

**BYLAWS OF**  
**ALLEN ORCHESTRA BOOSTER CLUB**  
A TEXAS NONPROFIT CORPORATION

**ARTICLE I**  
**NAME, PURPOSE AND POWERS**

Name

1.01 The name of the corporation is the Allen Orchestra Booster Club.

Purpose

1.02 The purposes for which the Corporation is organized are to perform charitable and educational activities within the meaning of Internal Revenue Code Section 501(c)(3) and Texas Tax Code Section 11.18(c)(1). Specifically, the Corporation is organized to support the Allen High School Orchestra program in the Allen Independent School District by providing a positive environment for students' educational and artistic growth; to promote a closer relationship between the parents, students and the staff in an atmosphere of mutual cooperation, support and respect; to encourage a high level of achievement for the Orchestra and its members; and to provide resources, both financial and human, to support Orchestra activities. The Corporation shall have all of the powers provided in the Texas Non-Profit Corporation Act (referred to as the "Act"). Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above. The Corporation shall be operated exclusively for such purpose without profit. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual. The Corporation shall strive to achieve its purposes by assisting in logistics and providing support through projects, contributions and membership dues. The Corporation shall seek neither to direct the administrative activities of the school, including the Orchestra, nor to control policies of the Allen Independent School District. The Corporation shall be noncommercial, nonsectarian and nonpartisan. The Corporation shall not directly or indirectly be involved in, participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office or engage in any other political activity proscribed by law.

## **ARTICLE 2**

### **BOARD OF DIRECTORS**

#### **General Powers**

2.01 The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Texas.

#### **Number and Tenure**

2.02 The number of Directors shall be not more than twelve (12) nor less than three (3). Each Director shall hold office for a term of two (2) years, or until his or her successor shall have been elected and qualified. Prior to any annual meeting of members at which the election of a director(s) is to be held, a Director may nominate a person for the position of Director with the second of any other Director. In addition to nominations made at meetings, a nominating committee will consider possible nominees and make nominations for each election of directors prior to the second annual meeting of the membership. The secretary will include the names nominated by that committee, and any report of the committee, with the notice of the membership meeting at which the election occurs. A person who meets the qualifications for director and who has been duly nominated may be elected as a director.

#### **Vacancies**

2.03 Any vacancy occurring in the Board of Directors, and any Director position to be filled due to an increase in the number of Directors, shall be filled by the Board of Directors at a duly called meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

#### **Annual Meetings and Election of Chairperson and Vice-Chairperson**

2.04 An annual meeting of the Board of Directors shall be held without other notice than this bylaw. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution. The Board of Directors shall elect a chairperson of the Board and one or more vice-chairpersons at its annual meeting.

## Special Meeting

2.05 Special meetings of the Board of Directors may be called by the or at the request of the Chairman of the Board or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

## Meeting by Telephone

2.06 Any meeting of the Board of Directors may be held by telephone conference call in which all or certain of the Directors are not physically present at the place of the meeting, but all participate in the conduct thereof by telephone. For the purpose of determining the presence of a quorum and for all voting purposes at such a meeting, all participating Directors shall be considered present and acting.

## Notice

2.07 Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or facsimile to each Director at his address as shown by the records of the corporation. Notice may also be given by telephone to each Director at the number shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered on the date and time as indicated by the confirmation report provided by the sender's facsimile machine. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

## Actions of Board of Directors

2.08 The Board of Directors shall try to act by consensus. However, the vote of a majority of Directors present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Directors unless the act of a greater number is required by law or the bylaws. A Director who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the decision of the Board of Directors. For the purpose of determining the

decision of the Board of Directors, a Director who is represented by proxy in a vote is considered present.

#### Proxies

2.09 A Director may vote by proxy executed in writing by the Director. No proxy shall be valid after three (3) months from the date of its execution.

#### Quorum

2.10 A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

#### Compensation

2.11 Directors shall not receive any stated salaries or other compensation either in cash or kind for their services as Directors. Directors may receive reimbursement for expenses incurred on behalf of the Corporation and may receive compensation for serving the Corporation in any other capacity for which such compensation is allowed or provided by law.

#### Informal Action by Directors

2.12 Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

#### Indemnification of Directors and Officers

2.13 The Corporation shall indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) any person who is or was a director or officer of the Corporation and may indemnify (which indemnification shall include, without limitation, advancing reasonable expenses) any person who is or was an employee or agent of the Corporation (or any person who 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) to the fullest extent required or permitted by applicable law.

## Insurance of Directors, Officers, or Employees

2.14 The corporation may purchase and maintain insurance on behalf of any Director, officer, employee, or agent of the corporation, or on behalf of any person 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 that person and incurred by that person in any such capacity or arising out of any such status with regard to the corporation, whether or not the corporation has the power to indemnify that person against liability for any of those acts.

### **ARTICLE 3**

#### **MEMBERS**

3.01. Any person who supports the purposes of the Corporation and is willing to uphold these Bylaws, the policies of the Corporation may become a member upon payment of the applicable dues. The membership dues for the upcoming school year shall be determined by the Board of Directors and announced at the last general meeting of the membership for the preceding school year. Membership dues shall be renewed at the commencement of each school year. Beginning in the 2011-12 school year, the Board will hold not less than two (2) annual members' meeting at the date and time that the Board designates. At the last annual meeting of any school year, the members will elect directors and transact any other business that may come before the meeting. If, in any year, the election of directors is not held on the day designated for the last annual meeting, or at any adjournment of the annual meeting, the Board will call a special meeting of the members, as soon as possible, to elect directors.

#### **Special Meetings**

3.02. Special meetings of the members may be called by the president, the Board, or not less than twenty-five percent of the voting members.

#### **Place of Meeting**

3.03. The Board may designate any place, inside or outside Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board. If the Board does not designate the place of meeting, the meeting will be held at the Corporation's registered office in Texas.

#### **Notice of Meetings**

3.04. Written or printed notice of any members' meeting, including the annual meetings, will be delivered to each member in the manner prescribed by the Board not less than 10--nor more than 60--days before the date of the meeting. The record date for determining the members entitled to notice of any meeting of members will be May 1<sup>st</sup> of each year. After fixing the record date, the Board will cause to be prepared an alphabetical

list of all members entitled to notice of any meeting of members. Notice will be given by or at the direction of the president or secretary, or the officers or persons calling the meeting.

### **Eligibility to Vote at Members' Meetings**

3.05. A member in good standing is entitled to vote at a meeting of the members of the corporation. A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting.

### **Quorum**

3.06. A simple majority of the members will constitute a quorum at a meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if enough members leave so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required for a quorum. If a quorum is not present at any time during a meeting, a majority of the members who are present may adjourn and reconvene the meeting once without further notice.

### **Actions of Membership**

3.07. The membership will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting members in good standing, present and entitled vote at a meeting at which a quorum is present, is enough to constitute the act of the membership unless law or the bylaws require a greater number. Voting will be by ballot or in such other manner as shall be prescribed by the Board of Directors.

### **Proxies**

3.08. A member entitled to vote at a meeting of members of the corporation may vote by proxy.

### **Voting by Mail**

3.09. The Board may authorize members to vote by mail or by electronic mail on the election of directors or on any other matter that the members may vote on.

## **ARTICLE 4**

### **OFFICERS**

#### **Officers**

4.01 The officers of the corporation shall be a President, Vice President, Treasurer, and a corporate Secretary, and such other officers as may be appointed in

accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of President and corporate Secretary.

#### Appointment

4.02 The officers of the corporation shall be appointed by the Board of Directors at the annual meeting of the Board of Directors. If the appointment of officers shall not be held at such meeting, such appointment shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly appointed.

#### Removal

4.03 Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

#### Vacancies

4.04 A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### President

4.05 The president shall be the chief executive officer of the Corporation. The president shall supervise and control all of the business and affairs of the Corporation. The president shall preside at all meetings of the members and of the Board of Directors. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed. However, the president may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation by the Board of Directors, the bylaws, or statute. The president shall perform other duties prescribed by the Board of Directors and all duties incident to the office of president.

## Vice President

4.06 When the president is absent, is unable to act, or refuses to act, a vice president shall perform the duties of the president. When a vice president acts in place of the president, the vice president shall have all the powers of and be subject to all the restrictions upon the president. If there is more than one vice president, the vice presidents shall act in place of the president in the order of the votes received when elected. A vice president shall perform other duties as assigned by the president or board of directors.

## Treasurer

4.07 The treasurer shall:

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (c) Deposit all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the bylaws or as directed by the Board of Directors or president.
- (d) Write checks and disburse funds to discharge obligations of the Corporation. Funds may not be drawn from the Corporation or its accounts for amounts greater than \$500.00 without the signature of the president or a vice president in addition to the signature of the treasurer.
- (e) Maintain the financial books and records of the Corporation.
- (f) Prepare financial reports at least annually.
- (g) Perform other duties as assigned by the president or by the Board of Directors.
- (h) If required by the Board of Directors, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Board of Directors.
- (i) Perform all of the duties incident to the office of treasurer.



## Secretary

4.08 The secretary shall:

- (a) Give all notices as provided in the bylaws or as required by law.
- (b) Take minutes of the meetings of the members and of the Board of Directors and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and of the seal of the Corporation.
- (d) Affix the seal of the Corporation to all documents as authorized.
- (e) Keep a register of the mailing address of each director, officer, and employee of the Corporation.
- (f) Perform duties as assigned by the president or by the Board of Directors.
- (g) Perform all duties incident to the office of secretary.

## ARTICLE 5

### COMMITTEES

#### Establishment of Committees

5.01 The Board of Directors may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include two or more Directors and may include persons who are not Directors, but who must be a member of the Advisory Board or an officer of the corporation. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of Directors. The Board of Directors may establish qualification for membership on a committee. The Board of Directors may delegate to its chairman its power to appoint and remove members of a committee that has not been delegated any authority of the Board of Directors. The establishment of a committee or the delegation of authority to its shall not relieve the Board of Directors, or any individual Director, of any responsibility imposed

by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Board of Directors to:

- (a) Amend the Certificate of Formation.
- (b) Adopt a plan of merger or a plan of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation.
- (d) Authorize the voluntary dissolution of the Corporation.
- (e) Revoke proceedings for the voluntary dissolution of the Corporation.
- (f) Adopt a plan for the distribution of the assets of the Corporation.
- (g) Amend, alter, or repeal the bylaws.
- (h) Elect, appoint, or remove a member of the committee or a Director or officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 6.05, below.
- (j) Take any action outside the scope of authority delegated to it by the Board of Directors.
- (k) Take final action on a matter that requires the approval of the

members.

#### Term of Office

5.02 Each member of a committee shall continue to serve on the committee until the next annual meeting of the Directors of the Corporation and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made by the chairman of the Board of Directors. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

#### Chair and Vice-Chair

5.03 One member of each committee shall be designated as the chair of the committee and another member of each committee shall be designated as the vice-chair. The chair and vice-chair shall be appointed by the chairman of the Board of Directors. The chair shall call and preside at all meetings of the committee. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

## Quorum

5.04 One half ( $\frac{1}{2}$ ) of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during the meeting, the chair may adjourn and reconvene the meeting one time without further notice.

## Actions of Committees

5.05 Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the bylaws. A committee member who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the act of the committee.

## Rules

5.06 Each committee may adopt rules for its own operation not inconsistent with the bylaws or with rules adopted by the Board of Directors.

## **ARTICLE 6**

### **CORPORATE TRANSACTIONS**

#### Contracts

6.01 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. Such authority may be general or confined to specific instances.

#### Checks and Drafts

6.02 All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such

determination by the Board of Directors, such instruments shall be signed by the President and countersigned by a Vice President of the corporation.

#### Deposits

6.03 All funds of the corporation shall be promptly deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### Gifts

6.04 The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

#### Potential Conflicts of Interest

6.05 The Corporation shall not make any loan to a Director or officer of the Corporation. A Director or officer of the Corporation may not lend money to and otherwise transact business with the corporation except as provided by the bylaws, articles of incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interest of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a Director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

### **ARTICLE 7**

#### **GENERAL PROVISIONS**

##### Books and Records

7.01 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceeds of its Board of Directors. All books

and records of the corporation may be inspected by any of the Board of Directors, their agents or attorneys for any proper purpose at any reasonable time.

#### Fiscal Year

7.02 The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

#### Seal

7.03 The Board of Directors shall provide a corporate seal, which shall be in the form for a circle and shall have inscribed thereon the name of the corporation and the words "Allen Orchestra Booster Club."

#### Waiver of Notice

7.04 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the given of such notice.

#### Amendments to Bylaws

7.05 These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least five (5) days written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.

Adopted as of the 10<sup>th</sup> day of August, 2011.

---

Chairman of the Board of Directors

Attest:

---

Corporate Secretary