



**By-Laws  
of the  
Fulshear Charger Band Boosters Inc.**

**Table of Contents**

**Table of Contents ..... 2**

**ARTICLE I - NAME ..... 3**

**ARTICLE II – PURPOSES ..... 3**

**ARTICLE III - DURATION ..... 3**

**ARTICLE IV - POWERS ..... 3**

**ARTICLE V - POLICIES ..... 4**

**ARTICLE VI - OFFICES ..... 4**

**ARTICLE VII – REGISTERED AGENT ..... 4**

**ARTICLE VIII - MEMBERSHIP ..... 5**

**ARTICLE IX - DUES ..... 5**

**ARTICLE X- MEMBERS MEETINGS ..... 6**

**ARTICLE XI – EXECUTIVE BOARD ..... 6**

**ARTICLE XII – EXECUTIVE BOARD MEETING ..... 6**

**ARTICLE XIII - OFFICERS ..... 7**

**ARTICLE XIV – DUTIES OF OFFICERS ..... 8**

**ARTICLE XV - COMMITTEES ..... 10**

**ARTICLE XVI – DUTIES OF THE COMMITTEES ..... 11**

**ARTICLE XVII – FISCAL YEAR AND POLICIES ..... 13**

**ARTICLE XVIII – PARLIAMENTARY AUTHORITY ..... 15**

**ARTICLE XIX - INDEMNIFICATION ..... 15**

**ARTICLE XX – DISTRIBUTION OF INCOME ..... 16**

**ARTICLE XXI – AMENDMENTS TO BY-LAWS ..... 16**

**ARTICLE I - NAME**

- 1.1 The name of this non-profit organization shall be the Fulshear Charger Band Boosters Inc. ("FCBB").

**ARTICLE II – MISSION AND PURPOSES**

- 2.1 FCBB is a non-profit organization established exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code ("Code").
- 2.2 The educational and charitable purposes of FCBB shall include:
  - 2.2.1 The raising of funds and distribution of such funds to the Churchill Fulshear High School Band Program and Leaman Junior High Band Program within the Lamar Consolidated Independent School District, provided such actions are within the University Interscholastic League, Texas Music Educators Association, and Lamar Consolidated Independent School District policies and procedures;
  - 2.2.2 The promotion and support of the continuing growth and development of the Leaman Junior High and Churchill Fulshear High School Band Programs;
  - 2.2.3 The promotion of music culture throughout the community by Leaman Junior High School and Churchill Fulshear High School, greater concert attendance and other public support of all Leaman Junior High School and Churchill Fulshear High School Band activities, hereby rendering moral support to the students;
  - 2.2.4 The provision of scholarships to outstanding band students to further their education; and
  - 2.2.5 To purchase, receive, develop and maintain equipment and supplies for the enrichment of the Leaman Junior High School Band and Churchill Fulshear High School Band Programs, provided such actions are within the University Interscholastic League, Texas Music Educators Association, and Lamar Consolidated Independent School District policies and procedures.

**ARTICLE III - DURATION**

- 3.1 The duration of the FCBB's existence shall be perpetual.

**ARTICLE IV - POWERS**

- 4.1 The powers of the FCBB are as follows:
  - 4.1.1 To solicit, accept and collect donations and contributions in cash or property, real, personal or mixed;
  - 4.1.2 To acquire by purchase, lease, contract or otherwise, any property, real, personal, or mixed;

- 4.1.3 To do any and all such further acts and to exercise any and all such further powers as may be necessary, incidental, conducive, appropriate or desirable for the accomplishment of carrying on of attainment of all or any of the objectives or purpose enumerated in these By-Laws; and to have and to exercise all the powers conferred by the laws of the State of Texas upon charitable organizations, as such laws are now in effect or may at any time hereafter be enacted or amended.
- 4.2 Notwithstanding any other provision of these By-Laws, the FCBB shall not carry on any other activities not permitted to be carried on:
- 4.2.1 By an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code; or
- 4.2.2 By an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code.

## ARTICLE V - POLICIES

- 5.1 The following are the basic policies of the FCBB:
- 5.1.1 The FCBB shall be noncommercial, nonsectarian and nonpartisan;
- 5.1.2 The FCBB shall not attempt to influence legislation and shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office;
- 5.1.3 The Voting Members of the FCBB shall approve all fund raising projects and shall implement such fund raising activities as are required to meet the budget needs of the FCBB;

## ARTICLE VI - OFFICES

- 6.1 **Principal Office:** The address of FCBB's principal office in Texas shall be 9320 Charger Way Lane, Fulshear, TX 77441. The FCBB may have such other offices as the members may determine. The members may change the location of any office of the FCBB.
- 6.2 **Registered Office:** The FCBB shall maintain a registered office in Texas. The initial registered office shall be as designated in the Articles of Incorporation. The members may change the registered office as permitted in the Texas Non-Profit Corporation Act.

## ARTICLE VII – REGISTERED AGENT

- 7.1 **Initial Registered Agent:** The FCBB shall maintain a registered agent in Texas. The initial registered agent of the FCBB shall be as designated in the Articles of Incorporation.
- 7.2 **Change in Registered Agent:** The members may change the registered agent as permitted in the Texas Non-Profit Corporation Act.

**ARTICLE VIII - MEMBERSHIP**

- 8.1 **Voting Members:** Membership is for parents and/or guardians and band directors of students currently enrolled in the band programs as Churchill Fulshear High School and its feeder schools, both Junior High and Elementary. To become a Voting Member a parent, guardian, or past Voting Member must complete, on an annual basis, an enrollment form and pay the annual dues.
- 8.2 **Non-Voting Members:** Any other financial supporter of the Leaman Junior High Band or Churchill Fulshear Band may be a Non-Voting Member.
- 8.3 **Advisory Non-Voting Members:** The band directors shall be Advisory, Non-Voting Members.
- 8.4 **Powers of Voting Members:** The Voting Members shall:
- 8.4.1 Transact all business of the FCBB;
  - 8.4.2 Establish special committees;
  - 8.4.3 Approve a budget for the fiscal year;
  - 8.4.4 Approve contracts and letters of agreement of the FCBB within the limits of the budget;
  - 8.4.5 Approve all fund raising activities;
  - 8.4.6 Elect all officers and committee chairs;
  - 8.4.7 Elect all Nominating Committee; and
  - 8.4.8 Exercise all such powers and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or these By-Laws.
- 8.5 All FCBB members must register with LCISD as a volunteer.
- 8.6 Parents of all participating Churchill Fulshear High School band students are considered active members of FCBB once the annual band fees for their student have been collected.

**ARTICLE IX - DUES**

- 9.1 Initially, a Voting Member shall pay \$10.00 per year in dues. The Voting Members may set and change the annual dues payable at the beginning of each school year. Upon recommendation of the director, the Executive Board can waive or reduce the dues owed by an individual Voting Member. The members will develop criteria to be used by the director in determining when to make such a recommendation.
- 9.2 Non-Voting Members must pay at least \$1.00 per school year to retain their membership status.

- 9.3 Advisory Members shall pay no dues.

## ARTICLE X- MEMBERS MEETINGS

- 10.1 **Annual Meetings:** An annual meeting shall be held in May of each year. The Executive Board shall set the specific date each year during April and communicate the date to the members at the April monthly meeting.
- 10.2 **Monthly Meetings:** The FCBB shall meet each month, except June and July, at the Churchill Fulshear High School Band Hall. The meeting date, time and place will be established at the beginning of each school year.
- 10.3 **Special Meetings:** Special meetings may be called by the Executive Board or by any Voting Member with the approval of the Executive Board, or, if requested at a scheduled monthly meeting, with the majority consent of the attending Voting Members.
- 10.4 **Quorum:** A quorum of seven (7) members is required at any meeting to transact business.
- 10.5 **Voting:** A majority of Voting Members present shall approve all matters. Each Voting Member is entitled to one (1) vote. No proxy votes shall be accepted.

## ARTICLE XI – EXECUTIVE BOARD

- 11.1 The Executive Board shall consist of the officers and chairs of standing committees of the FCBB.
- 11.2 The Executive Board shall:
- 11.2.1 Coordinate and oversee the work of the FCBB and its committees;
  - 11.2.2 Make recommendations to the Voting Members for activities and expenditures;
  - 11.2.3 Nominate a chair for any special committees established by the members;
  - 11.2.4 Develop an agenda and recommendations for the members' meeting;
  - 11.2.5 Establish the date for the annual meeting of the members; and
  - 11.2.6 Determine the interpretation to be placed on these By-Laws or any part of parts thereof that may be in conflict or of doubtful meaning.

## ARTICLE XII – EXECUTIVE BOARD MEETING

- 12.1 **Monthly Meetings:** The Executive Board shall meet at least once per month prior to the member's monthly meeting. The Executive Board shall establish the date and time for the monthly meeting at the beginning of each school year.

- 12.2 **Annual Meetings:** There shall be a combined meeting of the outgoing Executive Board and the newly elected Executive Board by the end of the fiscal year, at which time each outgoing member of the Executive Board will present a written summary of the year's work to his/her successor.
- 12.3 **Quorum:** A majority of the members of the Executive Board shall constitute a quorum.
- 12.4 **Voting:** Each Executive Board member shall have one (1) vote on actions voted on by the Executive Board. All actions, except authorization of an emergency expenditure, shall require a majority vote for approval. The Executive Board shall approve an emergency expenditure by a two-thirds majority vote. No proxy votes shall be accepted.

### ARTICLE XIII - OFFICERS

- 13.1 The officers of FCBB shall be a:
- 13.1.1 President;
  - 13.1.2 Vice President;
  - 13.1.3 Secretary;
  - 13.1.4 Treasurer;
  - 13.1.5 2<sup>nd</sup> Treasurer;
  - 13.1.6 Parliamentarian
  - 13.1.7 Member at Large
  - 13.1.8 The Voting Members may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. Each officer is a member of the Executive Board.
- 13.2 Only a Voting Member may be an officer of the FCBB.
- 13.3 The Voting Members shall elect officers for the next school year at the annual meeting in May.
- 13.4 Each officer shall assume his/her duties at the close of the fiscal year and shall serve for a term of one (1) year or until a successor is elected. An officer shall not miss more than three scheduled Executive Board meetings in a calendar year. If more than 3 are missed the officer will be removed from their position and the vacancy shall be filled by appointment of the executive board.
- 13.5 No officer shall serve in the same office more than two (2) consecutive terms. An officer who has served more than one-half a term shall be credited with having served that term. If a term limit is reached, and the officer has interest in serving for an additional term, and no other voting member has shown interest or been nominated, then a majority of votes by the Executive Board can extend the term limit on a year to year basis for that office position.

- 13.6 A person may serve in more than one office position, except the President and the Secretary must be separate persons, and may serve as an officer and committee chair if no one else will fill the offices or chairs.
- 13.7 In the event an office (except President) or committee chair is vacated, the Executive Board shall appoint a Voting Member to complete the term. In the event the office of President is vacated, the Vice President shall become the President and the Executive Board shall appoint a Voting Member to fill the office of Vice President.
- 13.8 The Nominating Committee shall post the slate of candidates at least two weeks before the election. The officers will be elected at the May meeting by ballot and tallied by the Nominating Committee. Nominations for any open office will be accepted from the floor at the May meeting.

## ARTICLE XIV – DUTIES OF OFFICERS

- 14.1 **President:** The President shall;
- 14.1.1 Provide Leadership to the FCBB;
  - 14.1.2 Conduct all scheduled and special meetings of the FCBB and the Executive Board;
  - 14.1.3 Prepare the written agenda for the Executive Board and FCBB Members meetings;
  - 14.1.4 Countersign checks in the absence of the Secretary or Treasurer;
  - 14.1.5 Sign all contracts and letters of agreement with the approval of the Voting Members;
  - 14.1.6 Represent, or appoint someone to represent, FCBB at an outside function; provided nothing shall be undertaken in the name of FCBB without prior approval of the membership;
  - 14.1.7 Be an ex officio of all committees, except the Nominating Committee; and
  - 14.1.8 Perform other duties as required.
- 14.2 **Vice President:** The Vice President shall:
- 14.2.1 Act in the absence of the President;
  - 14.2.2 Assist the President as requested;
  - 14.2.3 Plan and coordinate a membership campaign;
  - 14.2.4 Create and update the FCBB membership list;
  - 14.2.5 Maintain a database of all Churchill Fulshear High School band students which shall include their names, addresses, telephone numbers, parent/guardian names, classification and instrument for FCBB use;



- 14.2.6 Be responsible for the preparation, publication, and distribution of the FCBB directory for each band student;
  - 14.2.7 Coordinate the efforts of the volunteer/chaperone committee;
  - 14.2.8 Furnish mailing labels;
  - 14.2.9 Perform other duties as assigned by the members.
  - 14.2.10 Countersign checks in the absence of the Secretary or Treasurer
- 14.3 **Secretary:** The Secretary shall:
- 14.3.1 Record the minutes of all the Members meetings and Executive Board meetings;
  - 14.3.2 Present the most recent Executive Board meeting minutes at each Executive Board meeting;
  - 14.3.3 Read the most recent Members' meeting minutes at each Members' meeting;
  - 14.3.4 Prepare a permanent, paper record copy of all minutes including the monthly Treasurer's report for archive purposes;
  - 14.3.5 Be responsible for all FCBB correspondence, mailings and publicity notices;
  - 14.3.6 Possess the authority to countersign checks.
  - 14.3.7 Oversee the efforts of the communication committee;
  - 14.3.8 Perform other duties as required
- 14.4 **Treasurer:** The Treasurer shall:
- 14.4.1 Have custody of and account for all funds of the FCBB;
  - 14.4.2 Keep books of accounts and records including bank statements, receipts, budgets, invoices, paid receipts and cancelled checks for seven (7) years or permanently if required by law, such as the IRS 990;
  - 14.4.3 Present any unapproved bills or charges to the FCBB members at the next member's meeting;
  - 14.4.4 Make disbursements as authorized by the members of Executive Board in accordance with the budget adopted by the FCBB and upon receipt of check request;
  - 14.4.5 Keep a list of all money appropriated but not yet paid;
  - 14.4.6 Present a current Treasurer's report at each regularly scheduled Executive Board meeting and at each regularly scheduled member's meeting;
  - 14.4.7 Prepare a permanent, paper record copy of each monthly Treasurer's report for delivery to the Secretary;

- 14.4.8 Prepare the proposed annual budget for the FCBB based on submissions by each committee chair and submit this budget to the Executive Board for comment and to the members for approval at the August meeting;
  - 14.4.9 Countersign all checks;
  - 14.4.10 Maintain the necessary bank accounts for FCBB;
  - 14.4.11 Oversee the activities of the fundraising treasurer; and
  - 14.4.12 Accurately and timely file all necessary governmental reports and forms to change the registered agent and registered office.
- 14.5 **2<sup>nd</sup> Treasurer:** The Fundraiser & Sponsorship Officer shall:
- 14.5.1 Oversee the activities of all fundraising events;
  - 14.5.2 Coordinate the collection of community sponsorships;
  - 14.5.3 Countersign checks in the absence of the Secretary or Treasurer;
  - 14.5.4 Perform other duties as required
- 14.6 **Parliamentarian**
- 14.6.1 Advise the presiding officer on questions of parliamentary law and method of procedure;
  - 14.6.2 Assist in the revising, interpreting and keeping of the Bylaws up to date;
  - 14.6.3 Assist the president in meeting preparation when requested;
  - 14.6.4 Maintain an accurate record of attendance at all Executive meetings and Member meetings
  - 14.6.5 In the absence of the Secretary, record the minutes of all Executive Board meetings and Member meetings;
  - 14.6.6 Perform other duties as required
- 14.6 **Member At Large**
- 14.7.1 Attend all meetings and perform any necessary duties in the absence of other Executive Board members;
  - 14.7.2 Coordinate and act as a liaison with the Jr High Committee and Guard Committee;
  - 14.7.3 Coordinate and communicate with Members regarding details of Spring trips;
  - 14.7.4 Perform other duties as required

**ARTICLE XV - COMMITTEES**

- 15.1 **Standing Committees:** The following committees shall be standing committees and shall be formed each year unless decided otherwise by a majority of the Voting Members:

- 15.1.1 Fundraising Committee
- 15.1.2 Communications Committee
- 15.1.3 Uniform Committee
- 15.1.4 (Parent Involvement) Volunteer/Chaperone Committee
- 15.1.5 Hospitality Committee
- 15.1.6 Guard Liaison Representative
- 15.2 **Special Committees:** The Voting Members may form any special committees deemed necessary.
- 15.3 **Chairs and Vice Chairs:** Each standing committee will be led by a chair person who shall be appointed by the Executive Board at the annual meeting of members with the consent of said members. The chair of each committee shall serve as a member of the Executive Board. In addition, the chair will be assisted by a vice chair who will assume committee leadership if the assigned chair is unable to complete service in the post. Individual committee chairs shall recruit vice chairs from current membership and present their choice to the Executive Board for approval. Ideally, at least one of the committee leaders should be a parent of an underclassman.
- 15.4 **Committee Members:** The chair of each committee shall recruit (with the help of the Volunteer/Chaperone Committee) members for his/her committee to help accomplish the tasks of that committee.
- 15.5 **Budget:** The chair of each committee shall submit budget requests to the Treasurer by August 1<sup>st</sup> each year.
- 15.6 **Reports:** Each committee chair shall keep a record of its activities and accomplishments and provide that record to the next chair of that committee.
- 15.7 All committee members shall be Voting Members of the FCBB.

## ARTICLE XVI – DUTIES OF THE COMMITTEES

- 16.1 **Fundraising Committee:** The Fundraising Committee shall:
  - 16.1.1 Identify and present recommendations for ongoing and annual fundraising activities for the FCBB to the members for approval;
  - 16.1.2 Plan and implement all fundraising activities approved by the members;
  - 16.1.3 Work with the Publicity Committee to ensure that all fundraising activities are well-publicized; and
  - 16.1.4 Appoint one member of the committee to act as fundraising treasurer. The fundraising treasurer shall:
    - 16.1.4.1 Function as treasurer of approved fund raising activities limited to:
      - 16.1.4.1.1 Preparing a budget for the fundraiser;

16.1.4.1.2 Preparing funds from the fundraiser for deposit; and

16.1.4.1.3 Preparing a check request for expenses of the fundraiser;

16.1.4.2 Keep records of monies earned through the fundraisers and credited to the account for each band student.

16.2 **Communications Committee** : The Newsletter / Publicity Committee shall:

16.2.1 In coordination with the Executive Board, prepare and disseminate information to band parents through all approved media.

16.2.2 Ensure that activities of the FCBB and the Churchill Fulshear High School Band and Leaman Junior High School Band are publicized, including in the local newspaper and in the high school;

16.3 **Uniform Committee**: The Uniform Committee shall:

16.3.1 Organize and coordinate the issuing, fitting and altering of all band uniforms in a timely manner according to the needs of the directory;

16.3.2 Make repairs to any uniform jackets, pants, hats and hot boxes as needed to keep all in good repair;

16.3.3 Coordinate the issuing and checking in or uniforms for any event where uniforms are required;

16.3.4 Reorganize all uniforms after they are returned from the cleaners; and

16.3.5 Report to the Band Director any uniform needs or emergencies.

16.4 **Volunteer/Chaperone Committee**: The Volunteer/Chaperone Committee shall:

16.4.1 Coordinate volunteer and chaperone needs of the Churchill Fulshear High School Band and Leaman Junior High Band with the directors;

16.4.2 Recruit volunteers as needed by FCBB activities;

16.4.3 Maintain records of volunteer hours; and

16.4.4 Develop rules to be followed by chaperones.

16.4.5 Ensure all FCBB members have registered as LCISD volunteer.

16.5 **Guard Liaison Representative**: The color guard liaison shall:

16.5.1 Attend Executive Board meetings

16.5.2 In coordination with the Executive Board, prepare and disseminate information to guard parents through all approved media.

## ARTICLE XVII – FISCAL YEAR AND POLICIES

- 17.1 **Fiscal Year:** The fiscal year of the FCBB shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup> of each year.
- 17.2 **Trip Year:** A major out-of-state band trip is scheduled every 4<sup>th</sup> year.
- 17.3 **Expenses:**
- 17.3.1 Expenses may be approved for reimbursement provided funds are designated in the budget for that purpose and are available. However, the executive board shall approve in advance any single expenditure up to \$500 that is outside the prepared budget, and such approval shall be noted in the executive board minutes. Any expenditures over the \$500 not in the prepared budget shall be approved by the board.
- 17.3.2 A check or debit request form and original receipt shall be submitted to the Treasurer for reimbursement within thirty (30) days following the expenditure; provided however, that all check requests and receipts must be submitted by June 15<sup>th</sup>.
- 17.3.3 Sales tax will not be reimbursed.
- 17.3.4 All expenses made by the Treasurer and 2<sup>nd</sup> Treasurer via the debit card shall be submitted with an Authorization Form to be signed by one of the other members of the executive board
- 17.4 **Receipts**
- 17.4.1 All FCBB monies must be submitted to the Treasurer within seven days of receiving them.
- 17.4.2 The Treasurer must deposit all monies within fourteen days of receiving them.
- 17.5 **Bank Accounts:**
- 17.5.1 The FCBB Treasurer shall maintain an account only in FDIC insured financial institution.
- 17.5.2 To the extent possible, any FCBB account will not be subject to any fees.
- 17.5.3 All checks issued by the FCBB shall be signed by two (2) officers of the Executive Board.
- 17.6 **Tax-Exempt Status:** *The FCBB shall maintain tax-exempt status under Section 501(c)(3) of the United States Internal Revenue Code*
- 17.7 **No Benefit of Earnings:** *No part of the net earnings of the FCBB shall inure to the benefit of, or be distributed to, its members, officers, executive board or other private persons, except the FCBB 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 Article II hereof.*

- 17.8 **Debt Liability:** *Liability for debts of the FCBB shall be limited to the property of the FCBB.*

## ARTICLE XVIII – CONFLICT OF INTEREST POLICY

- 18.1 **Purpose:** The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when 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 organizations.
- 18.2 **Definitions:**
- 18.2.1 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.
- 18.2.2 Financial Interest  
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
- 18.2.2.1 An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- 18.2.2.2 A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- 18.2.2.3 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.
- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, 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.
- 18.3 **Procedures:**
- 18.3.1 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 and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- 18.3.2 Determining Whether a Conflict of Interest Exists  
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.

### 18.3.3 Procedures for Addressing the Conflict of Interest

18.3.3.1 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.

18.3.3.2 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.

18.3.3.3 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.

18.3.3.4 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 determination it shall make its decision as to whether to enter into the transaction or arrangement.

## ARTICLE XIV – PARLIAMENTARY AUTHORITY

19.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall be used to conduct all meetings and shall govern the FCBB in all cases in which they are applicable and in which they are not in conflict with these By-Laws or the Articles of Incorporation.

## ARTICLE XX - INDEMNIFICATION

- 20.1 To the extent permitted by law, the FCBB shall indemnify any one or more of its officers or former officers, committee members or former committee members who was, is, or may be named defendant or respondent in any action, suit or proceeding or any inquiry or investigation as a result of his or her acts or omissions within the scope of his or her official capacity in the FCBB.
- 20.2 The indemnity under these By-Laws includes indemnity against judgments, penalties (including excise and other taxes), fines, settlements and reasonable expenses (including attorney's fees) actually incurred in connection with of such an action, suit or proceeding or any inquiry or investigation.
- 20.3 The FCBB shall indemnify a person only if he or she:
- 20.3.1 Acted in good faith;

- 20.3.2 Reasonably believed, in the case of conduct in his/her official capacity that his/her conduct was in the FCBB's best interest;
- 20.3.3 Reasonably believed, in all other cases, that his/her conduct was at least not opposed to the FCBB's best interest; and
- 20.3.4 In the case of any criminal proceeding had not reasonable cause to believe his/her conduct was unlawful.
- 20.4 The FCBB shall not indemnify a person who is found liable to the FCBB or is found liable to another on the basis of improperly receiving a personal benefit from the FCBB. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.
- 20.5 Before the FCBB may pay any indemnification expenses (including attorney's fees), the FCBB must specifically determine (by majority vote of the members at a special meeting called for this purpose) that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable.

## **ARTICLE XXI – DISTRIBUTION OF INCOME**

- 21.1 Upon the dissolution of the FCBB, the Executive Board, after paying or adequately providing for the debts and obligations of the FCBB, shall distribute the remaining assets to one or more non-profit funds, foundations or organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code, and, if possible, they will have as their mission to support the Churchill Fulshear High School band, the Churchill Fulshear Fine Arts department, or the Lamar Consolidated ISD's department of fine arts.

## **ARTICLE XXII – AMENDMENTS TO BY-LAWS**

- 22.1 The members may amend these By-Laws at any regularly scheduled meeting of the FCBB by a two-thirds vote of the members present and voting. Notice of the proposed amendments shall have been sent to the Voting Members at least fifteen (15) days prior to the meeting at which the vote is taken.
- 22.2 The members may appoint a committee to submit a revised set of By-Laws as a substitute for the existing By-Laws only by a majority vote of the FCBB, or by a two-thirds vote of the Executive Board. The members shall adopt any revised By-Laws in the manner provided in section 21.1.