



BY-LAWS OF FARRAGUT BAND BOOSTERS, INC.

Updated to include amendments approved on 14Dec2023.

ARTICLE I: INCORPORATION

The name of this corporation is Farragut Band Boosters, Inc. For purposes of these by-laws, “corporation” and “organization” are used interchangeably and refer to Farragut Band Boosters, Inc. The principal office of the corporation in the State of Tennessee shall be any location as may, from time to time be registered with the Tennessee Secretary of State. The Corporation is organized as a nonprofit corporation under the Tennessee Nonprofit Corporation Act and the corporation shall exercise only such powers as are in furtherance of the exempt purpose of the organization as set forth in the subsection of S 501(c)(3) of the Internal Revenue Code of 1986, under which the corporation chooses to qualify for exemption.

Purpose: It is the purpose of this organization to act as a booster club for the support of the Farragut High School Band program, its facilities, and fulfillment of the Band Directors’ vision. For purposes of these bylaws, the “Farragut High School Band program” is defined to include Fall and Spring Winds, Percussion and Color Guard, any Fall and Spring extra-curricular band activities and any other band related activity. Extra-curricular band activities include, but are not limited to, marching and concert Bands, winter guard, and band competitions. It is further the purpose of this corporation to promote and encourage participation and support for the Band by students of Farragut High School and prospective rising middle school band students. This corporation is organized to aid and assist in the maintenance of the Farragut High School band facilities and to assist in the acquisition of equipment for the Farragut High School band and to aid and assist in such worthwhile projects for the improvement of said facilities. The corporation is further organized to aid and assist the City of Farragut, Tennessee and Knox County, Tennessee as well as Farragut High School in the above mentioned activities through donations, volunteer activities and fund-raising efforts.

ARTICLE II: MEMBERSHIP

Membership in this organization shall be open to any parent or guardian of enrolled band members. Membership in this organization shall include the privilege of holding office if duly elected, and the right to vote in the election of the Board of Directors as well as voting upon all matters that properly come before the organization.

There shall be one class of voting members for this organization and annual membership shall not be transferable. Membership shall terminate upon (1) the death or resignation of said member, (2) graduation, which shall be the yearly date of Farragut’s graduation, of a parent or guardian’s enrolled band student (Board members with graduated students shall still be allowed to complete their terms) or (3) permanent disenrollment from the band program of a parent or guardian’s student. Each member shall be entitled to one vote on any matter to properly come before the membership. If a member cannot be physically present at a meeting that includes voting upon any matter before the membership, such member may cast a vote via electronic mail sent to a designated Board member if the Board chooses for this to be an option. If an electronic vote is held, the Board shall decide on what electronic method will be used and when the votes are due.



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In addition there shall be a non-voting membership category known as associate members that shall be composed of any interested youth as well as other adults who wish to support the Band Boosters generally, but without regular participation in the organization, meetings, etc.

ARTICLE III: BOARD OF DIRECTORS

Structure: The property and business of the corporation shall be managed and controlled by a Board of Directors which shall consist of a minimum of five and a maximum of thirty elected Board Members which shall include the corporation officers. It shall also include the Band Director and Assistant Band Director(s) of Farragut High School as ex-officio, non-voting members of the Board of Directors. Members of the Board of Directors shall be elected yearly by a vote of the general membership and shall serve for a term of one year. Reasons a member may not be eligible for re-election shall include: previous resignation which shall be determined on a case-by-case basis, does not meet the requirements for continued membership in the booster organization, or fails to substantially fulfill Board of Director responsibilities during his/her term, as determined by a majority of the remaining Board members. No family members, dating members or individuals living in the same household shall be allowed to hold board positions at the same time.. Vacancies in the Board of Directors shall be filled for the unexpired portion of a term by a vote of the majority of directors in office.

The Board of Directors of the corporation shall exercise all lawful acts and perform all the duties authorized by and in accordance with the charter, these bylaws, Robert's Rules of Order and the laws of the State of Tennessee. In the event ambiguities or inconsistencies arise in the application of these bylaws, the Board shall defer to the interpretation most consistent and in accordance with Robert's Rules of Order.

An officer's term shall begin on July 1st and end the following June 30th in accordance with the fiscal calendar year. Officers and members of the Board of Directors shall serve without compensation for their service.

ARTICLE IV: OFFICERS

The elected members of the corporation that comprise the Board of Directors shall be the following officers: President, 3 Vice-Presidents, Recording Secretary, Treasurer, and Assistant Treasurer(s).

President: The President of the corporation shall preside at all meetings of the Board of Directors and shall be authorized to sign checks of the corporation, to sign all contracts and other documents approved by the Board of Directors. In regards to matters of voting before the Board, the President shall vote only in the event of a tie. The President shall serve for a term of one year and, if nominated and elected, may serve a second term. To be eligible for nomination as President, a candidate must have served as an officer of the corporation for one year or been an active member of the Farragut Band Boosters throughout the school year prior to nomination. For purposes of this article, "active" shall be defined as serving as a volunteer on five or more occasions with summer camps, uniform preparation, band dinners, concessions, the pit crew, chaperoning and/or fundraising. The office of President may be held jointly by two individuals as a shared position if so nominated and elected.



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Vice President of Operations: The Vice President of Operations shall be responsible for the operational aspects of Farragut Band Boosters, Inc., including staffing and organization of the following chairpersons & teams: Hourly Registrar, Equipment and Transportation, Concessions, Chaperones, and Uniform.

Vice President of Outreach: The Vice President of Outreach shall be responsible for the communications and community outreach aspects of Farragut Band Boosters, Inc., including the staffing and organization of the following chairpersons & teams: Communications, Hospitality, Public Relations, Middle School Liaison, and Alumni Association.

Vice President of Fundraising: The Vice President of Fundraising shall be responsible for all fundraising activities undertaken by Farragut Band Boosters, Inc., including the staffing and organization of the following chairpersons & teams: Drum Corps International (DCI), Admiral's Cup, Donation-Based Fundraising, Fruit Sale, Event-Based Fundraising, Merchandise Sales, and Grant Writing.

Each of the above-named Vice Presidents:

1. Shall have the responsibility to determine the appropriate number of chairpersons needed in each role under their scope of responsibility and to recruit volunteers to meet the staffing level needed for each team.
2. May create additional teams within their scope of responsibility subject to approval of the Board of Directors.
3. Shall become familiar with the legal (Federal, State, Local, and Knox County Schools) regulations relevant to these teams and insure compliance thereto.
4. Shall become familiar with budget targets, requirements, and dependencies through collaboration with the Treasurer and President.
5. Will be responsible to actively participate in budget planning as requested by the Treasurer and/or President.
6. Shall serve for a one-year term and, if nominated and elected may serve a second term.

Any of the above-named Vice Presidents may preside at the meetings of the Board of Directors in the absence of the President and shall perform the duties assigned by these bylaws and by the Board of Directors. Any of the above-named Vice Presidents may sign all documents and contracts in conjunction with the President or as authorized by the President and Board of Directors.

Recording Secretary: The Recording Secretary shall record the minutes of each meeting of the Board of Directors as well as each meeting of the membership whether said meetings are regular meetings or special-called meetings. The Recording Secretary shall duly record all documents and contracts as authorized by the President and Board of Directors and shall file meeting minutes, documents. The Recording Secretary shall have no responsibility for the Treasurer's records other than filing the reports as submitted. The Recording Secretary shall serve for a one year term, and if nominated and elected, may serve another term.

Treasurer: The Treasurer will be responsible for recording all funds and assets of the



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corporation as received and disbursed, co-signing disbursement checks, shall submit a financial statement at each regular Board of Directors meeting, and shall be responsible for keeping all financial records in order and delivering same to the successor Treasurer. Two or more elected individuals with the following job descriptions may assist the Treasurer in their duties:

1. Assistant Treasurer (Accounts Receivable)-shall:
 - a. Maintain and track a listing of all funds owed or promised to the organization by members, donors, or sponsors.
 - b. Record and deposit in the name of the corporation, all funds received in the bank designated by the Board of Directors.
 - c. Deliver to the Treasurer a detailed record of all receivables and deposits made to the operations account.
2. Assistant Treasurer (Accounts Payable)-shall:
 - a. Maintain and track a listing of all funds owed or promised by the organization to members, vendors, and other organizations with whom the organization engages in business with.
 - b. Prepare payments for funds owed as directed by the Treasurer or President.

The Treasurer may increase the number of Assistant Treasurers as needed to meet the responsibilities of the Treasurer's office subject to prior consent of the Board. The Treasurer may likewise decrease the number of Assistant Treasurers subject to prior consent of the Board but must maintain a minimum of one Assistant Treasurer.

If recommended by the Board of Directors, the duties and responsibilities of the office of the treasurer may be consolidated into one or two positions during any given year. At the discretion of the Board of Directors, the Treasurer of the corporation shall be bonded for an amount to be determined by the Board. The cost of the bonding shall be paid from the Boosters Account.

The terms of office and number of terms designated herein are to be interpreted on the basis of service in a specific office and not on the basis of multiple offices. It shall be possible if nominated and elected for a member to serve in multiple offices subject to the terms and limitations of each. For example, an individual might be nominated and elected as Vice-President twice, then be nominated and elected as President twice.

In the event that an individual is appointed to fill a vacancy on the Board of Directors, the length of the unexpired portion of the term to which they were appointed will be interpreted as follows where it pertains to designated term limitations: (1) if the unexpired portion of the term to which an individual is appointed is less than or equal to six months, this partial term will not be counted for purposes of the limitations specified for each office (2) if the unexpired portion of the term to which an individual is appointed is greater than six months, this partial term will be counted as a full term for purposes of the limitations specified for each office. For example, an individual appointed to serve in an office with a term of 5 months remaining would be able to stand for nomination and re-election to the maximum number of terms specified herein; an individual nominated to serve in an office with a term of 9 months remaining would be able to



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stand for nomination and re-election to one less than the maximum number of terms specified herein.

Any of the Officers of the organization (President, Vice Presidents, Treasurer, Assistant Treasurers, or Recording Secretary) has the authority to give notice of meetings and at least one officer shall give at least ten days notice of meetings of the Board of Directors and the membership. Notice shall be sent to all members via electronic message and social media posting(s).

ARTICLE V: OPERATIONS

Yearly elections shall be conducted to elect the officer positions for the Board of Directors. Nominations for these positions shall be opened in January, closed in March and elections shall be held in April. Anyone from the general membership is allowed to make nominations to the current Board of Directors in writing. A member(s) from the standing Board of Directors shall communicate with each individual who has been nominated making sure that the individual understands the expectations of the position. Once the nominee understands these expectations, confirmation of the nominee's acceptance or denial shall be made in writing. The Board of Directors will compile the entire list of nominees, the list of nominees will be presented to the general membership with a minimum of 48 hours notice prior to the vote, and the elections will be held by a vote of the general membership. The results of the elections will be published/announced to the general membership at the close of the vote. The newly elected officers will then shadow the outgoing officers until the end of their term on June 30th as a transition period. The newly elected officers will officially take office on July 1st at the start of the new fiscal year.

Each year, a budget shall be prepared by the Board of Directors for the upcoming fiscal year. This budget shall be presented and approved by vote of the general membership prior to the end of the school calendar year. At the start of the next fiscal year, that year's officers shall review the approved budget at which time they have the ability to make adjustments if necessary. Any adjustments to the budget shall be presented to the general membership and approved by vote.

The President and/or Treasurer shall each year hire and pay for a tax professional to complete yearly tax filings and look over the books. The cost of hiring the tax professional shall be written into the budget each year. The Treasurer will provide the end of year account statements at the end of the fiscal year to the general membership.

All business resulting in significant modifications to structural, operational, or financial aspects of this organization (i.e. by-law revisions, budget, creation of committees, etc...) must be completed prior to the end of the school calendar year.

ARTICLE VI: EXPULSION

If any member of this organization or any member of the Board of Directors is determined by majority vote of the organization to be guilty of any misconduct or conduct injurious to the character or interest of this organization; or shall Violate the bylaws or rules which may be adopted by the Board of Directors, said member may be expelled or suspended from this



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organization by an affirmative vote by the majority of the membership in attendance at any such meeting, or in the case of a member of the Board of Directors, by an affirmative vote of a majority of the members of the Board of Directors in attendance.

Notification: Before any member may be expelled or suspended and before any member of the Board of Directors may be expelled or suspended, such member or Board member shall be notified by the President or Secretary of the pending action and shall be provided with an opportunity at the next regular Board meeting to answer any charge brought against the member or to tender a letter of resignation. If the Board votes by a majority of those present for the removal of the Board member or if the membership votes by a majority of the members present, said member or Board member shall be removed and expelled from this organization.

ARTICLE VII: MEETINGS

The Board of Directors shall hold at least one annual meeting, in April, of the general membership each year at a time and place set by the Board from year to year for purposes of the general membership electing new officers of the corporation for the upcoming year. The Board of Directors shall provide at least ten days notice for such annual meeting. The Board of Directors shall hold a minimum of two additional meetings for the general membership per semester and a member of the Board shall provide at least ten days notice for such additional meetings. Other meetings of the Board of Directors shall be called from time to time upon at least ten days notice from any member of the Board. All meetings of the Board of Directors shall be open to the public and the membership.

Quorum (General Membership): Business of the organization, *including voting*, may be conducted with a minimum number of eight (8) members (*general and/or Board*) present. Each active member of this organization shall, at every meeting of the membership, be entitled to one vote. A quorum shall be required to conduct all business of the General Membership except that a fewer number shall adjourn any meeting.

Quorum (Board of Directors): A quorum of the Board of Directors shall consist of a majority of the elected members of the Board presently serving. A quorum shall be required to conduct all business of the Board of Directors except that a fewer number shall adjourn any meeting.

All minutes taken by the Recording Secretary shall be posted on the website after they have been approved by vote. This shall take place by at least one month plus one week after the recorded Board meeting.

ARTICLE VIII: COMMITTEES

The Board of Directors shall appoint and organize from time to time such committees as the Board shall find appropriate or necessary to carry out the functions and purposes of this organization. Any board member shall have the right to propose to the Board of Directors the creation of a committee for a specific purpose. Committees will not be created until all members of the Board of Directors have been informed of the new committee's purpose. Such committees shall be formed only when a majority of the Board has voted for creation and approved the members of such committee. The chairperson of each committee shall be



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appointed by the Board of Directors and the Board of Directors retains the right and final authority to determine the subject matter, programs and activities of each of its committees.

The various committees that the Board shall appoint from time to time shall include but not be limited to committees for:

- the organization of special trips or events
- the organization of legal fund raising activities
- maintenance, either paid or volunteer, of musical instruments, and uniforms
- recommending names for persons to fill vacancies on the Board of Directors - promotion of the organization within the community
- reviewing the bylaws and revising them if advised or necessary

From time to time the Board of Directors may appoint such other special committees as the orderly conduct of the organization may require. Any such special committee shall have clearly stated functions and terms of existence. Any such committee shall pass out of existence as their functions are fulfilled. The membership of any committee shall not be limited to members of this organization or the Board of Directors. The membership of any committee (except budget) shall include at least the Director or Assistant Director, two members of the Board of Directors and two members of the organization. The membership of any budget related committee shall consist only of members of the Board of Directors and the Director(s).

ARTICLE IX: DISSOLUTION

The dissolution of this corporation shall take place upon a majority vote of the membership, or decision made by the Farragut High School administration and/or the superintendent of Knox County Schools. Upon dissolution of this corporation, any remaining funds or assets shall be distributed by the Board of Directors, through Knox County Schools, into a Farragut High School band fair share account qualified under S 501(c)(3) of the Internal Revenue Code.

ARTICLE X: PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall govern the corporation in all cases in which they are applicable.

ARTICLE XI: AMENDMENTS

These bylaws shall be reviewed annually and may be amended by a majority vote of the membership after first giving notice of any proposed amendment(s) at least ten days prior to any regular or specially called meeting in which the proposed amendment(s) are introduced and in which a quorum is present. Any such amendment to these bylaws shall be proposed in writing and any proposed amendment may be amended itself in a meeting in which it is introduced. These bylaws shall become effective upon approval by majority vote of the membership and shall remain in effect until amended in accordance with this Article.

ARTICLE XII: SEPARATION OF FUNDS

The financial structure described below has been set up to meet the requirements of the



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Internal Revenue Service as a 501(c)(3) tax exempt organization as well as the description of our corporate function as outlined in our charter and bylaws. This financial structure applies to management of Booster funds. This corporation has no responsibility for, control of, involvement with or interest in student fair share. All student fair share monies are assessed, collected and disbursed solely by the band director(s).

The Management of Booster Funds

Booster funds are derived from contributions, sponsorships, and fundraisers. The funds are intended to give support to the band activities above and beyond the operational funds provided through student fair share. The band director serves only in an advisory capacity for Booster funds. The final decision concerning the raising and disbursement of these funds is made by the booster board.

Financial Institution accounts which hold booster funds require two signatures on all checks and wire transfers. A minimum of three officer signatures should be on the signature card at the financial institution, those officers are the elected President, Treasurer, and VP-Operations. Any two of these officers can provide the required signatures. The three officers are authorized to use a debit card associated with Booster bank accounts. A credit card is permitted for concessions purchases only by the Concessions Chair or board designated booster volunteering with concessions purchasing.

The expenditure of booster funds must comply with the following guidelines:

- The Board approved fiscal year Booster Budget for the upcoming year shall be presented to the general membership for review and vote prior to the end of the school calendar year.
- Anything currently in the fiscal year Booster Budget can be purchased as budgeted without approval by vote.
- Any expenditure outside the budget from \$0.01 to \$1000 shall be discussed and agreed upon by the President, Treasurer, and at least one Vice-President, and such approval must be documented via email, text or meeting minutes.
- Any non-instrument expenditure outside the budget from \$1000.01 to \$4000 requires a majority vote of the Board of Directors, and such approval must be documented via email, text or meeting minutes.
- Any instrument expenditure outside the budget from \$1000.01 to \$10,000 requires a majority vote of the Board of Directors, and such approval must be documented via email, text or meeting minutes.
- Any expenditure outside the budget over \$4000 for non-instrument or \$10,000 for instrument requires a majority vote of the Board of Directors, documented via email, text or meeting minutes, and a majority vote of the general membership, documented via email, text or meeting minutes.
- Any expenditure outside the budget above \$1000 must be documented in the minutes taken by the Recording Secretary at the next scheduled Board meeting.

The business of the organization may require use of financial instruments, services or institutions which cannot comply with the two-signature requirement. Examples include



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electronic payment processing, or business credit/debit card providers. When the Board deems it necessary to engage such services to further the goals of the Boosters, the following controls shall be enforced:

1. When such a service or institution is engaged for the purpose of collection of funds, those funds may not be disbursed from the Booster account with that service or institution other than as a refund to the originator of the funds or as a transfer into the authorized Booster operational banking account. Disbursement of funds to any third party (except as a refund) is prohibited. Disbursement of funds to the Booster operational banking account may be initiated by the President, Treasurer, or Assistant Treasurer.
2. When such a service or institution is engaged for the purpose of disbursement of funds, controls must be used to insure that any disbursements will not exceed established budgets and that disbursements will be used for the purpose intended. Such services may not be used to allow direct disbursement of funds from any Booster bank account.
3. The yearly budget for the booster funds is the responsibility of the booster board under advisement of the band director.