

**BYLAWS OF THE BIRDVILLE BAND BOOSTERS, INC.
A NONPROFIT CORPORATION
P.O. Box 54362
Hurst, TX 76054**

Article I. OFFICES

Section I.01 *Principal Office*

The principal office of the corporation in the state of Texas shall be located in the city of Fort Worth, county of Tarrant. 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.

Section I.02 *Registered Office and registered Agent*

The corporation shall have and continuously maintain in the state of Texas a registered office, and a registered agent whose office is identical with such registered office as may be, but need not be, identical with the principal 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

Section II.01 *Classes of Members*

The corporation shall have one (1) class of members. The designation of such class and the qualification and rights of the members of such class shall be as follows: Members of the Haltom Area Band Friends, a Haltom High School Band Director, the Richland Area Band Boosters, a Richland High School Band Director, the Birdville United Band Boosters, a Birdville High School Band Director, and the Director of Fine Arts of the Birdville Independent School District, Tarrant County, Texas.

Section II.02 *Election of Members*

Members shall be elected by the Haltom Area Band Friends, the Richland Area Band Boosters, and the Birdville United Band Boosters, and additional members may be elected by the Board of Directors by an affirmative vote of the majority of the Board of Directors.

Section II.03 *Voting Rights*

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section II.04 *Termination of Membership*

The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who for cause deemed so by the membership.

Section II.05 *Resignation*

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any assessments, or other charges theretofore accrued and unpaid.

Section II.06 *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 the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section II.07 *Transfer of Membership*

Membership in this corporation is nontransferable or assignable.

Article III. MEETINGS OF MEMBERS

Section III.01 *Annual Meeting*

An annual meeting of the members shall be held by the last day of June of the current fiscal year, for the purpose of the transaction of business as may come before the meeting.

Section III.02 *Special Meeting*

Special meeting of the members may be called by the Chair of the Board of Directors.

Section III.03 *Place of Meeting*

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, regular 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, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and as such meeting, any corporate action may be taken.

Section III.04 *Notice of Meetings*

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail or e-mail, to each member entitled to vote at such meeting, not less than ten (10) or more than fifty (50) days before the date of such meeting, by or at the direction of the Chair, or the Secretary. In case of a special meeting or when required by statute, or these bylaws, the purpose or purposes for which the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section III.05 *Informal Action by Members*

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 for the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section III.06 *QUORUM*

The members holding seven (7) of the votes which may be cast at any meeting shall constitute a quorum at such meeting, with each school having a representative. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

Article IV. BOARD OF DIRECTORS

Section IV.01 *General Powers*

The affairs of the corporation shall be managed by its Board of Directors. The corporation shall operate on a fiscal year/school term basis, beginning on August 1st of each year and concluding on July 31st of the next succeeding year. The officers will operate on a school term basis, beginning on June 1st through May 31st of the following year. During those term years of the corporation beginning in the term year 2001/2002, the Board of Directors shall consist of: the President and First Vice-President of the Richland Area Band Boosters and one (1) person designated by that organization; the President and First Vice-President of the Haltom Area Band Friends and one (1) person designated by that organization; the President and First Vice-President of the Birdville United Band Boosters and one (1) person designated by that organization; a Band Director from Haltom High School, Richland High School and Birdville High School, and the Director of Fine Arts of the Birdville Independent School District. The

Chair of the Board of Directors shall appoint one (1) additional designated member to serve on the Board of Directors that year. During the term year 2001/2002 the Chair of the Board of Directors shall be the President of the Haltom Area Band Friends. In subsequent term years, the Chair and the additional designated member shall be passed next to the President of the Birdville United Band Boosters and then to the President of the Richland Area Band Boosters, returning the Chair and the additional designated member to Haltom Area Band Friends in continuous rotation. The Board of Directors shall appoint a bookkeeper.

Section IV.02 *Number, Tenure, and Qualifications*

The number of directors shall be fourteen (14). Each Director shall hold office until the next annual meeting of the members and until his successor shall have been designated and qualified.

Section IV.03 *Action of Members*

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.

Section IV.04 *Vacancies*

Any vacancy occurring on the Board of Directors shall be filled by the entity, either the Birdville United Band Boosters, the Haltom Area Band Friends, or the Richland Area Band Boosters, selecting the Director who has vacated his post. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section IV.05 *Compensation*

Directors as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Director from the corporation in any other capacity and receiving compensation therefore.

Article V. OFFICERS

Section V.01 *Officers*

The officers of the corporation shall be a Chair, a Vice Chair, a Secretary/Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. During the term year 2001/2002, the Office of Chair shall be held by the President of the Haltom Area Band Friends. In subsequent term years the office of Chair shall be passed next to the President of the Birdville United Band Boosters and then to the President of the Richland Area Band Boosters, returning the office of Chair to Haltom Area Band Friends in continuous rotation. During the term year 2001/2002, the Office of Vice Chair shall be held by the President of the Birdville United Band Boosters. In subsequent term years the office of Vice Chair shall be passed next to

the President of the Richland Area Band Boosters and then to the President of the Haltom Area Band Friends, returning the office of Vice Chair to Birdville United Band Boosters in continuous rotation. During the term year 2001/2002, the Office of Secretary/Treasurer shall be held by the President of the Richland Area Band Boosters. In subsequent term years the office of Secretary/Treasurer shall be passed next to the President of the Haltom Area Band Friends and then to the President of the Birdville United Band Boosters, returning the office of Secretary/Treasurer to Richland Area Band Boosters in continuous rotation.

Section V.02 *Election and Term of Office*

The officers of the corporation shall take office immediately following the regular annual meeting of the Board of Directors. If election of those officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall be duly appointed and qualified.

Section V.03 *Removal*

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 of the officer so removed.

Section V.04 *Vacancies*

A vacancy in the office of Chair or Vice Chair because of death, resignation, disqualification, or otherwise, may be filled by the BISD Band Boosters, Inc., or the Richland Area Band Boosters, or the Birdville United Band Boosters, or the Haltom Area Band Friends, which has authority to designate such officer. A vacancy in any other office may be filled by the Board of Directors for the unexpired portion of the term.

Section V.05 *Chair*

The Chair shall be principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He or she shall preside at all meetings of the members and of the Board of Directors. He or she 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 or she shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time. The Chair's term shall be for one (1) year.

Section V.06 *Vice Chair*

In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him or her by the Chair of the Board of Directors.

Section V.07 *Secretary/Treasurer*

The Secretary/Treasurer 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; keep a register of the post office and electronic address of each member which shall be furnished to the Secretary by each member; 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 or her by the Chair of the Board of Directors.

The Secretary/Treasurer shall be responsible as the overseeing agent, in collaboration with the bookkeeper, for all funds and securities of the corporation for the purpose of official financial recording and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chair of the Board of Directors.

Article VI. COMMITTEES

Section VI.01 *Committees of Directors*

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 any 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; 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 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.

Section VI.02 *Other Committees*

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 there is a quorum.

Section VI.03 *Term of Office*

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 member shall be sooner terminated, or unless such member be removed from such committee or unless such member shall cease to qualify as a member thereof.

Section VI.04 *Chair*

One (1) member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

Section VI.05 *Vacancies*

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.

Section VI.06 *Quorum*

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 there is a quorum shall be the act of the committee.

Section VI.07 *Rules*

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

Article VII. *CONTRACTS, CHECKS, DEPOSITS, AND FUNDS*

Section VII.01 *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. Such authority may be general or confined to specific instances.

Section VII.02 *Checks and Drafts*

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 bookkeeper or signed by the Director of Fine Arts.

Section VII.03 *Deposits*

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.

Section VII.04 *Gifts*

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

Article VIII. BOOKS AND RECORDS

Section VIII.01 *Books and Records*

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. The corporation shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and record of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

Article IX. FISCAL YEAR

Section IX.01 *Fiscal Year*

The fiscal year/term year of the corporation shall begin on the first day of August and end on the last day of July in each following year.

Article X.WAIVER OF NOTICE

Section X.01 *Waiver of Notice*

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 and signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

Article XI. AMENDMENTS TO BYLAWS

Section XI.01 *Amendments to Bylaws*

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting; if at least two (2) days written notice is given on an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.