

Bylaws
of
The Loveland High School Band Boosters

ARTICLE I

Offices

1. The principal office and place of business of the corporation shall be in the City of Loveland, County of Larimer, State of Colorado (hereinafter, the "State"). The Board of Directors may change the principal place of business at any time. The corporation may also have offices at such other places both within and without the State, as the Board of Directors may from time to time approve.
2. Registered Office. The Corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Purpose

1. The object and the purpose of the Association shall be to serve as a parent-teacher organization; to promote ways and means of providing for the needs of the Loveland High School Band Program, above those supplied by the Thompson R2J School District. The Association shall seek neither to direct the administrative activities of the band program nor control its policies. Rather, the Association shall support and implement the programs and policies recommended by the Director/s of Bands.
2. This Association shall not contemplate pecuniary gain or profit or distribution of profits or dividends to the members thereof.

ARTICLE III

Membership

1. Eligibility. Those eligible for membership in the Loveland High School Band Boosters shall comprise:
 - a. Students involved in the instrumental band program or color guard at Loveland High School in Loveland, Colorado;
 - b. Parent(s) and legal guardian(s) of the students involved in the instrumental band program or color guard at Loveland High School in Loveland, Colorado;
 - c. Teachers at Loveland High School in Loveland, Colorado;
 - d. Alumni of the instrumental band program or color guard at Loveland High School in Loveland, Colorado;
 - e. Parent(s) and legal guardian(s) of alumni of the instrumental band program or color guard at Loveland High School in Loveland, Colorado;
 - f. Interested community members.
2. Registration. By submission of a membership registration form to the Secretary and payment of annual dues those eligible for membership may become members of the Association with full rights of membership.
3. Voting. Members shall be entitled to one vote on each matter submitted to a vote of the members.
4. Termination. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting of the board, terminate the membership of any member.
5. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.
6. Only parent(s) and legal guardian(s) of students currently involved in or of alumni of the instrumental band program or color guard at Loveland High School in Loveland, Colorado are

eligible to serve as Officers or committee chairs.

7. Transfer. Membership in the Corporation is not transferable or assignable.

ARTICLE IV

Meetings of Membership

1. Annual Meeting. The annual meeting of the members of the corporation shall be held each year during a regularly scheduled meeting in April or May. The annual meeting shall be held for the election of Officers and the transaction of such other business as may properly come before it. At each annual meeting, the Board of Directors shall submit to the membership a report of the corporation's business activities during the preceding year and the general financial condition of the corporation.

2. Regular Meetings. This organization shall meet at least quarterly from August through May at dates and times to be determined by the Executive Board.

3. Special Meetings. Special meetings of the members may be called by or at the direction of the President or Band Director.

4. Notice. Notice of any meetings, annual, regular or special, shall specify the date, time, place and purpose of the meeting and shall be delivered, either personally, by mail or by email, to all members. Notice of meetings shall be sent not less than 10 and no more than 50 days prior to the meeting.

5. Voting. All acts and resolutions of the members shall be deemed adopted upon a favorable vote of a majority of the votes cast by members present, including all received proxies, qualified to vote. Members holding one-tenth of the votes entitled to be cast on the matter shall constitute a quorum.

6. Robert's Rules of Order, Newly Revised shall govern all meetings when not inconsistent with these bylaws.

7. Proxies. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Proxy voting shall be limited solely to propositions and issues specifically set forth and discussed in the notice of the meeting and general, unrestricted proxy voting shall not be permitted. Such proxies shall be deemed to be extended if the meeting for which the proxy was given is postponed or continued, but no proxy shall

be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. In the absence of a proxy the vote will not be counted towards the quorum.

ARTICLE V

Board of Directors

1. **Directors.** The Board of Directors shall consist of the Executive Officers of the Corporation as described in ARTICLE VI of these by-laws, and the Band Director and Assistant Band Director/s of the Loveland High School Band. The immediate past President, and the chairs of the Standing Committees as described in ARTICLE VII of these by-laws will be non-voting ex officio members. The Board of Directors shall consist of not less than four (4) members.
2. **Power and Duties.** The Board of Directors shall have control and general management of the affairs, property and business of the corporation and subject to these bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Directors may deem proper.
3. **Meetings.** Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by or at the direction of the President or any two (2) Directors. Notice of the time and place of any meeting of the Board of Directors shall be given, either written or orally, no later than two days prior to the meeting.
4. **Quorum.** At all meetings of the Board of Directors, a majority of the Board of Directors shall constitute a quorum for the transaction of business. A Director who misses three consecutive regularly scheduled meetings of the Board without delivering a satisfactory explanation through another Director to the Board prior to such meetings, may be removed by the affirmative vote of a majority of the Directors present at any meeting.
5. **Action Without Meeting.** Any action required by law to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting, may be taken without a meeting if a consent in writing, setting forth the action taken is signed by all the Directors entitled to vote.

ARTICLE VI

Executive Officers

1. Officers. The executive Officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. No two offices shall be held by the same person concurrently.
2. Selection.
 - a. Nomination. Nomination of candidates for executive Officers shall be made in writing to the Secretary no less than 15 days before the annual meeting.
 - b. Approval. Candidates for executive Officer will be interviewed by the Board of Directors for approval prior to the annual meeting. A list of the approved candidates for each position will be displayed in the Band Room.
 - c. Election. The executive Officers of the corporation shall be elected from the list of approved candidates by plurality of the Members present at the annual meeting.
3. Term of Office. Officers shall hold office for one (1) year, commencing June 1, or until their successors are elected. The outgoing Board of Directors shall attend, without vote, a joint meeting with the newly elected and constituted Board of Directors. This joint meeting shall be held before June 15.
4. Duties:
 - a. President. The President shall:
 - (1) Preside at all meetings of the Members;
 - (2) Serve as Chairman and preside at all meetings of the Board of Directors;
 - (3) Have general and active control of the affairs and business of the corporation;
 - (4) Perform general supervision of the Officers, agents and employees of the corporation;
 - (5) Have the authority to sign all contracts and other instruments on behalf of the corporation, except as the authority may be restricted by resolutions of the Board of Directors adopted from time to time.

The President may also have any other powers and duties as may be conferred by the Board of Directors or as may be prescribed by these bylaws.

b. Vice Presidents. Vice Presidents shall have the duties that the Board of Directors or the President may delegate to them from time to time. In the absence of the President or his or her inability to act, the duties and powers of the office shall be performed and exercised by a Vice President.

c. Secretary. The Secretary shall:

- (1) Keep the minutes and act as Secretary of all meetings of the Board of Directors;
- (2) Keep the minutes and act as Secretary of all meetings of the Members;
- (3) Be the custodian of the corporation records;
- (4) Perform all duties usually customary to the office of Secretary including such duties as may prescribed by these bylaws;
- (5) Perform such other duties as may be assigned from time to time by the President or Band Director/s.

d. Treasurer. The Treasurer shall:

- (1) Have general supervision over the receipt and disbursement of all funds and securities of the corporation;
- (2) Deposit or cause the same to be deposited in the name of the corporation in the bank or banks, trust company or trust companies that the Board of Directors may designate;
- (3) Keep or cause to be kept full and accurate accounts of all receipts and disbursements of the corporation;
- (4) Keep or cause to be kept full and accurate records of student accounts;
- (5) Give a brief report of the financial condition of the corporation at regular meetings or the Board of Directors;
- (6) Whenever required by the Board of Directors or these bylaws, render or cause to be rendered financial statements of the corporation;
- (7) File all required tax forms in accordance with governing law;

(8) Perform such other duties as may be assigned from time to time by the President or Band Director/s.

5. Resignation. Any Officer may resign at any time by delivering written notice to the Board of Directors. The acceptance of such a resignation shall not be necessary to make it effective (unless acceptance is made a condition of the resignation).
6. Removal. Any Director may be removed at any time by the affirmative vote of two thirds of all of the Directors, provided that the notice of the meeting where such action is taken specifies that one of the items on the agenda for said meeting shall be the proposed removal of such Director.
7. Vacancies. A vacancy of any office may be filled for the unexpired term of the predecessor in that office by a majority vote of the remaining Directors at any meeting of the Board of Directors.

ARTICLE VII

Committees

1. Standing. As deemed necessary on an annual basis by the Board of Directors the corporation shall have the following standing committees with chairs appointed and duties designated by the Board of Directors: Fundraising, Uniform, Social, Chaperone and Equipment. Committee chairs are responsible for selecting members for each respective committee.

2. Duties:

- a. Chaperone. The chair shall provide for bus and other chaperones as requested by the Band Director/s.
- b. Equipment. The chair arranges for, transports and sets up equipment as specified by the Band Director/s for various performances throughout the year.
- c. Fundraising. The chair/s shall be responsible for:
 - (1) Submitting all fundraising plans to the Board of Directors for its approval;
 - (2) Managing the organization's fundraising operations;
 - (3) Coordinating volunteers for single-event operations;
 - (4) Coordinating committees/chairs assigned to ongoing fundraising operations;
 - (5) Dealing with various government and private entities involved with fundraising operations;

(6) Working closely with the Treasurer to ensure that bookkeeping is compatible with state regulations and the organization's bookkeeping practices.

d. Social. The chair shall organize all social activities for the Band or Band Boosters as requested by the Band Director/s.

e. Uniform. The chair shall be responsible for selecting a committee for:

(1) Cleaning uniforms to be ready for each school year;

(2) Fitting and assigning the uniforms;

(3) Distributing and collecting uniforms as required;

(4) Collecting uniforms and assessing cleaning and damage charges at the end of each school year.

All committee chairs shall be responsible for working closely with the Treasurer regarding committee expenses, both actual and planned, to ensure that adequate funds are reserved to meet the operating requirements of the corporation.

3. Other committees. The Board of Directors shall have the power to appoint and to dissolve from time to time such temporary, ad hoc, special, or advisory committees as may be necessary or advisable. In the absence of any such committee, specifically named, the Board of Directors will be presumed to fulfill the function of such a committee.

ARTICLE VIII

General Provisions

1. Fiscal Year. The fiscal year of the corporation shall be June 1st through May 31st by resolution of these bylaws.

2. Annual Statement. The Board of Directors shall present at each annual meeting, and at any special meeting of the membership when called for by vote of the membership, a full and clear statement of the business and condition of the corporation.

3. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the corporation, in addition to the Officers so authorized by these bylaws, 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.

4. Funds. The Treasurer, as advised by the various committee chairs, will hold in reserve sufficient funds to meet the contractual commitments and operating requirements of the corporation. Any funds above and beyond this reserve, as presented by the Treasurer, are to be available to be used by the Director as best meets the needs of the Band. The President shall have oversight responsibility concerning the Director's use of funds.

5. Signature on Checks, etc. All checks, drafts, bills of exchange, notes or other obligations or orders for the payment of money shall be signed in the same name of the corporation by the Officers or persons that the Board of Directors of the corporation may from time to time designate by resolution. All checks, drafts, bill of exchange, notes or other obligations or orders for the payment of money shall require two signatures.

a. In order to accommodate the exigent needs of today's society to conduct business electronically, the Board will annually review and authorize the issuance of a debit card for use by the Loveland HS Band Director, the Loveland HS Band Boosters Vice President of Fundraising, the Loveland HS Band Boosters Vice President of Operations or the Food Committee Chairperson.

b. The two signature rule for debit card transactions will be considered to be satisfied when a request to purchase has prior approval through a motion at a board meeting or an email decision by the board that is ratified at the next regular meeting of the board.

c. In the event that prior approval for the transaction is not obtained, immediate notification with all details of the transaction must be made to the board and the bookkeeper. The board will decide if the transaction would have been approved or if the debit card should be confiscated for reasons of misuse.

6. Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of incorporation and the words "Corporate Seal, Colorado." The seal may be used by causing it or a facsimile thereof to be impressed, affixed, reproduced or otherwise attached to any appropriate document.

7. Gifts. The Board of Directors may accept on behalf of the corporation any donation, contribution, gift, bequest or device for general purposes or for any special purpose of the corporation.

8. Compensation:

a. Employees. The Board of Directors shall fix the salaries and other compensation of the employees or other agents of the Corporation.

b. Board of Directors. The Directors of the corporation shall serve as such without salary, but the Board of Directors may authorize the payment of the reasonable expenses incurred by Directors in the performance of their duties and reasonable compensation for special services rendered by any Director. Except as provided in this section, no Officer or Director of the corporation shall receive, directly or indirectly, any salary or other compensation from the corporation.

ARTICLE IX

Conflicts of Interest

No Director of the corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by the corporation, nor in any contract furnishing services or supplies to the corporation, unless such contract is authorized by a majority of the Board of Directors at a meeting at which the presence of such interested Director is not necessary for the purpose of a quorum or for the purposes of such majority, and the fact and nature of such interest is fully disclosed or known to the Directors present at the meeting at which such contract shall be authorized.

ARTICLE X

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings meetings of its Members, Board of Directors and Committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his agent or attorney, at any reasonable time during customary hours of operation of the principal office of the corporation.

ARTICLE XI

Indemnification and Insurance

1. Indemnification. No Director or Officer of the corporation shall be personally liable for any obligations of the corporation or for any duties or obligations arising out of any acts or conduct of said Director or Officer performed for or on behalf of the corporation. The corporation shall and does hereby indemnify and hold harmless each person and his/her heirs and personal representatives who shall serve at any time hereafter as a Director or Officer of the corporation from and against any and all claims, judgments and liabilities to which such persons shall become subject by reason of either heretofore and hereafter serving as a Director or Officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or refrained from by any such Director or Officer and shall reimburse each such Director or Officer for all legal and other expenses reasonably incurred in connection with the defense of any such claim or liability; including the power to defend such person from all suits or claims as provided for under the provisions of the Colorado Non-profit Corporation Act or the corporation laws of any state in which the Corporation transacts business provided, however, that no such person shall be indemnified against, or be reimbursed for, any expense incurred in connection with any claim or liability arising out of such person's own negligence or willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case, even though not specifically herein provided for. The corporation, its Directors, Officers, employees and agents shall be fully protected in taking any action or making any payment or in refusing to do so in reliance upon the advice of counsel. The indemnification herein provided shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested Directors, or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office and shall continue to such person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person.

2. Insurance. The corporation may 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 a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of the Colorado Non-profit Corporation Act.

ARTICLE XII

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Colorado Non-profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

Amendments

These bylaws may be altered, amended or repealed or new bylaws may be adopted by a two-thirds majority vote of the membership present at any meeting of the membership as provided herein. The proposed amendments or action regarding these bylaws must have been presented in writing at the preceding meeting of the organization.

Revisions

May 2005 Adopted

Sep 2012 Adopted revisions for annual meeting date and use of debit cards.

April 2020 adopted Grievance Policy and Separation of Duties:

Separation of Duties

To ensure proper use of financial resources, LHSBB volunteers involved in the handling of any monies should follow these guidelines:

- a. Checks over \$200 must have 2 signatures.
- b. Check access is limited to 2 persons.
- c. The person who logs incoming funds is not the person who makes the deposits.
- d. Conduct an annual vendor review to make sure they are all approved vendors/addresses.
- e. Conduct periodic financial audits.
- f. The Board is required to know who is authorized to handle incoming/outgoing funds, and how that process works.
- g. Committee reimbursement requests should go to the Board through each VP.
- h. Volunteers are expected to minimize the amount of time any monies are outside the bank.

Grievance Policy

Any employee or volunteer who may have any questions about the interpretation or application of LHSBB policies, be in disagreement with a fellow volunteer, employee or supervisor, feel that (s)he been treated unfairly, or have a problem that has not been resolved to her/his satisfaction, may:

- a. Bring the matter to the attention of the Chairperson for the event you are volunteering for, or
- b. Bring the matter to the Board of Directors in writing or by attending the monthly Board meeting.
- c. If the matter is still not resolved to your satisfaction, you may file a written grievance to the Board of Directors, specifying the previous efforts at resolution and the specific relief sought. At its sole discretion, the Board may choose to meet in person with you or may consider your grievance without meeting with you. The decision of the Board or any other final decision in this procedure shall be final.