

BYLAWS OF THE
NEWMAN SMITH AREA BAND CLUB, INC.
A NON-PROFIT CORPORATION
Revised as of May 7, 2013

ARTICLE I
OFFICES

Location

1.1 The principle office of the corporation in the State of Texas shall be located in the City of Carrollton, County of Dallas. The corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Registered Office and Registered Agent

1.2 The corporation shall have and continuously maintain in the State of Texas a registered office and registered agent whose office is identical with such registered office, as required by the State of Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principle office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
MEMBERS

Class of Members

2.1 The voting members of the corporation shall consist of the parents and/or guardians of students currently enrolled in the band program at Newman Smith High School. In addition, the corporation may have Associate Members and Business Associate Members as directed by the Board of Directors, and such associate members shall have no voting privileges on business matters before the corporation, however they shall be afforded all other rights and privileges of membership in the corporation.

Voting Rights

2.2 Each family of a student in the band in good standing shall have one vote on matters brought before the membership by the Board of Directors for vote.

Termination of Membership

2.3 Membership of the parent or guardian is automatically terminated upon graduation of the student from Newman Smith High School or withdrawal from the band program.

Resignation

2.4 Any member may resign by filing a written resignation with the Secretary.

Reinstatement

2.5 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 the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Transfer of Membership

2.6 Membership in this corporation is not transferable or assignable.

Dues

2.7 The corporation may elect to collect membership dues upon a majority vote of the Board of Directors. If so elected, annual membership dues will be for the school year commencing in September and ending in August of the following year. A member is considered to be in good standing upon payment of annual membership dues. Annual family membership dues for the corporation are to be set by the Board of Directors and submitted for approval by the membership at the May meeting. For a minimum of \$10 donation per school year, alumni and friends of the Newman Smith Band may receive an Associate Membership. For a minimum of \$50 donation per school year, firms and corporations are encouraged to support the club activities through a Business Associate Membership.

ARTICLE III MEETINGS OF MEMBERS

Annual Meeting

3.1 An annual meeting of the members shall be held during the month of May in each year, beginning with the year 1968, at the hour of 7:00pm, for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the election of Directors shall not be held on the day designated for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as possible.

Special Meetings

3.2 Special meetings may be called by the president, the Board of Directors or not less than one-tenth of their members having voting rights.

Place of Meeting

3.3 The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Texas; but if all of the members shall meet at any time and place, either

within or without the State of Texas and consent to the holding of a meeting, such meeting shall be valid without call or notice and at such meeting any corporate action may be taken.

Notice of Meeting

3.4 Written, printed or verbal notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by electronic mail or postal mail, to each member entitled to vote at such meeting, not less than seven (7) days before the date of such meeting, by or at the direction of the President, or the Secretary or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/hers address as it appears on the records of the Corporation, with postage thereon prepaid.

Informal Action by Members

3.5 Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof.

Quorum

3.6 The members present shall constitute a quorum for the transaction of business in any regular meeting.

Proxies

3.7 At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his/hers duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless provided in the proxy.

Voting by Mail

3.8 Where directors or officers are to be elected by members or any class or classes of members such election may be conducted by mail in such manner as the Board of Directors shall determine.

Budget

3.9 An operating budget identifying fundraising projects and purposes for which the funds are being raised will be prepared by the Board of Directors and presented to the membership for approval in August of each year.

ARTICLE IV
BOARD OF DIRECTORS

General Powers

4.1 The affairs of the corporation shall be managed by its Board of Directors.

Number, Tenure and Qualifications

4.2 The number of Directors shall be not less than ten (10) and may be any number greater as deemed necessary to conduct the business of the Corporation by the current Board of Directors. Each Director shall hold office until the next annual meeting of members and until his/hers successor shall have been elected and qualified. Terms of office corresponds with fiscal year. Directors need not be residents of Texas, but all Directors must be members in good standing of corporation at time of nomination and shall maintain said membership in good standing throughout his/hers tenure.

Band Directors

4.3 The Band Directors are ex-officio, non-voting members of the Board of Directors and shall give guidance to the organization so that no school or district policy, U.I.L. or T.M.E.A. guidelines are violated.

Regular Meetings

4.4 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 .

Special Meetings

4.5 Special meetings of the Board of Directors may be called by or at the request of the President or any two 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.

Notice

4.6 Notice of any special meeting of the Board of Directors shall be given at least one day previously thereto by written notice delivered personally, by electronic mail or by postal mail to each director at his address as shown by the records of the corporation, by telephone to the number of record or in person by the Secretary or other Board member. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid. 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 concerned. 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.

Quorum

4.7 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 , the Directors present may adjourn the meeting from time to time without further notice.

Manner of Acting

4.8 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is

required by law or by these Bylaws.

Vacancies

4.9 Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Compensation

4.10 Directors as such shall not receive any stated salaries for their services.

4.11 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 consent in writing setting forth the action so taken shall be signed by all the Directors.

ARTICLE V OFFICERS

5.1 The elected officers (President, Vice President(s), Secretary, Treasurer, Assistant Treasurer) shall not be a school district employee working in administration or at Newman Smith High School.

Maximum Tenure

5.2 The maximum tenure for officers including President, Vice President(s), Treasurer, Assistant Treasurer(s) and Secretary shall be four (4) years.

Removal

5.3 Any officer elected or 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 removed.

Vacancies

5.4 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

5.5 The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Vice President

5.6 In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

Treasurer

5.7 If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of Article VII of these Bylaws and in general perform all the duties incident to the office of Treasurer, including the disbursement of funds, the filing of annual reports and returns with federal and state agencies including without limitation the IRS Form 990-series tax return, and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Secretary

5.8 The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Assistant Treasurers and Assistant Secretaries

5.9 If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general

shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or Board of Directors.

ARTICLE VI COMMITTEES

Committees of Directors

6.1 The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the corporation. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of an such committee or any Director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore, adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

Other Committees

6.2 Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the corporation shall be served by such removal.

Term of Office

6.3 Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease as a member thereof.

Chairman

6.4 The person or persons authorized to appoint the members thereof shall appoint one member of each committee as chairman.

Vacancies

6.5 Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum

6.6 Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Rules

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

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.1 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

7.2 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 or these Bylaws. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President and the Treasurer (or an Assistant Treasurer).

Deposits

7.3 All funds of the corporation shall be 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

7.4 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.

7.5 Financial controls. The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain separation of financial controls so that, minimally:

- (a) all expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Board of Directors;
- (b) checks exceeding \$500 must be endorsed by at least two officers authorized by resolution of the Board of Directors, and checks of the corporation shall include above the signature line a notice to this requirement;
- (c) an officer or other person without check signing authority designated by the Board shall review all bank statements; and,

- (d) a committee of at least two (2) persons without check signing authority shall annually audit all corporate finances, or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records.

7.6 Financial Report. The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the organization's financial policies. The Board of Directors shall have the report and the accounts examined annually. If the organization grosses less than \$250,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The internal audit committee shall consist of two or more board or voting members of the organization who are not involved in the routine handling of the organization's finances, including not having signature authority on bank accounts or approval authority over disbursements. If the organization grosses between \$250-500,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$500,000.

7.7 Record retention. All records of the organization shall be maintained and destroyed in accordance with law, and standard record retention guidelines. Financial records shall be maintained as follows:

RECORD	HOW TO STORE	PERIOD OF TIME
Year end Treasurer's financial report/statement	Store in corporate record book.	<u>Permanent</u>
Treasurer's reports, periodic	Compile & file records on yearly basis.	<u>Three Years.</u> Store w/financial records. Destroy after three years.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile & file records on a yearly basis.	<u>Seven Years.</u> Store w/financial records. Destroy after seven years.

ARTICLE VIII
CERTIFICATE OF MEMBERSHIP

8.1 The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be signed by the President or a Vice President, Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore on such terms and conditions as the Board of Directors may determine.

ARTICLE IX
BOOKS AND RECORDS

9.1 The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors and a record giving the names and addresses of the members entitled to vote and provide same for inspection on five days' written notice at the registered or principle office.

ARTICLE X
FISCAL YEAR

10.1 The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XI
SEAL

11.1 The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed whereon the name of the corporation and the words "Corporate Seal of Newman Smith Area Band Club, Inc."

ARTICLE XII
WAIVER OF NOTICE

12.1 Whenever any notice is required to be given under the provision 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 giving of such notice.

ARTICLE XIII
AMENDMENTS TO THESE BYLAWS

13.1 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 two days' written notice is given of an intention to alter, amend or repeal these Bylaws or to adopt new Bylaws at such meeting.

ARTICLE XIV
CONFLICT OF INTEREST POLICY

Existence of Conflict, Disclosure

14.1 Directors, officers and contractors of this organization should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the organization. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, or contractor competes or appears to compete with the interests of the organization. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

Nonparticipation in Vote

14.2 The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

Minutes of Meeting

14.3 The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

Annual Review

14.4 A copy of this conflict of interest statement shall be furnished to each director, officer and/or contractor who is presently serving the corporation, or who hereafter becomes associated with the corporation. This policy shall be reviewed annually for information and guidance of directors, officers and contractors, and new officers, directors and contractors shall be advised of the policy upon undertaking the duties of their offices.