

BYLAWS OF THE FALCON BAND BOOSTERS

Article I **NAME AND FISCAL YEAR**

- 1.1 The name of the organization shall be the FALCON BAND BOOSTERS and is a Nevada nonprofit corporation approved by the Internal Revenue Service to operate as a 501(c)(3) tax exempt organization (hereinafter called “Band Boosters”).
- 1.2 The Fiscal Year for Band Boosters shall be from June 1st – May 31st of each year.

Article II **PURPOSE**

- 21 Band Boosters is a nonprofit corporation organized for the public benefit as described in NRS 82.021 and solely for general charitable purposes, more specifically for the purpose of providing educational and charitable opportunities and for the advancement of religion, science, and the arts. Band Boosters is also established for the purpose of investing and disbursing funds and to hold property to benefit charities which qualify under Sections 501(c)(3) and 509(a)(1), (2), and (3) of the Internal Revenue Code of 1986 and any corresponding provisions of any subsequent federal tax laws dealing with exemptions of organizations from tax.
- 22 No part of the net earnings of Band Boosters shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that Band Boosters shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth its Articles of Incorporation. No substantial part of the activities of Band Boosters shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Band Boosters shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- 23 Band Boosters shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Further, Band Boosters shall not take any action or participate in any activity that would result in the loss of its tax-exempt status under any of the provisions of the Internal Revenue Code or regulations as they now exist or may hereafter be amended. Band Boosters shall at all times be organized and operated strictly in accordance with the requirements of Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws dealing with exemption of organizations from tax.
- 24 Band Boosters shall support the Foothill High School Band program, in Henderson, Nevada, which includes the marching band, color guard / drill team, indoor drum line, concert band, jazz band, pep band, percussion, and all related ensembles (collectively the “Band”) by:
 - (1) Supporting the financial needs of the Band;
 - (2) Arousing and maintaining an enthusiastic interest in the students, staff, parents, and community in all aspects of the Band, and

(3) Provide the highest quality and most positive experience to all Band members by supporting the Band and its directors.

Article III **MEMBERSHIP**

- 3.1 Membership in Band Boosters shall consist of two classes of members (a “Member” or “Members”).
- (1) A class of “Voting Members” shall be established each Fiscal Year and consist of: 1) all parents or legal guardians of students enrolled at Foothill High School during the then current fiscal year, 2) participating in the Band during the then current Fiscal Year, and 3) consent to membership pursuant to NRS 82.231(2).
- (2) A class of “Nonvoting Members” shall also be established and consist of any interested persons in the community who consent to membership pursuant to NRS 82.231(2).
- 3.2 To consent to membership, a Member must submit written registration that includes the Member’s name and email address. Registration should also include a telephone number, but is not required.
- 3.3 Voting Members are eligible to vote. Should a student leave the Band before its normal conclusion for any reason, the parents or legal guardians of the student may continue to participate in Band Boosters activities, but they are no longer Voting Members and are instead Nonvoting Members. All Nonvoting Members are eligible to participate in all Band Boosters activities, but are not eligible to vote.
- 3.4 The Secretary for the Band Boosters shall be responsible for verifying whether a Member is a Voting or Nonvoting Member. Should a Member believe they were incorrectly classified as a Nonvoting Member, the Member should submit proof they meet the criteria of a Voting Member and request reconsideration to any Band Boosters Officer. The Officer receiving such request shall forward the information to the remainder of the Board for consideration. The Board shall be required to make a determination on any such request within ten (10) business days of the first Officer receiving the request.

Article IV **MEETINGS**

- 4.1 There shall be a minimum of one (1) regular meeting of the general membership of the Band Boosters each quarter.
- 4.2 The Band Boosters shall hold its Annual Meeting in May each year, at which time the election of officers for the next year shall take place.
- 4.3 A special meeting of the general membership may be called by the Board or 50% of the Voting Members with ten (10) days written notice to the membership delivered via email to the email addresses contained in the Member Ledger maintained by the Secretary.
- 4.4 The Executive Board shall meet monthly, which meeting shall be held at a different time as the general membership meeting during those months when a general membership meeting is held.
- 4.5 A quorum for all general membership meetings other than Officer Elections at the Annual Meeting shall be a quorum of the Executive Board and at least five (5) Voting Members at large. No quorum shall be necessary for Officer Elections at the Annual Meeting.

- 4.6 The rules contained in Robert's Rules of Order Newly Revised shall govern the Band Boosters in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and the Articles of Incorporation.

Article V
EXECUTIVE BOARD

- 5.1 Subject to the provisions and limitations of the Nevada nonprofit corporation laws, and any other applicable laws, the Band Boosters' activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Executive Board (the "Board").

- 5.2 All Board members shall serve as volunteers and receive no compensation for their service on the Board except reimbursement of approved Band Booster expenses.

- 5.3 The Board shall be reconstituted each fiscal year and consist of the elected Officers, the then current Director of Bands for Foothill High School, and any at-large members as determined by the elected Board Members and shall have no less than seven (7) and no more than fifteen (15) Members.

- 5.4 Board Meetings:

- (1) Place of Meetings:

Regular or special meetings of the Board may be held at any place within or outside Nevada that the Board may designate by resolution or in the notice of the meeting or, if not so designated, meetings shall be held at Foothill High School Band Room in Henderson, Nevada. Notwithstanding the above provisions of this Section, a regular or special meeting of the Board may be held at any place consented to in writing by all Board Members, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting.

- (2) Meetings by Telephone:

Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Board Members participating in the meeting can hear one another. All such Board Members shall be deemed to be present in person at such a meeting.

- (3) Regular Meetings:

Regular meetings of the Board shall be held monthly without call or notice at such time and place as the Board shall fix from time to time.

- (4) Special Meetings:

- a. Authority to Call:

Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, if any, the President or any Vice President, the Secretary, or any two Board Members.

- b. Notice:

- (i) Manner of Giving Notice:

Notice of the time and place of special meetings shall be given to each Board Member by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly to the Board Member or to a person at the Board Member's office or residence who would reasonably be expected to communicate that notice promptly to the Board Member; or (d) by email or other electronic form of communication such as facsimile. All such notices shall be given or sent to the Board Member's address, email, telephone, or facsimile number as shown on the records of the Band Boosters.

(ii) Time Requirements:

Notices of special meetings of the Board sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or email/facsimile shall be delivered, telephoned, or sent at least 48 hours before the time set for the meeting.

(iii) Notice Contents:

The notice of a special meeting of the Board shall state the time of the meeting, and the place if the place is other than the Band Room at Foothill High School. It need not specify the purpose of the meeting.

(5) Quorum:

A majority of the authorized number of then serving Officers, which must include the President or at least one Vice-President, shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Board Members present at a duly held meeting at which a quorum is present shall be the act of the Board, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Board Member has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Board Members. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Board Members, if any action taken or decision made is approved by at least a majority of the remaining Board Members.

(6) Waiver of Notice:

Notice of a meeting need not be given to any Board Member who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Board Member who attends the meeting and does not protest, before or at the beginning of the meeting, the lack of notice to him or her.

(7) Adjournment:

A majority of the Board Members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(8) Notice of Adjourned Meeting:

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Board Members who were not present at the time of the adjournment.

55 Action Without a Meeting:

Any action that the Board is required or permitted to take may be taken without a meeting, if all members of the Board, individually or collectively, consent to that action; provided, however, that the consent of any Board Member who has a material financial interest in a transaction to which the Band Boosters is a party and who is an "Interested Person" shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as the unanimous vote of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

56 The Board shall act for the Band Boosters as necessary between general meetings, set general meeting time and place, and make recommendations to the general membership. No actions taken shall conflict with the actions taken by the general membership in regular or special general meetings.

57 The Board shall manage all affairs of Band Boosters and exercise all of its corporate powers and shall have authority to delegate any such authority. No part of the Band Boosters' property, real or personal, or any portion of the income therefrom shall inure to the benefit of any of the members of the Board. No member of the Board shall be entitled to share in the distribution of any of the corporate assets of Band Boosters upon its dissolution.

58 Vacancies on Board:

(1) Events Causing Vacancy:

A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any Board Member; (b) the declaration by Board resolution of a vacancy of the office of a Board Member who has been declared of unsound mind by an order of court or convicted of a felony, or found by final order or judgment of any court to have breached a duty owed to the corporation; (d) removal of a Board Member for fraudulent acts; (e) the addition of Officers or Board Members by the bylaws, or (f) removal of an Officer with or without cause by the Board.

(2) Resignations:

Except as provided below, any Board Member may resign by giving written notice to the President or the Secretary. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Board Member's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except upon effective dissolution, no Board Member may resign if the Corporation would then be left without a duly elected Board Member(s).

(3) Filling Vacancies:

Vacancies on the Board may be filled by a majority of the Board Members then in office, whether or not less than a quorum, or by a sole remaining Board Member.

(4) No Vacancy on Reduction of Number of Board Members:

No reduction of the authorized number of Board Members shall have the effect of removing any Board Member before that Board Member's term of office expires. Any Board Member may voluntarily resign for any reason.

(5) Special Election:

No less than two weeks after approval at a general meeting of the revisions to these By-Laws, but before the new fiscal year begins, a special election shall be held to fill all vacant positions on the Board for the coming fiscal year, including the new positions created under these revised By-Laws. Article VI concerning elections shall apply, except where inconsistent with this provision (for example instead of the "annual meeting" the Article shall apply to the "special election"). Moreover, there shall not be a nominating committee. Instead, any interested candidate shall provide the President written notice of their intention to run for a vacant position on the Board within one week before the special election. Additionally, the person elected as "Vice President" during the elections at the annual meeting shall be selected by the current Board to fill one of the newly created vacant Vice President positions at a special meeting of the Board held immediately after the annual meeting of the general membership.

59 A Board Member may be impeached or removed for failure to attend two (2) or more meetings in a row or to reasonably fulfill his or her obligations as a member of said Board. A vote to remove or impeach a Board Member requires: 1) at least two weeks' notice that such a vote will take place at either the next regularly scheduled general meeting or special meeting of the general membership, and 2) a two-thirds ($\frac{2}{3}$) majority vote to remove or impeach the Board Member by the attending Voting Members at such meeting of the general membership.

5.10 Any Board position vacated by resignation, impeachment, or removal shall be filled by Board action as soon as practical, but before the next regularly scheduled Board meeting, for the balance of the remaining term.

Article VI
OFFICERS AND THEIR ELECTIONS

6.1 The Band Boosters Officers shall be: 1) President, 2) Vice President of Fundraising, 3) Vice President of Outreach, 4) Vice President of Operations, 5) Treasurer, 6) Secretary, and 7) Historian.

6.2 All Officers shall serve as volunteers and receive no compensation for their service except reimbursement of approved Band Booster expenses.

6.3 Elections of Officers shall be for one (1) year and elections shall be held at the Annual Meeting of the general membership in May each year. The date in May of such Annual Meeting shall be determined no later than March of each year and published to the general membership.

6.4 A candidate for an Office does not have to be a Member at the time of the election, but must reasonably believe they will be a Member in good standing the following Fiscal Year when they will serve if elected.

6.5 A Nominating Committee consisting of no less than five (5) and no more than seven (7) Band Boosters Voting Members shall be appointed annually by the Board in March. Any Voting Member reasonably anticipating they or their spouse will be seeking nomination to a Board position shall not serve on the nominating committee. Additionally, no Voting Member shall serve on the nominating committee in

consecutive years. The nominating committee shall solicit nominations of qualified individuals for each Officer position. A member of the nominating committee shall be assigned the task of an in-depth review of a potential candidate's qualifications, including conducting a personal interview with the potential candidate. The Nominating Committee shall then meet to discuss their findings and to vote on individual nominees for each office. The Nominating Committee shall present one qualified nominee for each office to the Board no later than April 15th.

- 6.6 Any Member wishing to run for office not chosen by the Nominating Committee must have notified the Board in writing at least two weeks prior to the date of the election if they intend to run for office and to be included on the ballot.
- 6.7 If for any reason the candidate nominated by the Nominating Committee is removed from the ballot before the election and after the Nominating Committee has presented their nominees to the Board, the Nominating Committee shall seek other qualified candidates for that position and present the qualified nominee for that office no less than one week before the election is held. Should the Nominating Committee be unable to provide a qualified candidate for that position by such time, the position shall be considered vacant and filled thereafter by the newly elected Board under Section 5.8.
- 6.8 All votes must be cast in person by a Voting Member at the Annual Meeting. To be eligible to vote, you must be a Voting Member on the Member Ledger at least 90 days before the date of the officer elections. It is the Member's responsibility to ensure their name appears on the Member Ledger to qualify to vote. It will be the responsibility of the Secretary to ensure only Voting Members receive ballots at the Annual Meeting.
- 6.9 All votes cast must include the printed name of the Voting Member and their signature. The Secretary, and any election committee appointed by the Board for the election, shall be responsible for tallying the valid ballots and reporting the results. The votes must be counted and reported before the Annual Meeting is concluded. The candidate receiving a majority of votes cast by the Voting Members attending the Annual Meeting shall be the winner. If more than two candidates are running for the same office, the person receiving a majority wins – a candidate therefore does not have to receive more than 50% of the total votes to prevail.
- 6.10 No Officer may serve in the same office for more than two (2) consecutive years except for the Historian, who may run for multiple consecutive terms. An Officer may serve in a different office after the end of their term. A Member may be reelected to a position previously held for two years if they have been out of that office for at least one (1) year.
- 6.11 The terms of office for all officers shall be one (1) year and begin on June 1st and end on May 31st to coincide with the Fiscal Year. Should a vacancy occur during the elected office term for any reason, the vacancy should be filled in accordance with Article 5.10.

Article VII **OFFICER DUTIES**

7.1 President:

The President shall act as the Chairman of the Board and Chief Executive Officer of the Band Boosters. Additionally, subject to the control of the Board, the President shall act as the general manager of the Band Boosters and shall supervise, direct, and control all Band Boosters activities, affairs, and officers. This shall include, but is not limited to, presiding at all Band Boosters meetings, oversee all aspects of the Band Boosters program, call meetings of the membership and Executive Board when necessary, serve as ex-officio member of all Committees except the Nominating Committee, serve as Co-Chair of

the Budget Committee with the Treasurer, serve as co-signer on Band Boosters funds, and perform other duties as requested by the Executive Board. The President shall have such other powers and duties as the Board or the bylaws may prescribe.

7.2 Vice President of Fundraising:

The Vice President of Fundraising shall assume all the duties of the President in the absence of the President, assist the President as requested, serve as cosigner on Band Boosters Funds, and perform other duties as requested by the Executive Board. Additionally, the Vice President of Fundraising shall be responsible for forming and acting as Co-Chair of the Corporate Fundraising and Group Fundraising Committees and shall have primary responsibility for all activities that involve fundraising for the Band Boosters.

7.3 Vice President of Operations:

The Vice President of Operations shall assume all the duties of the President in the absence of the President and Vice President of Fundraising, assist the President as requested, and perform other duties as requested by the Executive Board. Additionally, the Vice President of Operations shall be responsible for forming and acting as Chair or Co-Chair of the Indoor Drum Line and Winter Guard Committees. The Vice President of Operations shall have primary responsibility for organizing and maintaining a Pit Crew for marching band season, as well as organizing and maintaining a group of parents to assist with uniforms, flags, and props for marching band season. The Vice President of Operations shall also have primary responsibility for the semi-truck and trailer.

7.4 Vice President of Outreach:

The Vice President of Outreach shall assume all the duties of the President in the absence of the President, Vice President of Fundraising, and Vice President of Operations, assist the President as requested, and perform other duties as requested by the Executive Board. Additionally, the Vice President of Outreach shall be responsible for forming and acting as Co-Chair of the Public Relations / Outreach Committee. The Vice President of Outreach shall be responsible for administering all Social Media groups for Band Booster Members, potential members, and Band Alumni, including the Band Boosters Parents Support page on Facebook, working closely with the Vice President of Fundraising with regard to Alumni support, and shall be primarily responsible for growing the membership of the Band Booster organization through parent participation at the high school level, and recruitment of parents of potential Band students in the feeder middle schools. The Vice President of Outreach shall also prepare and transmit via email each week throughout the year a newsletter to all Members of the Band Boosters. The Vice President of Outreach shall have primary responsibility for preparing, organizing, and maintaining lists of volunteers willing to serve on the various committees or volunteer to assist in the needs of the Band Boosters, including Pit Crew, uniforms, sewing, constructing and maintaining props, preparing and serving food, and concessions. The Vice President of Outreach shall assist the various Vice Presidents and Committees in contacting volunteers to enlist enough help to meet the needs of the Band.

7.5 Secretary:

The Secretary shall keep all corporate records, shall cause minutes to be kept of all meetings, shall have custody of all minute books of the Band Boosters, shall send out all notices, and shall make such reports and perform such other duties as are incident to his office or may be required by the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was general or special and, if special, how authorized, the notice given, and the names of those present at Board and Committee meetings. The Secretary shall keep or cause to be kept a copy of the articles of incorporation

and bylaws, as amended to date. The Secretary shall be responsible for keeping the Ledger of all Members by class as required by NRS 82.181(c), which shall include the email addresses of all Members. The Member Ledger shall be available to all Members of the Band Boosters. The Secretary shall also be responsible for the Band and Band Booster websites and ensuring the content is current and up to date. The Secretary shall be responsible for forming and acting as Chair of the Band Sections Committee, which shall be responsible for food and beverage preparation and service at Band Camp, social events, parties, banquets, concerts, practices, and competitions throughout the year, as well as Gatorade, water, and snacks as needed for various practices and competitions throughout the year.

7.6 Treasurer:

The Treasurer shall perform all duties usually incident to such office, including, but not limited to, keeping books and accounts reflecting all financial matters relevant to the Band Boosters. The Treasurer shall serve as cosigner on Band Boosters funds, collect receipts and bills for disbursement, assist any audit committee that may be appointed by the Board, and perform other duties as requested by the Board. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Band Boosters with such depositories as the Board may designate, shall disburse the Band Boosters' funds as the Board may order, shall render to the President and any Board Member, when requested, an account of all transactions as treasurer and of the financial condition of the Band Boosters. The Treasurer shall prepare a monthly profit and loss statement for the Band, shall report to the general Membership and the Board on the finances of the Band Boosters, and make recommendations with respect to the finances of the Band Boosters. The Treasurer shall also be responsible for forming and acting as Co-Chair, with the President, the Budget Committee, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

7.7 Historian:

The Historian shall maintain an up-to-date scrapbook of band activities, and coordinate video and photographic recordings of performances and competitions. The Historian shall be responsible for creating a Yearbook each year for the Band and coordinating the sale of advertising and "shout-outs" for the yearbook, as well as the sale of the yearbooks. The Historian shall also act as Co-Chair of the Public Relations / Marketing Committee and provide to the Secretary content for the websites, which includes links to news stories, links to videos and pictures on social media, pictures and videos, press releases, and other marketing and public relations material that can be posted on the website.

Article VIII
BOARD COMMITTEES

81 The Board may, at any regular, annual, or special meeting, create a Committee and appoint any Voting Members or other persons to serve on a Committee the Board determines will facilitate the accomplishment of the purposes and objectives of the Band Boosters as stated in its Articles and Bylaws. Committee Chairs shall be appointed as set forth in these bylaws or by the Board if not specifically addressed in the bylaws for terms to coincide with the then current Fiscal Year. Standing Committees should be established as soon as possible after the start of the fiscal year, except for the Indoor Drum line and Winter Guard Committees, which must be established no later than October of each fiscal year.

82 Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (1) Fill vacancies on the Board or on any committee that has the authority of the Board;
- (2) Amend or repeal bylaws or adopt new bylaws;

- (3) Amend or repeal any Board resolution;
- (4) Create any other committees of the Board or appoint members of committees of the Board; or
- (5) Approve any contract or transaction to which the Band Boosters is a party.

83 Meetings and Action of Committees:

Meetings and actions of Committees of the Board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other Board actions. Minutes of each meeting of any Committee of the Board shall be kept and shall be provided to the Secretary to be filed with the corporate records. The Board may adopt rules for the governance of any Committee that are consistent with these bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

84 Committee Members shall receive no compensation for their services, but may receive reimbursement for approved Band Booster expenses.

85 Standing Committees shall be Corporate Fundraising, Group Fundraising, Indoor Drum line, Winter Guard, Public Relations / Outreach, Band Sections, and Budget.

86 All committees shall be composed of a chairperson or co-chairs, and a minimum of two other members. Any Voting Member in good standing and other Nonvoting Members recommended by the Board shall be eligible for committee membership.

87 The Corporate Fundraising Committee shall coordinate all Band Boosters corporate fundraising, including keeping all corporate sponsorship materials current, soliciting local and regional businesses for sponsorships and donations, and ensuring proper thank you and recognition of those sponsors and donors. The Corporate Fundraising Committee shall meet every month throughout the year and shall strive to meet the fundraising goals set by the approved annual Budget. The Corporate Fundraising Committee shall also be responsible for seeking and applying for grants and other sources of funding for the Band and shall actively seek such grants and apply for funding throughout the fiscal year.

88 The Group Fundraising Committee shall coordinate all Band Boosters group fundraising, including fireworks, raffles, silent auctions, run / walk fundraisers, golf tournaments, vendor / yard sales, restaurant nights, car washes, Scrips programs, chocolate and candy sales, clothing and spirit item sales, and the like. The Group Fundraising Committee shall meet every month throughout the year and shall strive to meet the fundraising goals set by the approved annual Budget.

89 The Indoor Drum Line Committee shall assist the Directors of the Band in beginning preparations for the Indoor Drum Line season beginning October of each year. This includes assisting in measuring and ordering uniforms, obtaining music and drill concepts, fabricating props, repairing and maintaining equipment, keeping a list of volunteers willing to assist with hauling, lifting, loading and unloading props and equipment at competitions through the season, and generally assisting the Directors as needed. The Drum Line Committee should meet each month from October through April of each year.

810 The Winter Guard Committee assist the Directors of the Band in beginning preparations for the Winter Guard season beginning October of each year. This includes assisting in measuring and ordering uniforms, obtaining music and drill concepts, hemming, repairing, and sewing uniforms and flags, assisting with hair and makeup, fabricating props, repairing and maintaining equipment, keeping a list of volunteers willing to assist with hauling, lifting, loading and unloading props and equipment at competitions through the season, and generally assisting the Directors as needed. The Winter Guard

Committee should meet each month from October through April of each year.

- 811 The Public Relations / Outreach Committee shall be responsible for drafting and submitting press releases, submitting photos and articles to local newspapers, television stations, and periodicals regarding Band activities, Band events, and public interest stories, preparing the Band Boosters newsletter, preparing marketing materials to be used in fundraising, utilize social media such as Facebook, Twitter, Instagram, YouTube, and the like to publish photos, videos, and news stories concerning the Band, collect news stories concerning the Band for submission to the website with hyperlinks if available, and generally market the Band in the best and most positive light to the Community. The Committee shall also vet and recommend at least two charitable events per year for participation by the Band Boosters and the Band to give back to the Community. The Committee shall assist in preparing, organizing, and maintaining lists of volunteers willing to serve on the various Committees or volunteer to assist in the needs of the Band Boosters, including Pit Crew, uniforms, sewing, constructing and maintaining props, preparing and serving food, and concessions. These lists shall be provided to the various Vice Presidents and Committees to solicit membership and volunteers and members of the Committee shall assist the various Vice Presidents and Committees in contacting the interested Members to assign Committee positions and volunteer positions. The Committee shall be responsible for encouraging membership in the Band Boosters organization in three ways: First, the Committee shall be present at each Band Booster and Band event to encourage parents, guardians, and others to sign up as a member of the Band Boosters. The Committee shall be responsible for maintaining a list of all Members and those expressing an interest in joining and inquire about areas where Members would be willing to volunteer. Members of the Committee shall contact volunteers to assign Committee positions and volunteer positions. The Committee shall attend concerts and other appropriate functions of the feeder middle schools to provide information about the Band Boosters to up and coming parents as well as encourage those parents to join and volunteer / participate in the Band Boosters. The Committee shall also administer a middle school parent page to provide them information on the Band, Band Boosters, and what to expect when their student goes to high school.
- 812 The Band Sections Committee shall include at least one parent from each section of the Band: Drum Majors, Clarinets, Saxophones, Trumpets, Flutes, Mellophones, Trombones, Baritones, Front Ensemble, Battery, and Sousaphones. The Band Sections Committee shall work closely with the Outreach Committee to encourage the parents of all students in each section to volunteer and attend the general Band Boosters meetings – including personally calling the parents of the students in each Section and inviting them to various events and meetings. Additionally, the Band Sections Committee shall assist the Vice President of Hospitality in obtaining and providing the food and beverages for the various events and activities of the Band.
- 813 The Budget Committee shall be responsible for assisting the Treasurer prepare a profit and loss statement each month for presentation to the Board and the general membership. Additionally, in January each year, the Committee shall meet and begin to prepare a budget for the following year based on historical income and expense reports with input from the Band Directors. The Budget shall be presented to the Board for approval and the Budget shall be used as the baseline for the following year. The budget committee shall also be responsible for reviewing credit card arrangements, including credit cards from the website, and any other frequently occurring charges to ensure the best deals are procured.

Article IX

BOOKS, RECORDS, AND REPORTS

9.1 Maintenance of Corporate Records

The Band Boosters shall keep:

- (1) Adequate and correct books and records of account; and
- (2) Written minutes of the proceedings of its Board and Committees of the Board.

9.2 Maintenance and Inspection of Articles and Bylaws:

The Corporation shall keep at its principal office, or if its principal office is not in Nevada, at its principal business office in this state, the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours. If the principal office of the Corporation is outside Nevada and the Corporation has no principal business office in this state, the secretary shall, on the written request of any director, furnish to that director a copy of the articles of incorporation and bylaws, as amended to date.

9.3 Inspection by Board Members:

Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, and documents of every kind and to inspect the physical properties of the Corporation and each of its subsidiaries for a purpose reasonably related to the director's interests as a director. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

9.4 Annual Report

The Board shall cause an annual report to be sent to the Board Members within 120 days after the end of the fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- (1) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds;
- (3) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes;
- (4) The expenses or disbursements of the Corporation for both general and restricted purposes; and
- (5) Any information required by Section 9.5 of these bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors.

9.5 Annual Statement of Certain Transactions and Indemnifications

As part of the annual report, or as a separate document if no annual report is issued, the Corporation shall furnish to each director a statement of any transaction or indemnification of the following kind within 120 days after the end of the Corporation's fiscal year:

- (1) Any transaction (i) in which the Corporation, its parent, or its subsidiary was a party, (ii) in

which an “interested person” had a direct or indirect material financial interest, and (iii) which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an “interested person” is either of the following:

- a. Any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - b. Any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.
- (2) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation.

Article X **CONTRACTS**

- 10.1 The Board, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Band Boosters, and such authority may be general, or confined to a special instance; and unless so authorized by the Board, no officer nor any agent or employee shall have any power or authority to bind the Band Boosters by any contract or engagement or to pledge its credits or render it pecuniarily liable for any purpose or for any amount.

Article XI **INVESTMENTS**

- 11.1 Band Boosters shall have the right to retain all or any part of property or funds acquired by it, and to deposit, invest, and reinvest the same according to the judgment of the Board. No action shall be taken by or on behalf of the Band Boosters if such action is a prohibited transaction or would result in the denial of the tax exemption under any applicable section of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended. In setting investment policy, the Board shall be mindful of the Band Boosters’ purposes.

Article XII **CONFLICT OF INTERESTS**

- 12.1 Band Boosters shall follow the policies and procedures set forth in the Conflict of Interest Policy attached hereto as Exhibit “A” and as amended from time to time pursuant to these Bylaws.

Article XIII **SECTION 508(e) REQUIREMENTS**

- 13.1 If at any time Band Boosters is deemed to be a private foundation as defined in Section 509 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, then so long as Band Boosters is deemed a private foundation it shall not, as provided in Section 508(e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code.

132 Further, if at any time Band Boosters is deemed to be a private foundation as defined in Section 509 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, then so long as Band Boosters is deemed a private foundation, neither the Band Boosters nor its officers, employees, or agents shall engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or make any investments or expenditures in such manner as to subject Band Boosters to tax under Section 4944 or Section 4945(d) of the Internal Revenue Code and are therefore prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, from retaining any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, from making any investments in such a manner as to subject the foundation to tax under Section 4944 of the Internal Revenue Code, and from making any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article XIV
DISSOLUTION

14.1 A resolution to dissolve passed by a majority vote of the Board may be presented at a meeting of the general membership provided that notice in writing be sent to each Member at least two weeks prior to such meeting. A two-thirds ($\frac{2}{3}$) vote of Voting Members present shall be required to approve the resolution.

14.2 Upon dissolution of the Band Boosters, the Board shall, after making provisions for the repayment of all liabilities of the Band Boosters, distribute all assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XV
AMENDMENTS

15.1 These Bylaws may be amended by a two-thirds ($\frac{2}{3}$) vote of the Voting Members present at a properly noticed meeting provided that any amendment is first presented in writing at a regular meeting. Such vote may be held at the regular meeting when the amendment is first presented, but the amendment must first be presented at the regular meeting before a vote can occur. Members must be notified of a vote on an amendment at least two weeks prior to the date of the meeting in which the vote to amend is to be taken.

Article XVI
REVIEW POLICY

16.1 These bylaws shall be reviewed every odd year to assure that they meet the needs of the Band Boosters.

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Article XVII
INTERPRETATION

17.1 All questions of interpretation of these Bylaws shall be decided by the Voting Members of the Band Boosters on a majority vote and such decisions shall be final.

Revised May 2018
Adopted May 1, 2018

PRESIDENT

VICE- PRESIDENT

SECRETARY

TREASURER

HISTORIAN

EXHIBIT "A"

CONFLICT OF INTEREST POLICY

ARTICLE I **PURPOSE**

The purpose of the conflict of interest policy is to protect the interests of THE FALCON BAND BOOSTERS a Nevada nonprofit corporation (the "Corporation") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the Executive Board of the Corporation (the "Board") 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 conflicts of interest applicable to nonprofit and charitable organizations.

ARTICLE II **DEFINITIONS**

SECTION 1. Interested Person. Any member of the Board, principal officer, or member of a committee with powers delegated by the Board, who has a direct or indirect financial interest, as defined below, is an interested person.

SECTION 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 Corporation has a transaction or arrangement;
- (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation 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 Corporation 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 a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

ARTICLE III **PROCEDURES**

SECTION 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 Board and members of committees with powers delegated by the Board considering the proposed transaction or arrangement.

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

SECTION 3. Procedures for Addressing the Conflict of Interest.

- (a) An interested person may make a presentation at the Board meeting or committee meeting, but after the presentation, he or 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 Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the Board or committee shall determine whether the Corporation 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 Board or committee shall determine by a majority vote of the disinterested members of the Board or committee whether the transaction or arrangement is in the Corporation'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.

SECTION 4. Violations of the Conflict of Interest Policy.

- (a) If the 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 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 Board and all committees with powers delegated by the Board 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 decision of the Board or committee 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

SECTION 1. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

SECTION 2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

SECTION 3. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI **ANNUAL STATEMENTS**

Each member of the Board, principal officer and member of a committee with powers delegated by the Board shall annually sign a statement, in the form attached hereto and entitled "Acknowledgement of Conflict of Interest Policy," which affirms such person:

- (a) Has received a copy of the conflict of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands the Corporation 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 Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews 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 arrangements with management organizations conform to the Corporation'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 Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ACKNOWLEDGEMENT
OF
CONFLICT OF INTEREST POLICY

I, _____, acknowledge receipt of the Falcon Band Boosters, a Nevada nonprofit corporation (the “Corporation”), Conflict of Interest Policy (the “Policy”). I have read the Policy and understand the Policy, and I agree to comply with the Policy as well as by the rules, regulations, and policies that may be established in connection with the Policy in the future. I also understand that the Corporation is charitable in nature 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 as set forth in the Nonprofit Articles of Incorporation and the Bylaws of the Corporation.

Date

Officer / Chairperson / Committee Member