

Adopted: September 22, 2016

**AMENDED AND RESTATED
BY-LAWS**

OF

**WILLIAM A. HOUGH HIGH SCHOOL
BAND BOOSTER ORGANIZATION,
INCORPORATED**

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**AMENDED AND RESTATED BYLAWS
OF
WILLIAM A. HOUGH HIGH SCHOOL BAND BOOSTER ORGANIZATION, INC.
(the “Organization”)**

ARTICLE I - OBJECTIVES OF THE ORGANIZATION

The objectives of the Organization shall be:

1. To promote the interest of the William A. Hough High School Band Program (the “Hough High Band Program”).
2. To foster a supportive relationship between band parents and other interested members of the community with the Hough High Band Program.
3. To provide funds for the purchase, maintenance, and care of band uniforms, instruments, music, necessary equipment, travel and other band needs.
4. To provide chaperones and transportation service as needed.
5. To cooperate with the Director of Bands and Band Staff to strengthen the Hough High Band Program.
6. To operate as a non-profit organization, organized exclusively for the charitable, scientific, literary, or educational purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any successor Federal Tax Code (as amended, the “Internal Revenue Code”).

ARTICLE II - DIRECTOR OF BANDS/PRINCIPAL

1. The Director of Bands and the Principal will be the final decision-makers regarding all matter pertaining to the Hough High Band Program.
2. The Director of Bands and Principal may, with or without cause, remove from office any other member of the Executive Board.

ARTICLE III - MEMBERSHIP; BAND LAB FEES AND MEMBERSHIP DUES

1. Membership in the Organization is voluntary and shall consist of individuals, organizations, industries and families who agree to accept and uphold the Bylaws and are interested in promoting the objectives of the Organization (“Members”). Membership of the Organization shall be from July 1st through June 30th of the following school year.

2. Membership is effective and Members shall be considered in good standing (“Good Standing”), as determined by the Director of Bands and the Executive Board;
 - a. with respect to any Member that is a parent or legal guardian of one or more students active in the Hough High Band Program, upon timely payment or satisfaction of (i) annual Band Lab Fees, (ii) annual Fundraising Fair Share requirement and (iii) applicable annual Membership Dues; and
 - b. with respect to all other Members, upon timely payment of applicable annual Membership Dues.
3. The amount of Band Lab Fees and payment due dates will be determined by the Director of Bands in consultation with the Executive Board on an annual basis.
4. The amount of the Fundraising Fair Share requirement and payment due dates will be determined by the Director of Bands in consultation with the Executive Board on an annual basis.
5. The amount of Membership Dues and payment due dates will be determined by the Executive Board in consultation with the Director of Bands on an annual basis. The Executive Board may set Membership Dues for parents or legal guardians of one or more students active in the Hough High Band Program at a different amount than Membership Dues for other Members.
6. The Executive Board may, at its discretion and in consultation with the Director of Bands, set a service commitment requirement for Members in lieu of or in addition to Band Lab Fees, the Fundraising Fair Share requirement and Membership Dues.
7. Checks returned for non-sufficient funds will incur the cost charged by the Band Booster bank and an additional 10% (of the bank charge), or such other amount established by the Executive Board from time to time, as a processing fee. The amount due shall be paid by cash, money order or a certified check.
8. Service charges, including PayPal processing and similar fees shall be covered by the user unless otherwise stated in the band event documentation.

ARTICLE IV - ELECTIONS

1. The officers of the Organization shall be a President, a Vice-President, a Corresponding Secretary, a Publicity Secretary, a Treasurer and an Assistant Treasurer. Only those Members with students active in the Hough High Band Program are eligible to become officers; provided that no more than one person from any individual household shall be eligible for election as an officer of the Organization. The preceding limitation shall not preclude multiple members of an individual household from serving in other capacities, such as committee chairs, for the Organization.

2. The official term of office for the Executive Board (although planning meetings may be held prior to the official date of term) shall be one (1) year running from July 1st through June 30th of the following year.
3. Newly elected officers will begin transitioning into office at the beginning of the annual meeting by shadowing the current officers with the transition complete at the end of June.
4. Each officer of the Organization shall be eligible to serve as an officer for two (2) full successive terms. Thereafter, such officer must cease to serve as an officer of the Organization for a least one year before being eligible for election as an officer of the Organization.
5. Officers shall be chosen by a majority vote of Members present at the annual Regular Business Meeting after having been duly nominated in accordance with these Bylaws.
6. The President shall appoint a nominating committee of at least three (3) Members prior to the annual Regular Business meeting each year, whose purpose will be proposing the names of candidates for the officers.
7. The nominating committee may also propose a secondary slate of names for committee chairs.
8. The nominating committee shall report and recommend candidates at the annual Regular Business Meeting. At this meeting, nominations may be made from the floor.
9. In case of a vacancy in any office, the Executive Board shall appoint a person to fill the office on an interim basis.

ARTICLE V - DUTY OF OFFICERS

1. The President shall be the Chief Executive Officer and shall hold membership on all committees and shall generally insure the fulfillment of the duties of officers and committee chairpersons in addition to the duties of President as prescribed by these Bylaws and by the Parliamentary Authority adopted by the Organization. The President shall preside at all meetings and shall be the chairperson of the Executive Board. The President shall call for regular monthly committee reports and shall see that regular elections are held.
2. The Vice-President shall serve as chairperson of the Financial Committee in addition to the duties of the Vice-President as prescribed by these Bylaws and by the Parliamentary Authority adopted by the Organization. The Vice-President shall be a candidate for the office of President of the Organization in the year succeeding the year of service as Vice-President. The Vice-President is also in charge of all fund raising activities of the Organization. The Vice President shall succeed the President as approved by the Executive Board in the event the President's office becomes vacant. The Vice President shall also act in place of the President in case the President is absent. The Vice-President shall also serve as liaison with other organizations at the discretion of the President.

3. The Corresponding Secretary shall perform the duties prescribed by these Bylaws and by the Parliamentary Authority adopted by the Organization. The Corresponding Secretary shall be assisted in these duties by the Publicity Secretary as deemed necessary in regard to general correspondence with Members of the Organization. The Corresponding Secretary shall take all minutes of the Organizations meetings; distribute the minutes to the Members prior to each Regular Business Meeting; send out all correspondence from the Director of Bands, President and other officers of the Organization on an as needed basis. The Corresponding Secretary shall be the chairperson of the Membership Committee. The Corresponding Secretary shall keep the general records, including minutes of the Executive Board and all business meetings, committee appointments, officers' list and list of Members showing their addresses, telephone numbers and e-mails when available.
4. The Publicity Secretary shall perform the duties prescribed by these Bylaws and by the Parliamentary Authority adopted by the Organization. The Publicity Secretary shall be assisted in these duties by the Corresponding Secretary as deemed necessary in regard to general correspondence with Members of the Organization. The Publicity Secretary shall be the chairperson of the Publicity Committee. The Publicity Secretary shall maintain close contact with the Director of Bands; help maintain the Organization's website; handle all press releases; distribute a regular newsletter to the Members; maintain an annual list of all awards won by the Hough High Band Program and the individual students in the Hough High Band Program; and provide necessary means of communication to effectively engage the activities of the Organization and Hough High Band Program.
5. The Treasurer shall, with the assistance of the Assistant Treasurer, prepare and report customary financial statements quarterly for each fiscal quarters ending on the last day of September, December, March and June in addition to the duties of the Treasurer as prescribed by these Bylaws and by the Parliamentary Authority adopted by the Organization. The Treasurer and Assistant Treasurer shall hold membership on the Financial Committee. It shall be the responsibility of the outgoing Treasurers to close the financial books for the ending fiscal year as of June 30th of each year. The outgoing Treasurer shall submit, or cause to be submitted, a Form 990 (Return of Organization Exempt from Income Tax) to the Internal Revenue Service and a copy to the incoming Treasurer no later than October 30th (three months following the fiscal year). The Treasurer shall receive all monies and deposit the same in a bank determined by the Executive Board and shall pay out monies only in authority of the Executive Board. All checks and vouchers must be signed by the Treasurer, Assistant Treasurer or the President. The Treasurers shall prepare and submit written monthly financial reports to the Executive Board. The Assistant Treasurer shall be a candidate for the office of Treasurer of the Organization in the year succeeding the year of service as Assistant Treasurer.

ARTICLE VI - EXECUTIVE BOARD

1. The officers of the Organization, chairpersons of committees, and the Director of Bands shall constitute the Executive Board. The Principal of William A. Hough High School shall be an *ex officio* member of the Executive Board.
2. The Executive Board shall manage the business and affairs of the Organization, make recommendations to the Members of the Organization, and shall perform other such duties as specified in these Bylaws. The Executive Board shall be responsible for the execution, through its officers and committee chairpersons, of the authorized policies of the Organization. All major projects shall first be considered and shaped by the Executive Board. It shall authorize expenditures, have the authority to periodically audit the books and accounts of the Organization, designate or recommend a bank for deposit of the funds and have the power to override or modify the action of any officer of the Organization. The Board, may, for good cause, declare any office vacant, upon 2/3 vote of the Executive Board.
3. The Executive Board shall appoint committee chairpersons for standing committees and create special committees as deemed necessary to fulfill the purpose of this Organization.
4. The outgoing President of the Organization shall serve as a non-voting member of the incoming Executive Board during the year following his/her presidency.
5. Members of the Executive Board shall receive no compensation for performing the responsibilities of their offices

ARTICLE VII - COMMITTEES

1. The standing committees of the Organization shall be a Financial Committee, a Chaperone and Transportation Committee, a Membership Committee, a Publicity Committee, a Uniform Committee, a Social Committee, Equipment and Physical Facility Committee, a Concessions Committee, and following the establishment of an annual marching band contest hosted by the Hough High Band Program, a Hough Marching Band Festival Committee.
2. The President may appoint, and at the request of the Director of Bands shall appoint, a Bylaws Review Committee.
3. The Executive Board may create ad-hoc committees, including appointing a chairperson and members as necessary.

ARTICLE VIII - DUTIES OF COMMITTEES

1. The Financial Committee shall aid the Director of Bands in the preparation of the annual budget. The Financial Committee shall approve any expenditure over \$100.00. Purchases will be controlled by the use of purchase orders issued by the Financial Committee.

2. The Chaperone and Transportation Committee shall aid the Director of Bands in securing chaperones for all off-campus band activities and in acquiring information concerning transportation, motel accommodations, and other such pertinent details relating to Band Trips.
3. The Membership Committee shall communicate urgent information to the Members and aid the Director of Bands in conducting membership drives.
4. The Publicity Committee shall aid the Director of Bands in advertising all band project activities and functions in all media available and shall assist the Corresponding and Publicity Secretaries with correspondence to Members of the Organization.
5. The Uniform Committee shall aid the Director of Bands in the issuance, maintenance and acquisition of all necessary uniforms and parts.
6. The Social Committee shall aid the Director of Bands in the planning and preparing the social activities of the Hough High Band Program and Organization.
7. The Equipment and Physical Facility Committee shall aid the Director of Bands in maintaining and improving the equipment and physical facilities of the band.
8. The Concessions Committee shall plan, organize, and operate concession projects, including the sale of merchandise, in conjunction with events scheduled by the committee.
9. The Hough Marching Band Festival Committee shall along with the Director of Bands and the membership, plan, organize and host an annual marching band contest.
10. The Bylaws Review Committee shall review the Bylaws and recommend amendments, if necessary.

ARTICLE IX - OFFICE LOCATION

1. Principal Office - The principal office of the Organization shall be located at 12420 Bailey Road, Cornelius, Mecklenburg County, North Carolina 28031, which shall also be the registered office of the Organization.
2. Registered Office - The registered office of the Organization required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.
3. Other Offices - The Organization may have offices at such other places, whether within or outside of the State of North Carolina as the Executive Board may designate or as the affairs of the Organization may require from time to time.

ARTICLE X - REGULAR BUSINESS MEETINGS OF THE MEMBERS

1. An annual Regular Business Meeting of the Members of the Organization shall be held at the principal office of the Organization or at such other place as the Executive Board may designate. Additional Regular Business Meetings shall be held from time to time at a time and place to be determined by the Executive Board and the Director of Bands.
2. Each Member in Good Standing shall have one vote and except as otherwise provided in these Bylaws, the act of the majority of the Members present at a meeting in which a quorum is present shall be the act of the Organization.
3. A quorum shall consist of 10% of all Members. In the event that a quorum is not achieved, the Executive Board is authorized to act on behalf of the general membership. A quorum or a quorum of the Executive Board acting on its behalf is necessary for the transaction of business at a Regular Business Meeting.
4. Members shall have the right to vote on (a) elections of officers of the Organization pursuant to Article IV of these Bylaws, (b) amendments to these Bylaws requiring the approval of the Members pursuant to Article XXI, (c) such other matters as are designated for vote of the Members by the Executive Board, and (d) any matter on which the Act requires that the Members vote.

ARTICLE XI - EXECUTIVE BOARD MEETINGS

1. The Executive Board shall meet once each month prior to or in conjunction with a Regular Business Meeting. The meeting date of the Executive Board shall be set by the current members of the Executive Board.
2. Special meetings of the Executive Board meetings may be called at the discretion of the President, or The Director of Bands, or by written request of five (5) Members in Good Standing.
3. Regular meetings of the Executive Board may be held without notice. The person or persons calling a special meeting of the Executive Board shall, at least 10 days prior to the meeting, give written notice thereof delivered personally or sent by United States mail, facsimile or electronic mail to each member of the Executive Board at his or her address as shown by the records of the Organization. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If sent by facsimile or electronic mail, such notice shall be deemed delivered upon receipt of an electronic acknowledgment of delivery. Such notice need not specify the purpose for which the meeting is called.
4. Any member of the Executive Board may waive notice of any meeting. The attendance by a member of the Executive Board at a meeting shall constitute a waiver of notice of such meeting, except where such member of the Executive Board attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

5. Any Member of the Organization is free to attend the meetings of the Executive Board and is free to speak on any issue, but only members of the Executive Board may vote.
6. A majority of the members of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board. Except as otherwise provided in these Bylaws, the act of the majority of the members of the Executive Board present at a meeting at which a quorum is present shall be the act of the Executive Board.
7. The vote of the Director of Bands will break any tie in the vote among the Executive Board.
8. An Executive Board Member who is present at a meeting of the Executive Board at which action on any matter is taken shall be presumed to have assented to the action taken unless a contrary vote is recorded or a dissent is otherwise entered in the minutes of the meeting or unless a written statement of dissent is filed with the person acting as the Corresponding Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Corresponding Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to the Executive Board Members who voted in favor of said action.
9. Action taken by the Executive Board without a meeting is nevertheless Executive Board action if written consent to the action in question is approved in writing by all of the members of the Executive Board (other than *ex officio* members). Such approval may be evidenced by signature or electronic indicia of assent, and shall be filed with the minutes of the proceedings of the Board.

ARTICLE XII - COMMUNICATION

1. The Hough High School Band Program web site (issued through CMS) shall serve as the primary clearinghouse for all general information concerning band and booster activities. General information includes, but is not limited to scheduled rehearsals, meeting times and locations and upcoming events and fundraisers.
2. Information may be further disseminated through papers sent home with students or by email/mail as warranted. Other modes of communication can be used at the agreement of the both the Director of Bands and Publicity Secretary.

ARTICLE XIII - FUNDRAISING

1. The Organization controls and uses all funds raised from fundraisers for the tax-exempt, public purpose of the Organization.
2. Although participation in fundraising activities is voluntary, timely payment or satisfaction of the Fundraising Fair Share requirement is mandatory.
3. Ten Percent of all fundraising profit (when funds are available as determined by the Executive Board) will be placed in a commissioning fund that will be used to commission

new works in the name of the Hough High Band Program. This amount is determined after the student portion of the profit (if any) is applied to student accounts.

4. Five Percent of all fundraising profit (when funds are available as determined by the Executive Board) will be placed in a uniform renewal fund that will be used to replenish our band uniform inventory in the event CMS can-not meet the full financial obligation of uniform purchase at the time Hough High School meets renewal. This amount is determined after the portion of the profit (if any) is applied to student accounts.
5. All fund raisers of the Organization shall be run by committees as appointed by the Vice-President with the chairperson of the committee being approved by the Executive Board. Subject to Article XVII, the applicable fundraising committee may recommend that a portion of fundraising profit be allocated to student accounts.

ARTICLE XIV - CONTRACTS LOANS CHECKS AND GIFTS

1. The Executive Board may authorize any officer or officers, agents, or agents, to enter into any contract or execute and deliver any instrument or service in the name of and on behalf of the Organization and such authority may be general or confined in specific instances.
2. No loan shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances.
3. All checks, drafts or other orders for the payment of money, issued in the name of the Organization shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Executive Board. In the absence of such resolution, such instruments or services shall be signed by the Treasurer and approved by the President and Director of Bands.
4. All funds of the Organization not otherwise employed or invested shall be deposited from time to time to the credit of the Organization in such depositories as the Executive Board directs.

ARTICLE XV - RECORDS AND REPORTS

1. The Organization shall keep all records and submit and file all reports and filings as are required by applicable law. Unless the Executive Board otherwise directs, the Treasurer shall be responsible for keeping, or causing to be kept, all financial and accounting records of the Organization and for submitting or filing, or causing to be submitted or filed, all reports and filings of a financial or accounting nature, and the Corresponding Secretary shall be responsible for keeping, or causing to be kept, all other records and for submitting or filing, or causing to be submitted or filed, all other reports or filings.
2. The Organization shall keep as permanent records minutes of all meetings of its Members and its Executive Board, a record of all actions taken by the members of the Executive Board without a meeting, and a record of all actions taken by committees of the

Organization. The Organization shall maintain appropriate accounting records. The Organization shall maintain a record of its Members, in a form that permits preparation of a list of names and addresses of all Members in alphabetical order showing the number of votes its Members are entitled to cast. The Organization shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

3. The Organization shall keep a copy of the following records at the Organization's principal office: (a) its Articles of Incorporation and all amendments to them currently in effect; (b) its Bylaws and all amendments currently in effect; (c) resolutions adopted by the Members or the Executive Board relating to the number of classification of officers or to the characteristics, qualification, rights, limitations and obligations of its Members or any class or category of Members; (d) the minutes of all Members' meetings, and records of all actions taken by Members without a meeting for the past three years and the financial statements required by law to be made available to a Member upon demand during the past three years; (f) a list of names and business address of its current officers; and (g) its most recent annual report required to be delivered to the North Carolina Secretary of State pursuant to the North Carolina Nonprofit Corporation Act (as amended, the "Act").
4. The Organization upon written demand from a Member in Good Standing shall furnish its latest annual financial statements, if any, which may be consolidated or combined statements of the Organization and one or more of its subsidiaries or affiliates, as appropriate, that include a balance sheet as of the end of the fiscal year and a statement of operations for that year. If financial statements are prepared for the Organization on the basis of generally accepted accounting principles, the annual financial statements shall also be prepared on that basis.
5. If the Organization indemnifies or advances expenses to an officer in connection with a proceeding by or in the right of the Organization, the Organization shall give notice of the indemnification or advance in writing to the Members with or before notice of the next meeting of Members.
6. The Organization shall prepare (if required) and deliver to the North Carolina Secretary of State for filing each year the annual report required by the Act. Such annual report shall be filed each year within (60) sixty days immediately following the last day of the month in which the Organization was incorporated. The Organization may, and when required by law shall, file all necessary or appropriate corrections and amendments to such annual report and shall promptly file and amendment to its annual report to reflect and change in the location of the principal office of the Organization.

ARTICLE XVI - GENERAL PROVISIONS

1. The Executive Board shall provide a suitable corporate seal for use by the Organization if deemed appropriate. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, stamped or reproduced by any means. Any officer of the Organization authorized to execute or attest a document on behalf of the Organization may affix or

reproduce on such document, as and for the corporate seal of the Organization, a seal in any other form sufficient to evidence that it is intended by such officer to represent the corporate seal of the Organization.

2. Except as otherwise provided in the Articles of Incorporation or these Bylaws, any notice permitted or required to be given pursuant to these Bylaws may be given in any manner permitted by applicable law and with the effect therein provided.
3. Whenever any notice is required to be given to any person under the provisions of the Act or under the provisions of the Articles of Incorporation or Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice and included or in the minutes or files with the corporate records, whether done before or after the time stated in the notices, shall be equivalent to the giving of such notice.
4. The Fiscal Year of the Organization shall end on June 30th of each year.
5. Subject to, and to the extent consistent with the requirements for qualification of the Organization as a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code, any person who at any time serves or has served as an officer of the Organization shall have a right to be indemnified by the Organization to the fullest extent permitted by law against: (a) costs and expenses, including reasonable attorneys' fees, actually and necessarily incurred by him or her in connection with any threatened, pending or completed action, suite or proceeding, whether civil, criminal, administrative or investigative, whether formal or informal, want whether or not brought by or on behalf of the Organization, arising out of his or her status as such officer, or his or her status as an officer, employee or agent of the Organization or his or her service at the request of the Organization, as a director, officer, partner, trustee, employee or agent of any other organization, corporation, partnership, joint venture, trust or other enterprise or as a trustee or administrator under an employee benefit plan, or his or her activities in any of the foregoing capacities, and (b) any liability incurred by him or her, including without limitation, satisfaction of any judgment, money decree, fine (including any excise tax assessed with respect to an employee benefit plan), penalty or settlement, for which he or she may have become liable in connection with any such action, suit or proceeding.
6. The Executive Board of the Organization shall take all such action as may be necessary and appropriate to authorize the Organization to pay the indemnification required by these Bylaws, including without limitation, to the extent necessary, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.
7. Subject to, and to the extent consistent with, the requirements for qualification of the Organization as a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code, expenses incurred by an officer in defending an action, suite or proceeding may be paid by the Organization in advance of the final disposition of such action, suite or proceeding upon receipt of an undertaking by or on behalf of the officer to play such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Organization against such expenses.

8. Any person who at any time after the adoption of these Bylaws serves or has served as an officer of the Organization shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein, and any modification or repeal of this provision for indemnification shall be prospective only and shall not affect any rights or obligations existing at the time of such modification or repeal. Such right shall inure to the benefit of the legal representatives of any such persona, shall not be exclusive of any other rights to which such person may be entitled apart from the provisions of the Bylaws, and shall not be limited by the provisions for indemnification of Sections 55A-8-56 of the Act or any successor statutory provisions.
9. Any person who is entitled to indemnification by the Organization hereunder shall also be entitled to reimbursements of reasonable costs, expenses and attorney's fees incurred in obtaining such indemnification.
10. Subject to Article XXI, these Bylaws may be amended or repealed and new Bylaws may be adopted by action of the Executive Board; provided, that no amendment may be made which would prevent the Organization from qualifying as a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code, or which otherwise be inconsistent with the Articles of Incorporation of the Organization.
11. The Executive Board may not amend the Articles of Incorporation in a manner that has the same effect as any change or amendment referred to above without the approval required to make such a changer or amendment of the Bylaws.

ARTICLE XVII - STUDENT ACCOUNTS

1. A student account will be established for each band student. The accounts are intended to allow students an opportunity to use part of the proceeds from various fundraisers to help offset the student costs associated with Band Lab Fees and trips organized by the Hough High Band Program ("Band Trips"). The Executive Board has the discretion to allocate a portion of fundraising profit (when funds are available as determined by the Executive Board) to student accounts. "Credit" for fundraising effort may be given only in very limited circumstances with respect to product sales or service activities. In no event shall any money be allocated to student accounts until AFTER all expenses of the have been subtracted. Individuals may not withdraw funds from student accounts, and funds in student accounts may only be used for the purposes set forth in these Bylaws.
2. Any funds in a student account at the end of the Organization's fiscal year shall automatically be applied toward such student's Band Lab Fee for the immediately succeeding fiscal year.
3. A student's Band Lab Fee must be fulfilled before they are eligible to participate in a Band Trip.
4. At the time of the Band Trip, student accounts may be used to cover the "per student cost" for the Band Trip.

5. In cases where the student's account does not contain sufficient funds to cover the "per student cost of a Band Trip," the student will be required to make up any shortage in the cost prior to participating in the Band Trip.
6. In cases where the student's account contains funds in excess of the "per student cost," the excess funds may be used to defer the cost of the student's parents and/or siblings acting as chaperones on the Band Trip.
7. Should a rising senior not be scheduled for a Band Trip during the senior year, the funds in such senior's student account may, with the approval of the Director of Bands, be utilized to pay for an off-campus approved band camp tuition between the student's junior and senior year.
8. Any funds left in the student account upon a student's graduation or withdrawal from the Hough High Band Program may, with the approval of the Director of Bands, be transferred to a younger sibling's student account (if any) or will immediately revert to the Organization's general fund unless such funds are otherwise subject to Section 9 of this Article XVII.
9. Any funds remaining in an account upon the student's transfer to another school that utilizes student accounts to pay for band fees and trips may, with the approval of the Director of Bands, be transferred to that school upon the student's request.

ARTICLE XVIII - INVENTORY CONTROL AND PURCHASING

1. Any items purchased by the Organization are the property of Hough High Band Program.
2. Any item purchased for more than \$300 must receive a fixed asset number from the Charlotte-Mecklenburg School District. The Inventory Control Designee of William A. Hough High School shall be notified and given a copy of the receipt of purchased item to be added to the fixed asset inventory within one week in which the item is received.
3. In order to keep accurate records, purchase orders shall be utilized for the purchase of any items by the Organization, costing \$100 or more. Upon receipt of items purchased, either a receipt or a packing slip shall be attached to the purchase order, as well as a written description of the purpose of the purchase shall be included with the purchase order, and submitted to the Treasurer for payment. Purchase orders require the signature of the Director of Bands and President. Payment will not be made until the Treasurer receive the purchase order with attached receipts or packing slip(s).

ARTICLE XIX - COLORGUARD

1. At the initial meeting of color guard tryouts, a contract shall be submitted to each student auditioning reflecting out of pocket expenses for uniforms, i.e. body suits or the like, wind suits, hosiery and shoes. These expenses will be the full responsibility of the individual student upon being accepted as a color guard member.

2. Accessories, i.e., vests, capes, etc., which are used to enhance the show theme may be purchased by the Organization and are the property of the Hough High Band Program. A copy of contract reflecting expenses shall also be submitted to the Treasurer for awareness of expenses to be incurred.

ARTICLE XX - UNIFORMS

1. A uniform fee, which is included in the Band Lab Fee, shall be established each year at the market rate (offered by a local dry cleaning service) to cover four dry cleanings of each student's uniform. Any dry cleaning that is in excess of these four cleanings shall be at the expense of the student. The uniform cost will be at cost only and at no profit to the Organization.
2. Two pair of gloves will be purchased for each student. In lieu of gloves percussion students will receive additional drum sticks.

ARTICLE XXI - AMENDMENTS REQUIRING MEMBERSHIP APPROVAL

1. Amendments to Article IV, Article X, and this Article XXI of the Bylaws may only be amended at a Regular Business Meeting by a majority vote of the Members present; provided the Executive Board has previously considered the merits of the proposed amendment.
2. Proposed amendments to Article IV, Article X, and this Article XXI of the Bylaws must be submitted in writing (a) to the President at least four (4) weeks prior to the Regular Business Meeting at which they will be considered and (b) to the Membership at least two (2) weeks prior to the Regular Business Meeting at which they will be considered.

ARTICLE XXII - PARLIAMENTARY AUTHORITY

1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* (the "Parliamentary Authority") shall be consulted by the Organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Organization may adopt.
2. A Parliamentarian may be appointed by the President to serve on a yearly basis and shall perform the duties prescribed by these Bylaws and by the Parliamentary Authority adopted by the Organization.

ARTICLE XXIII - NON PROFIT STATUS AND LIQUIDATION

1. This is a non-profit, non-stock membership organization. No part of this Organization's assets or net income shall benefit any of its officers or Members or any other private individual either during the Organization's existence or upon its dissolution.
2. If the Organization is dissolved or otherwise ceases to exist under the circumstances authorized under Article 14 of the North Carolina General Statutes, in such event the

property of the Organization shall be disposed of as set forth in the Articles of Incorporation of the Organization.

3. If any property, real or personal is held by the Organization upon a special trust in which the donor of said property has described a particular alliterative use in the event the primary use has failed, the intent of the donor with respect to such alternate use and with respect to administration of the property shall be observed.

ARTICLE XXIV - CONFLICT OF INTEREST POLICY

1. Purpose - The purpose of the conflict of interest policy is to protect the interest of the Organization which it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organization.

2. Definitions

- a. Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

- b. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: an ownership or investment interest in any entity with which the Organization has a transaction or arrangement, a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

- c. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

- d. A financial interest is not necessarily a conflict of interest. Under item 3 b, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Procedures

- a. Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors or members of committees with governing board delegated powers considering the proposed transaction or arrangement.

- b. Determining whether a conflict of Interest Exits - After disclosure of the financial interest and all material facts, and after any discussion with the interested

person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the conflict of Interest

i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

iii. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors, whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the conflicts of Interest Policy

i. If the governing board or committee has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.

ii. If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. Records of Proceedings - The minutes of the governing board and all committees with board delegated powers shall contain:

a. The name of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was

present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. Compensation

a. A voting Member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that Member's compensation.

b. A voting Member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that Member's compensation.

c. No voting Member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

6. Annual Statements - Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement in substantially the form attached hereto as Exhibit A which affirms such person:

a. Has received a copy of the conflicts of interest policy.

b. Has read and understands the policy.

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax - exempt purposes.

7. Periodic Reviews - To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the results of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded,

reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction.

8. Use of Outside Experts - When conducting the periodic reviews as provided for in item seven, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Approved at a meeting of the Members of the Organization as on September 22, 2016.

Exhibit A

CONFLICT OF INTEREST POLICY

ANNUAL DISCLOSURE STATEMENT

The Conflict of Interest Policy of the William A. Hough High School Band Booster Organization, Inc. (the "Organization") requires each director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined in the Conflict of Interest Policy (each an "Interested Person") of the Organization to disclose any direct or indirect financial or other material interest, of which he has knowledge, that he has or reasonably expects to have in any proposed or existing contract, transaction, or arrangement with the Organization, or in any other matter under consideration or to be considered by the Executive Board or any other Committee of the Organization.

Please initial each statement that applies to you:

- I have read, understand and agree to comply with the Conflict of Interest Policy.
- I understand the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax –exempt purposes.
- I am not aware of any direct or indirect financial or other material interest that is required to be disclosed under the Conflict of Interest Policy.
- I have described in the attached letter every direct or indirect financial or other material interest, of which I have knowledge, that is required to be disclosed under the Conflict of Interest Policy. (Please attach a letter providing complete details of any such direct or indirect financial or other material interest subject to the Policy.)

During the time I am an Interested Person (as such term is defined in the Policy) of the Organization, I agree to report promptly any future situation of which I become aware that might involve or appear to involve me, any of my relatives, or any business closely associated with me or any of my relatives, in any potential conflict of interest with the Organization.

I am completing this disclosure statement based on and in reference to the Conflict of Interest Policy.

Signature: _____

Date: _____

Please return this statement in the enclosed envelope not later than [_____].