.2:** Fair Share is assessed and shall be paid by members in accordance with the rates and schedules approved for the fiscal year. Rates may vary depending on the activity in which the student is participating or intends to participate.~~ ^{[[1]]} _{SEP}

Section 2.2: Band Booster Membership fee shall be \$35.00/year or \$100/lifetime (spouse is free).

~~**Section 2.3:** Membership entitles each adult of a family in good standing to one vote in official matters; limited to two votes per family. Only votes cast by members present at a meeting will be counted. Proxies or electronic votes may be considered for only specifically designated votes.~~ ^{[[1]]} _{SEP}

Section 2.3: Membership entitles each member in good standing to one vote in official matters. Only votes cast by members present at a meeting will be counted. Proxies or electronic votes may be considered for only specifically designated votes.

Section 2.4: Membership may be suspended upon motion by the President and approved by two-thirds of the Board members. Before such action is taken the member shall receive written notification at least two weeks prior to, and be granted an opportunity to be heard at a regular meeting of the Board members.

~~**Section 2.5:** Volunteers are necessary for every band event (e.g., football games, competitions, parades, social events and fundraising events). Each booster family is expected to provide volunteer support through one of the committees for the band in the capacity that best suits that family's abilities (See Section 4.2 Standing Committees for descriptions of each committee).~~ ^{[[1]]} _{SEP}

Section 2.5: Volunteers are necessary for every band event (e.g., football games, competitions, parades, social events and fundraising events). Each booster member is expected to provide at least one (1) volunteer support effort through one of the committees for the band in the capacity that best suits that member's abilities (See Section 4.2 Standing Committees for descriptions of each committee) Members who do not complete at least one (1) volunteer effort within the band booster calendar year will not be granted band booster membership the following year or lifetime membership may be revoked with no refund.

Section 2.6: Friends of the Oak Grove Bands are non-voting members who meet one of the following requirements: (1) are an alumna of the Oak Grove High School Bands, (2) are a parent/guardian of an alumna of the Oak Grove High School Bands, or (3) has received an invitation from the Oak Grove Band Booster Board Member(s). Non-voting members may, with Board approval, serve as chair of a committee and attend events. Non-voting members may not serve as a board member.

Section 2.7: Meetings

Section 2.7.1: The annual meeting of the membership shall be held in April of each year. The primary purpose of this meeting is to elect officers and approve the budget for the next year.

Section 2.7.2: Regular general meetings of the membership will be held monthly as determined by the President and Band Director(s).

Section 2.7.3: Called meetings or Special meetings shall be called by a majority vote of the Board of Directors.

Section 2.7.4: Notice of the time and place of all meetings shall be by email distribution, the Boosters website and any other active social media.

Section 2.7.5: A quorum for the transaction of business at any meeting shall consist of a majority of members present at that meeting.

ARTICLE 3

Board of Directors

Section 3.1.1: The affairs of this corporation shall be managed, and its corporate powers exercised by its Board of Directors.

Section 3.1.2: The voting members of the Boosters shall elect the following officers to direct the general activities of the organization. They shall be known collectively as the Board of Directors and individually as Directors.

- President
- Vice President
- Secretary
- Treasurer
- Fundraising Director
- Middle School Member at Large
- High School Member at Large

Section 3.1.3: The current Band Directors of Oak Grove High School and Oak Grove Middle School shall both be permanent, non-voting members of the Board.

Section 3.1.4: The Board shall have full authority to manage the Boosters organization within the confines of these by-laws and the will of the voting members.

Section 3.1.5: Board meetings shall be scheduled at the discretion of the President, Band Director(s), or a majority of the Board members, and all Board members must be notified of any scheduled meetings.

Section 3.1.6: Four (4) members of the Board shall constitute a quorum for Board meetings.

Section 3.1.7: Except as otherwise provided in these Bylaws, 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.

Section 3.1.8: 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/her dissent is otherwise entered in the minutes of the meeting or unless he either files his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or forwards his written dissent by registered mail to the Secretary of the

Corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of such action.

Section 3.2: Election of Officers

Section 3.2.1: The President of the corporation shall appoint a nominating committee in January of each year consisting of not less than three (3) members, which shall be approved by the board. This committee shall be formed from volunteers from the general membership. This committee shall render nominations for each elected office to the booster organization at the regular monthly meeting next preceding the monthly meeting at which annual elections will be held. Nominees from the floor may be made at the meeting next preceding the election meeting and/or at the election meeting.

~~**Section 3.2.2:** At the general booster meeting in April of each year the members shall elect, by a majority vote of those members present, the new Board of Directors. Each family in good standing (fees paid up for current year) shall be entitled to vote.~~

Section 3.2.2: At a general booster meeting in April of each year the members shall elect, by a majority vote of those present, the new board of directors. Each member in good standing (Membership fees paid) shall be entitled to one (1) vote.

~~**Section 3.2.3:** Newly elected directors shall assume their duties at the next regularly-scheduled general meeting following the election.~~

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Section 3.2.3: Newly elected directors shall assume their duties on July 1 in accordance to the band booster fiscal year

~~**Section 3.3: Duties of Officers**~~

Section 3.3: Duties of Directors

Section 3.3.1: President

- Preside at all Board and general membership meetings
- Prepare meeting agendas
- Be ex-officio member of standing committees except the Nominating Committee
 - Signs or approves all contracts on behalf of the organization
 - Shall keep all contracts on file for the current and the preceding three years
- Perform duties as indicated to the office

Section 3.3.2: Vice President

- Act as Chairperson of the Transportation Committee who may also appoint Transportation coordinator(s)
- Preside at meetings of the Board and general membership in the absence of the President
- Perform other duties as indicated to the office of the President in absence of that director, or disability of the president
- Ensure that all band volunteers are registered and approved through Davidson County Public School System
 - Handle special projects assigned by the Band Director

or President Section **3.3.3: Secretary**

- Act as chairperson of the Communications Committee.
- Record attendance, minutes, decisions and actions at all Board and general membership meetings
 - Distribute minutes of all meetings as well as all necessary band related information.
 - Conducts formal correspondence (thank you notes, sympathy cards, etc.)
 - Inform booster members of the meeting schedule
 - Maintains accurate and up-to-date student and booster roster
 - Maintains medical forms and all registration paperwork

Section 3.3.4: Treasurer and ~~Assistant Treasurer~~

- Keep accurate records of receipts and disbursements
- Provide financial report for general membership and Board meetings
- Prepare projected annual budget for the Board to recommend to the membership for approval
- Report delinquent dues/fees to President & Vice President
- Maintain accurate records of student accounts
- Prepare required tax forms
- Shall keep all financial records for this organization for the preceding seven years
- Prepare cash boxes for any events where money will be collected and change may be required

Section 3.3.5: Fundraising Director

- Act as chairperson of the Fundraising Committee
- Investigate and recommend fundraising activities for the year

- Provide fundraising updates for general meeting and Board meetings
- Coordinate and execute fundraising activities for the year including administering, recording and delivery of items
- Discretion to appoint individuals to administer each fundraiser

Section 3.4: Board Eligibility Requirements

Section 3.4.1: All Board members shall be individuals who are supportive of the purpose of the corporation, who are members in good standing, and are otherwise qualified in accordance with the Articles of Incorporation of this corporation and by these By-Laws.

Section 3.4.2: Directors will serve a two-year term.

~~**Section 3.4.3:** Officers may hold no office for more than two (2)~~

~~consecutive years-~~

Section 3.4.3: Directors may hold no office, or combination of offices for more than two (2) consecutive terms.

~~**Section 3.4.4:** The Board will receive no remuneration for their services, except for reimbursement for legitimate expenses. [1]~~

Section 3.4.4: Directors will receive no remuneration for their services, except for reimbursement for legitimate expenses.

Section 3.5: Vacancies

Section 3.5.1: Should a vacancy occur in the office of the President prior to the expiration of the term, the Vice-President shall fill that vacancy for the remainder of the term. At that time, the new President shall serve notice of the election of a new Vice President.

Section 3.5.2: A vacancy occurring in any office other than President prior to the expiration of the term shall be filled for the remainder of the term by a person elected by a majority vote of the remaining members of the Board, all members of the Board having been notified at least five (5) days in advance.

Section 3.5.3: If an office has no nominations at the time of the annual election and remains unfilled after the election, it shall be considered a vacant office to be filled according to Section 3.5.2 above.

Section 3.5.4: All resignations must be made to the President in writing.

~~**Section 3.5.5:** If a Board member or appointee either fails to attend three (3) consecutive Board meetings without adequate excuse or fails to perform the duties of his office, the Board may meet and declare the office or position vacant.~~ ^[L]_{SEP}

Section 3.5.5: If a Director or appointee fails to attend three (3) consecutive board meetings without adequate excuse or fails to perform the duties of the office, the Board may meet and declare the office or position vacant.

Section 3.6: Any Director may be removed from office by recommendation of a three fourths (3/4) vote of the remaining directors and sustained by a majority vote of the members of the corporation, or by a three-fourths (3/4) vote of the members of the corporation at any regular meeting, or a special meeting called for that purpose. If any officers are so removed, new officers may be elected at the same meeting.

Section 3.7: The Board of Directors may employ and discharge any such employees and agents of the corporation as it may deem necessary. Authority to hire and discharge may be delegated in whole or in part by the Board of Directors to such person or persons as it may designate. In the event that the Board of Directors shall cause to be hired, one or more full-time employees, it shall adopt a formal personnel policy establishing the terms of employment.

Section 3.8: In case any person whose signature shall appear on any bond, note, or other evidence of indebtedness of the Corporation shall cease to be an officer or hold an office different from that held at the time of signature before the delivery of such instrument, such signature shall nevertheless be valid and sufficient for all purposes the same as if he or she had remained in such office until such delivery.

ARTICLE 4

Committees

Section 4.1: Appointments

Section 4.1.1: Each year, within a reasonable time after their election, the directors shall appoint from among the members of the Corporation all committees that it deems necessary to promote the purposes and carry on the work of the Corporation, including the standing committees listed herein.

Section 4.1.2: The directors shall appoint the chairpersons of each such committee.

Section 4.1.3: Each committee chairpersons shall serve until the next newly elected board of directors appoints new chairpersons as outlined.

Section 4.1.4: The number of persons serving on each such committee shall be determined by a vote of the directors.

Section 4.2: Standing Committees

Section 4.2.1: The Finance Committee shall serve under the direction of the Treasurer and shall be responsible for the proper accounting of all funds collected. The committee shall coordinate with any Fundraising subcommittee regarding the financial expectations of any booster activity. The committee shall also assist the Treasurer with the preparation of any financial reports and the filing of any tax related forms.

Section 4.2.2: Communications Committee shall be responsible for all aspects of communicating information about the band and its activities, targeting band students & parents, Oak Grove High School and local media. This includes the use of electronic/social media, newsletters, the band website, and any appropriate liaison positions.

Section 4.2.3: The Transportation Committee shall arrange and aid in the loading/unloading and safe transportation of the Oak Grove High School Band and its equipment to/from any band event. The committee shall also plan for the safe transportation and setup of equipment to and from any field of performance. The committee shall also be responsible for the maintenance and routine upkeep of any transportation system enacted by the boosters, including hauling trailers, trucks, ATV's, tractors, etc.

Section 4.2.4: The Fundraising Committee shall investigate and recommend to the Board the manner in which revenue may be obtained by the organization. The committee shall coordinate all fundraising activities.

Each fundraising activity shall constitute a subcommittee of the Fundraising Committee.

Section 4.2.5: The Props Committee shall work with the Band Directors to design and build the props for the Marching Band show. This committee shall also be responsible for organizing the placement and setup of the props at each band event. The Props Committee shall also coordinate with the Transportation Committee for the transport of any materials to any band event.

Section 4.2.6: The Concessions & Social Committee shall coordinate all needs related to the operation of the visitor's side concession stand at Oak Grove High School. Of primary importance is the approval/evaluation process of the local health department. Responsibilities also include recommendations to the board on which sporting events to plan to operate, the creation of a menu with approved pricing, and assessing volunteer needs and schedules. The committee shall also coordinate the food/beverage needs of any other approved activity/event where meals will be involved.

Section 4.2.7: The Band Camp Committee shall organize and coordinate all related activities regarding Band Camp including but not limited to setup/cleanup of water stations, assisting in basic first aid needs, planning any booster provided meals during camp.

Section 4.3: The specific responsibilities of each standing committee shall be determined by the Board of Directors and relayed to each standing committee in writing. The chairperson of each standing committee shall present a plan of work to the officers for approval before incurring any expenses or committing to the expenditure of any funds of the Corporation.

Section 4.4: Special committees may be appointed by the Board of Directors as needed. The specific responsibilities of each special committee shall be determined by the Board of Directors and relayed to each standing committee in writing. The chairperson of each special committee shall present a plan of work to the officers for approval before incurring any expenses or committing to the expenditure of any funds of the Corporation.

Finance

Section 5.1: The fiscal year of the corporation shall be from July 1 through June 30.

Section 5.2: The High School Band Director, Middle School Band Director(s), and Oak Grove Financial Committee shall submit tentative budgets for the following fiscal year by April 30. Those budgets will be reviewed by the Board of Directors and presented to the Members of the Corporation for approval.

Section 5.3: The Board of Directors may authorize any officer 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. Notwithstanding the foregoing, however, no officer or agent shall enter into any contract obligating the Corporation to make any expenditure in excess of One Thousand dollars (\$1,000) not to exceed Two Thousand, Five Hundred dollars (\$2,500) unless authorized by a vote of the Board of Directors at a meeting at which a quorum is present. Any expenditure in excess of Two Thousand Five Hundred dollars (\$2,500) must have 3 bids and must be voted on by the Members of the Corporation at a meeting at which a quorum is present.

Section 5.4: No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless specifically authorized by a vote of the Members at a meeting at which a quorum is present.

Section 5.5: All checks, drafts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, or employee or employees of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board of Directors.

Section 5.6: 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.

ARTICLE 6

General Provisions

~~Section 6.1: The corporate seal of the Corporation shall contain the name of the Corporation and shall be in such form as approved by the Board of Directors.~~

~~Section 6.2: Waiver of notice. Whenever any notice is required to be given to any Director or Member by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the Director or Member entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.~~

Section 6.1: Waiver of notice. Whenever any notice is required to be given to any Director or Member by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the Director or Member entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

~~Section 6.3: Amendment of bylaws. Except as otherwise provided by law, by the Articles of Incorporation or herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by two-thirds affirmative vote of the Members entitled to vote at any annual or special meeting of the members at which a quorum is present; provided, however, that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these Bylaws.~~

Section 6.2: Amendment of bylaws. Except as otherwise provided by law, by the Articles of Incorporation or herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by two-thirds affirmative vote of the present Members entitled to vote at any annual or special meeting of the members at which a quorum is present; provided, however, that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these Bylaws.