

Bylaws
Of
Rebel Band Booster Club, Inc.

Article I – Name

Section 1. The name of this corporation shall be “Rebel Band Booster Club, Inc.” herein referred to as the “Booster Club”.

Article II – Purpose

~~Section 1. The purpose of this corporation is to promote and advance the welfare and interest of the bands to include all bands and guards of James F. Byrnes High School, in the end that our bands shall be a credit to the school and the community. It shall further be the purpose of the Booster Club members to assist the officers, to promote a closer unification among parents, band members and directors, and to promote interest of the school and community in band activities.~~ Rebel Band Booster Club, Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue code, or the corresponding section of any future Federal tax code. Rebel Band booster Club, Inc.’s purpose is to promote, stimulate interest in, and assist in the financing of the band and guard programs of James F. Byrnes High School. Its further purpose is to assist directors of the school band and guard in the maintenance of these programs, to cooperate with the school authorities, and promote school spirit. Its further purpose is to increase the interest of the faculty, student body and the community in the band and guard. The Booster Club is designated as a public benefit corporation.

Article III – Objectives

Section 1. To promote, stimulate interest in, and assist in the financing of the band programs of James F. Byrnes High School. Also, to assist the directors of the school band program in its maintenance and to cooperate with the school administration. It shall further be the objective of the Booster Club to increase the interest of the faculty, student body and the people of the community in the band and to help promote good school spirit.

~~Section 2. The Booster Club is currently a 501(c)(4), in the process of applying for the 501(c)(3) tax-exempt status.~~

~~The purpose for which the Rebel Band Booster Club is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c) 3 of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Code.~~ Rebel Band Booster Club, Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of

distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Rebel Band Booster Club, Inc. shall inure to the benefit of, or be distributable to its members, trustees, officer, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof and consistent with these Articles.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

~~Section 3. Notwithstanding any other provision of the bylaws or the Articles of Incorporation, the Booster Club shall not conduct or be a party to any other activities not permitted to be conducted by an organization that is exempt from Federal income Tax under Section 501(c) 3 of the internal Revenue Code of 1954 or any later provisions thereof.~~

Article IV – Principal Office

~~Section 1.~~ The Principal Office of this corporation is ~~“106 Joe Roy Drive, Lyman, SC 29365”~~. “150 East Main St., Duncan, SC 29334”.

~~Section 2.~~ Upon duly selecting a new Register Agent, a “Notice of Change of Principal Office” must be filed with the South Carolina Secretary of State within thirty (30) days of the date on which the new Registered Agent officially takes office.

~~Section 3.~~ The address of the Registered Agent and the Principal Office must be identical. Can we remove this?

Article V – Registered Agent

~~Section 1.~~ The Registered Agent is the “Chief Executive Officer” an “Executive Officer” of the Booster Club.

~~Section 2.~~ Upon duly selecting a new Registered Agent, a “Notice of Change of Registered Agent” must be with filed with the South Carolina Secretary of State within thirty (30) days of the date on which the new Registered Agent officially takes office.

Article ~~V~~ V– Membership and Voting Rights

- Section 1. The membership of the Booster Club shall consist of all persons interested in the band program of James F. Byrnes High School and by paying the annual membership dues. Membership will follow fiscal year as stated in Article XII.
- Section 2. The annual membership dues of the Booster Club shall be determined in the May meeting each year.
- Section 3. There is only one (1) class of voting membership. ~~Each member in good standing shall be entitled to cast one (1) vote on any item of business that requires a vote of the membership.~~ As memberships are based on family, there will be one (1) vote per family on any item of business that requires a vote of the membership.
- Section 4. Voting right shall be reserved only for those ~~members~~ families, in good standing, with the Booster Club. A member in good standing shall be a member who owes no delinquent dues or fees to the Booster Club. Any member who shall fail to deliver to the Treasurer of the Booster Club, full payment of ~~the annual band fees or membership dues~~ any fees or membership dues including uniform, activity, etc. is in default, and voting rights will be forfeited by any such member until such time as the Treasurer is in receipt of all delinquent dues and fees.

Article VI – Board of Directors

- Section 1. The Booster Club shall have a board of directors consisting of at least **9** and no more than **15** directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.
- Section 2. All corporate powers shall be exercised by or under the authority of the board and the affairs of the Booster Club shall be managed under the direction of the board, except as otherwise provided by law.
- Section 3. All directors shall be elected to serve a one-year term, however, the term may be extended until a successor has been elected. Director terms may be staggered at the direction of the board of directors. Directors may serve terms in succession, but not to exceed **6** consecutive terms. The term of office shall be considered to begin following the close of the May membership meeting and end at the close of the following year's May membership meeting.
- Section 4. The Director of Bands, and Director of Guard of James F. Byrnes High School shall be ex-officio members of the board of directors of the Booster Club, in an advisory, non-voting role.
- Section 5. In order to serve as the director on the board of directors, the individual must be (1) 18 years of age, (2) a member of the Booster Club, in good standing and (3) a parent or relative of a member of the band or guard of James F. Byrnes High School for the year in

which the director serves. Directors may be elected at any membership meeting by the majority vote of existing membership.

Section 6. The board of directors may fill vacancies due to the resignation, death or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

Section 7. The board of directors can bring forth a motion to remove an Officer or Chairperson for failing to fulfill the duties of his/her position, or for behaving in an irresponsible, negligent manner that is deemed damaging to the organization and the James F. Byrnes band programs. The person being recommended for removal must be contacted and given the opportunity to explain his/her actions in person to the board members. After discussing the matter with the officer or chairperson in question, a two-thirds majority vote of the board of directors is required to move forward with the formal motion for removal. The motion will be presented at the next regular booster meeting or special meeting, duly noticed in accordance with these Bylaws and voted on by membership.

Section 8. Directors shall receive no compensation for carrying out of their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

Section 9. Directors are not restricted from being remunerated for professional services provided to the Booster Club. Such remuneration shall be reasonable and fair to the Booster Club and must be reviewed and approved in accordance with the board's Conflict of Interest policy and state law.

Article ~~IX~~VII – Executive Board of Directors Officers

Section 1. The officers of the Booster Club shall consist of a President, Vice-President(s), a Secretary, Treasurer(s), the Past President, and the Director of Bands of James F. Byrnes High School. ~~and the Registered Agent.~~ These officers shall be members duly elected to the Executive Board of Directors. ~~All shall be members in good standing with the Booster Club~~ Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the Booster Club, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board member may act in more than one capacity where action of two or more officers required.

Section 2. The President, Vice President(s), the Secretary, Treasurer(s), Shall be elected in the April meeting for a term of one (1) year and may be re-elected. No officer will serve more than (2) consecutive terms in the same position, but can be elected to a different position.

However, an officer may serve one additional term if (1) no director is willing to fulfill the office and (2) the board of directors unanimously votes to allow the additional one-year term and (3) the officer is willing to serve.

Section 3. The ~~President~~ Board of Directors shall announce a Nominating Committee at the March meeting that will be charged with the duty of presenting a suitable slate of candidates for the election of the Booster Club officers and directors at the April meeting. The nominating committee shall consist of an out-going officer, band director, guard director and 4 members of the Booster Club, in good standing. In addition to the Nominating Committee's recommended slate, nominations will be accepted from the floor. ~~Voting will be by secret ballot.~~ If there is no objection, voting will be conducted by a show of hands. If this method is objected, voting shall take place by secret ballot.

Section 4. The Officers and Directors for the coming year will take office at the close of the May meeting.

Section 5. It shall be the duty of the President to preside at all meetings of the Booster Club, to appoint membership on standing and special committees, and to perform other duties as normally expected of a President. Upon the election of a new treasurer, the President must arrange for an audit of all financial records.

Section 6. The Vice-President(s) shall act as an aide to the President and shall perform the duties of the President in the absence of that officer and shall be a member of any committee as required.

Section 7. The Secretary shall keep a record of all meetings of the Booster Club as well as handling all correspondence and records.

Section 8. The Treasurer(s) shall receive and disburse all monies of the Booster Club, shall keep an accurate record of all receipts, disbursements, and render a report of all financial transactions at the regular and annual meetings.

Further, the Treasurer(s) will be required to deliver all financial records and receipts to the Booster Club's CPA firm as soon as possible after the close of the fiscal year, but no later than ~~June 30th~~ July 31st of each year. When records are delivered to the accountant, it should be stated that the completed taxes must be presented to the booster membership on or before October 14th of each year.

Further, on or before the ~~first Tuesday in~~ October 14th of each year, the Treasurer(s) will present a completed Form 990 at the membership of the Booster Club for review and as an official entry into the meeting minutes.

Further, the Treasurer(s) ~~will be required to mail the completed Form 990 via Certified Mail~~ will be required to file the completed Form 990 no later than the next business day following the review and the entry into the club minutes. The receipt from the filing

~~certified mailing~~ shall be presented and entered as a record in the meeting minutes at the November meeting each year.

Section 9. The Past President shall act as an advisor to the President.

Section 10. The Directors of Bands of James F. Byrnes High School shall have full authority in all matters related to the band members and the band programs. ~~He or she will also share jointly with the President in the responsibility of selecting the Director of Transportation.~~

~~Section 11. The Registered Agent will be the Chief Executive Officer of the Executive Board of Directors with the responsibility of ensuring that all activities of the Booster Club and the actions of the elected officers are compliant with all State and Federal law as well as complying with the policies and procedures of School District Five of Spartanburg County.~~

Section 12-11. ~~Any Elected Officer may be removed from office by a vote of membership or, for cause, an officer may be removed by the Registered Agent.~~ The board of directors can bring forth a motion to remove an Officer or Chairperson for failing to fulfill the duties of his/her position, or for behaving in an irresponsible, negligent manner that is deemed damaging to the organization and the James F. Byrnes band programs. The person being recommended for removal must be contacted and given the opportunity to explain his/her actions in person to the board members. After discussing the matter with the officer or chairperson in question, a two-thirds majority vote of the board of directors is required to move forward with the formal motion for removal. The motion will be presented at the next regular booster meeting and voted on by membership.

Section 13 12. Any officer may resign at any time by giving written notice to the Board of Directors or any member thereof, ~~without prejudice to the rights, if any, of the Booster Club under any contract to which the officer is a party.~~ The effective date of a notice of resignation shall be the date of receipt or at any later date as specified therein.

Section 14 13. A vacancy in any elected office may be filled by an appointment of a majority of the Board of Directors. A vacancy of the Director of Bands will be filled by the administration of District Five Schools. An officer appointed to such a vacancy shall serve the remainder of the term of the officer that he or she is replacing.

Article VII VIII – Meetings

Section 1. A regular meeting of the membership of the Booster Club will be held ~~on the first Tuesday of each month except the month of July~~ at least 4 times per year.

~~Section 2. All meetings will be held in the Byrnes High School band room at 7:30 7:00 PM, unless otherwise posted in advance.~~

Section 3 2. Special meetings may be called by ~~the President as needed~~ an affirmative vote of 2/3 of the directors of the board.

Section 4.3. All special meetings shall require the membership be given fair and reasonable notice of the meeting. It will be considered fair and reasonable if the membership is given ~~ten (10)~~ **two (2)** days notice of the meeting and the notice includes the item or items of business that will be presented. Only the item or items of business that are included in the notice of a special meeting may be discussed in the meeting.

Section 5.4. A quorum of any meeting, regular or special, will be those members, **in good standing**, present at any meeting of which the membership was given fair and reasonable notice.

Section 5. **A regular meeting of the board of directors will take place a minimum of 1 week prior to regular Booster Meetings and as needed to carry out the objectives of the James F. Byrnes band programs.**

Article VIII – Business

Section 1. Unless otherwise provided for herein, business of the Booster Club as a whole shall be conducted in the regular meetings of the membership, provided, however, that it shall be the duty of a member desiring to introduce new business at any regular meeting to so notify the presiding officer before the meeting has been called to order, and provided further, that where such notice has not been given, it shall be the duty of the presiding officer to first secure the consent of the membership present before permitting the introduction of new business.

~~Section 2. Only those persons holding a valid paid membership and in good standing with the Booster Club shall have the right to vote.~~

Section 3.2. All disbursements shall be made by check or ~~Booster Club charge card with the Treasurer or President signing all checks and having managing knowledge of all credit card transactions~~ **cash. The treasurer will not reimburse funds without a receipt.**

Article X – Conflict of Interest

Section 1. ~~All financial transactions between the Booster Club and the Executive Board of Directors and the family members of the Executive Board of Directors is prohibited unless authorized by a vote of the membership of the Booster Club.~~ **The board of directors shall adopt and periodically review a conflict of interest policy to protect the Booster Club's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.**

Article XI – Committees

Section 1. The ~~President~~ **board of directors** shall appoint a chairperson for all standing committees as required to serve the needs of the Booster Club in providing support for the band. The chairperson of each committee will have the responsibility for selecting their staff. All shall

be members in good standing. These committees include ~~fund raising, membership, publicity, telephone, and food.~~ those listed on the organizational chart.

Section 2. Committees for special purposes may be appointed by the ~~President~~ board of directors as needed.

Section 3. The chairperson of each committee is required to keep records and minutes of all activities and meetings of his or her committee ~~and present their minutes at each regular and annual meeting of the Association.~~ be prepared to present committee business to the Booster Club Membership as requested by the board of directors.

Article XII – Contracts

Section 1. The Executive Board of Directors of the Booster Club is the sole authority over legally binding contracts and agreements between the Booster Club and any individual, organization, or government entity. The Executive Board of Directors may designate signatory authority to the President.

Article XIII – Policies & Procedures

Section 1. The Executive Board of Directors shall from time to time establish policies and operating procedures relative to the conduct of business related to these Bylaws, to amendments to these Bylaws, and to resolutions and other actions that the board may take that will require sustained activity by the Booster Club. ~~Correspondingly, the board shall direct the Registered Agent to develop administrative procedures to ensure that all laws, regulations, rules and policies and other edicts issued by the board are supported within the day to day operations of the Booster Club.~~

Section 2. All drivers of Booster Club vehicles, and all chaperones, must comply with all current prevailing laws, policies and procedures. This is inclusive of all local, State, Federal laws and mandates as well as those set forth by the Administration of School District Five of Spartanburg County. Additionally, all ~~driver and~~ chaperones must be members in good standing with the Booster Club ~~and pass background checks as required by School District Five of Spartanburg County.~~

Section 3. Any non-budgeted expenditure that exceeds ~~Five Hundred Dollars (\$500.00)~~ One Thousand Dollars (\$1,000) must be approved by a vote of the membership.

Section 4. All Booster Club fund raising projects must be approved by the ~~membership~~ board of directors and school administration.

Article XIV – Indemnification of Directors

Section 1. The Directors of the Booster Club shall be indemnified to the extent allowable under South Carolina non-profit law.

~~Article XV – Directors Liability~~

~~Section 1. — No Director of the Booster Club shall be liable for debts, liabilities, and other obligations of the Booster Club.~~

~~Article XVI – Fiscal Year~~

Section 1. The fiscal year of Rebel Band Booster Club is June 1st to May 31st.

~~Article XVII – Records~~

Section 1. The Booster Club shall keep as permanent records, minutes of all regular, special meetings, the meetings of its ~~Executive~~ board of directors, and a record of all actions taken by committees of the Booster Club. The Booster Club shall also maintain accounting records, and an accurate and current record of its board members.

Section 2. All records including books, accounts, records, minutes, letters, ~~memoranda~~, documents, checks, vouchers, ~~telegrams~~, articles, bylaws, and any and all other records that may be deemed necessary in the operation of the Booster Club shall be available for review or copying to the Attorney General of South Carolina or to a duly designated representative of the federal government upon written request from the investigating entity to the Registered Agent or to the ~~Executive~~ board of directors.

Section 3. A list of the current membership shall be maintained and must be available at all meetings whether it be a regular meeting, a special meeting or a meeting of the ~~Executive~~ Board of Directors.

Section 4. Permanent records shall include the Articles of Incorporation, restated Articles of Incorporation, and all amendments to them currently in effect, resolutions adopted by the board relating to the characteristics, qualification, rights limitations, and obligations of the board members, the minutes of all meetings of the board and a record of all actions approved by the board for the past three years, all written communications to the board within the past three years, including the financial statements for the past three years and the most recent report of each type required to be filed by the Booster Club with the Secretary of State shall be maintained as permanent records of the Booster Club and shall reside with the Secretary, Treasurer(s), and President or Registered Agent as appropriate.

Section 5. Records of the Rebel Band Booster Club, Inc. shall be available to the membership to the extent provided by either federal or state law.

~~Section 6. — Within thirty days (30), after the final meeting of the fiscal year, all records are to be turned over to the newly elected officers for proper storage and maintenance.~~

~~Article XVII – Amendments~~

Section 1. ~~The Executive Board of Directors shall have the power to alter, amend, or repeal these Bylaws by a two-thirds majority of the Executive Board of Directors at any duly convened meeting of the board after giving notice to the Executive Board of Directors of such purpose.~~ These Bylaws may be altered or amended only by a two-thirds affirmative vote of the members, in good standing, of the Rebel Band Boosters at a regular business meeting. The intent to alter or amend these Bylaws , as well as proposed changes, must be announced and publicized at least ten (10) days prior to the date of the meeting.

~~Section 2. Thirty (30) days notice to the Executive Board of Directors of the meeting in which an amendment is to be approved must be given and the notice is required to state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and it contains or is accompanied by a copy or summary of the amendment or states the general nature of the amendment.~~

~~Section 3. These Bylaws may be altered or amended only by a two-thirds affirmative vote of the members in good standing of the Booster Club.~~

Article XIX – Dissolution

~~Section 1. In the event of dissolution, assets of the Rebel Band Booster Club, Inc. will be donated to James F. Byrnes High School.~~

These Bylaws were last amended and approved on the ?? day of ?????? by the Rebel Band Booster Club.