

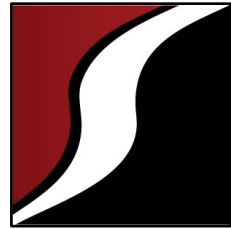
BY-LAWS

of

THE PRIDE MUSIC ASSOCIATION, INC.,

Band Booster Club

A Nonprofit Corporation - IRS 501(c)(3) Charitable Organization



ARTICLE ONE **INTRODUCTION**

1.01 Definition of Bylaws:

These Bylaws constitute the code rules adopted by **The PRIDE Music Association, INC.**, for the regulation and management of its affairs. These Bylaws supersede and replace all previous Bylaws of the corporation.

1.02 Purposes and Powers

- a. To have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by law. This corporation is organized exclusively as a charitable organization, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), and for nonprofit purposes, within the meaning of Ala. Code 1975, §10-3A-1 et seq.
- b. To lend moral and financial support to the Southside High School Band
- c. To become better acquainted with the aims and practices of the Southside High School Band.
- d. To enjoy the fellowship of other Band Boosters and all the Band members.

ARTICLE TWO **OFFICES AND AGENCY**

2.01 Principal and Branch Offices:

The principal place of business of this corporation in Alabama will be located at 2361 School Dr., Southside, Alabama. In addition, the corporation may maintain other offices either within or without the State of Alabama, as its business requires.

2.02 Location of Registered Offices:

The location of the initial registered office of this corporation is 2361 School Drive Southside, Alabama. Such office will be continuously maintained in the State of Alabama for the duration of this corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the State.

ARTICLE THREE **DIRECTORS**

3.01 Definition of Board of Directors:

The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

3.02 Number of Directors:

The number of Directors of this Corporation will be fourteen (14). The following shall be voting members of the Board of Directors:

1. The President
2. First Vice-President
3. Second-Vice President
4. Third-Vice President
5. The Secretary
6. The Treasurer

The following shall be nonvoting members of the Board of Directors:

1. Parliamentarian
2. Three Trustees
3. Chairman of the Telephone Committee
4. Chairman of the Hospitality Committee
5. Chairman of the Publicity Committee
6. Chairman of the Concession Committee
7. Band Directors

The Band Director shall serve as an ex-officio member of the board without vote unless removed in accordance with Section 3.03.

All members of the Board of Directors may participate in any discussion of matters coming before the Board of Directors; however, only voting members may make motions or vote on matters coming before the Board.

3.03 Election and terms of the Board of Directors:

Directors shall hold office for one year or until their successor has been duly elected in the position or office that provides for their membership on the Board of Directors. A director may be removed from office by the membership of **The PRIDE Music Association, INC.**, when such action will serve the best interest of the corporation. Removal from the Board of Directors shall also remove the member from the position that allows them to serve on the Board of Directors.

3.04 Vacancies on the Board:

Resignation of Directors will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors prior to the annual meeting will be filled by majority vote of remaining voting members. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

3.05 Places of Directors' Meetings:

Meetings of the Board of Directors, regular or special, will be held at the offices of the corporation or at any other place within the State of Alabama, as designated by the Board of Directors by resolution duly appointed.

3.06 Regular Directors' Meetings:

Regular meetings of the Board of Directors will be held as provided in Article Eight in July, August, September, November, January, February, March, April and May of each year or at such other times as the Directors shall agree in writing. This provision of the Bylaws constitutes notice of all Directors of regular meetings for all years and instances, and no further notice shall be required although such notice may be given.

3.07 Special Directors' Meetings:

If a special or called meeting is to be held on a date toher than herein specified, then notice must be given at least ten days in advance by the Chairman, or such notice may be waived by a written waiver executed by all of the Directors.

3.08 Call of Special Board Meeting:

A special meeting of the Board of Directors may be called by either:

- (1) The President
- (2) The majority of the voting members of the Board of Directors

3.09 Quorum of Directors:

A Majority of the voting members of the Board of Directors will constitute a quorum.

ARTICLE FOUR

OFFICERS and ELECTIONS

4.01 Officers shall be members of the Corporation and shall consist of a President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer and Parliamentarian. Husband and wife members may be officers concurrently.

4.02 All Officers shall be elected annually at the March meeting and installed at the April meeting at which time they will assume their duties.

4.03 Officers will serve a one-year term unless resignation or replacement occur. The voting members of the Board of Directors will choose a replacement by majority vote.

ARTICLE FIVE

DUTIES OF OFFICERS

5.01 The President shall have the following duties:

- a. Preside over regular and executive meetings;
- b. Be familiar with the Constitution and By-Laws;
- c. Follow rules of order during meetings;
- d. Be spokesperson for the organization;
- e. Work closely with the Band Director on band matters;
- f. Work closely with all officers and committee chairs;
- g. Overall responsibility for ensuring the purpose of the organization is met;
- h. Serve as Chair for the Executive Committee.

5.02 The First Vice-President shall have the following duties

- a. Carry out all duties of the President in his/her absence;
- b. Responsible for the operation of the concession stand to include manning, purchasing, stocking and cleaning;
- c. Serve on the Executive Committee.

5.03 The Second-Vice President shall have the following duties:

- a. Responsible for the distribution and collection of the Band Uniforms;
- b. Responsible for securing and scheduling chaperones for band activities as required by the band Director;
- c. Assist band Director in providing transportation for band functions;
- d. Serve on the Executive Committee.

5.04 The Third Vice-President shall have the following duties:

- a. Responsible for special projects (fund-raisers) as designated by Executive Committee.
- b. Serves on Executive Committee

5.05 The Secretary shall have the following duties:

- a. Keep minutes of all regular and Executive meetings;
- b. Keep attendance at all meetings
- c. Keep all records of membership and be prepared to identify all members in good standing;
- d. Handle all correspondence of the organization;

- e. Provide all copy of the Bylaws to each Band booster member who requests one.
- f. Serve on the Executive Committee.
- g. Ensure each director, principal officer and member of a committee with governing board delegating powers has signed a conflicts of interest policy letter in keeping with Article 14.06.

5.06. The Treasurer shall have the following duties:

- a. Primary and foremost obligation is being responsible for all monies received and dispensed. Invoices and copies of all bills must be kept and filed monthly.
- b. Responsible for providing records to an independent bookkeeper for categorization and preparation of monthly financial statements. Responsible for reporting the financial status of the organization at each monthly meeting or as requested by the Executive committee;
- c. Supervise the counting of funds received after all home football games;
- d. Responsible for balancing the check book and completing bank reconciliation each month;
- e. Responsible for deposit of all organization monies;
- f. Oversee and report on all savings accounts;
- g. Provide all records for end of year audit by Trustees;
- h. Serves on the Executive Committee.

5.06 The Parliamentarian shall have the following duties:

- a. Responsible for assuring all meetings are governed as per Roberts' Rules of Order.
- b. Appointed by the Executive Committee for one year term;
- c. Serves on the Executive Committee as a non-voting member;
- d. Required to attend all meetings including special called meetings.

ARTICLE SIX **COMMITTEES**

6.01 The Board of Directors shall appoint three (3) Trustees from the current membership each year who will serve as non-voting members of the Board of Directors and such other duties as prescribed by these by-laws. The Trustees will help to oversee the financial stability of the corporation and to audit the financial accounts annually and at any other time deemed necessary by the Board of Directors or the Trustees.

6.02 The Board of Directors shall appoint members to the following standing committees:

- a. Telephone
- b. Hospitality
- c. Publicity
- d. Concession

One member of each committee shall be designated as chair of the committee. The Committee Chairman shall serve as a non-voting member of the Board of Directors.

6.02.1 The Board of Directors shall appoint any special committee as it deems advisable and shall designate one member of the special committee to serve as Committee Chairman. The Board of Directors shall further designate the length of time that the committee shall function and the length of time members therein shall serve.

6.03 The Trustees shall have the following duties;

- a. Conduct end of the year audit for Band Boosters and present the report to the Executive Committee
- b. Help Treasurer in counting of funds after home football games.
- c. Serve as non-voting members of Executive Committee.

6.04 The Band Director shall serve as an ex-officio member of all committees.

ARTICLE SEVEN

MEMBERSHIP AND DUES

7.01 The membership shall be open to parents of Southside High School band members, band alumni, parents of Rainbow Middle School band students, parents of band managers, and any other citizen who has an interest in the band.

7.02 Dues shall be payable as a condition of membership. Dues shall be \$20 per marching band member, and are payable with a Letter of Intent prior to the beginning of the marching band season. Any marching band fees, uniform and/or equipment fees shall be determined annually based on an analysis of the budget, and shall be payable directly to Southside High School. Associate Supporters shall pay dues of \$25.00 per family per year. These dues shall be payable by the start of the school year. Dues, Marching Band Fees and Associate Supporter Dues are non refundable.

ARTICLE EIGHT

MEETINGS

8.01 General membership meetings of The PRIDE Music Association will be held quarterly to coincide with large ensemble concerts or events of the Southside Band. The suggested, but not requires dates are: May Orientation Meeting, July Pre-Camp Meeting, October Fall Concert, and February MPA Preview Concert.

8.02 Special meetings can be called by the President or a majority of the Board of Directors if one day's notice has been given.

8.03 The board of Directors will meet at in the band room prior to the regular meeting at a time to be determined by the President or a majority of the Board of Directors.

ARTICLE NINE

FISCAL YEAR

9.01 The fiscal year of the organization shall begin on April 1st and end on the following March 31st.

ARTICLE TEN

INFORMAL ACTION

10.01 Waiver of Notice:

Whenever any notice whatever is required to be given under the provisions of the law, the Articles of Incorporation of the corporation, or these Bylaws, a waiver of such notice, signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice. Such waiver must, in the case of a special meeting of Members, specify the general nature of the business to be transacted.

10.02 Action of Consent:

Any action required by law or under the Articles of Incorporation of the corporation or these Bylaws, or any action which otherwise may be taken at a meeting of either the Members or Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filled with the Secretary of the Corporation.

ARTICLE ELEVEN

OPERATIONS

11.01 The Board of Directors shall appoint a nominating committee for the purpose of nominating the officers of the corporation and the various committees. No less than five (5) active-members shall be selected. The nominating committee will be appointed prior to the regular February meeting.

11.02 The Nominating Committee shall meet at their convenience and name at least one candidate for each office. Any band booster who wishes to nominate a candidate for office should submit the candidate's name to the Nominating Committee. The Nominating Committee shall report its recommendations at the February meeting. Additional nominations may be made from the floor at the February meeting only.

11.03 A plurality of votes cast by members present shall be necessary for elections.

11.04 No candidate's name shall appear on the ballot for more than one office.

11.05 All savings funds shall be set up requiring two signatures for withdrawal, the President and the Treasurer of the Corporation.

11.06 Monies for the uniform savings fund shall come from the annual uniform rental fee and any other designated fund raising activities.

11.07 The Treasurer will be provided with all necessary ledgers to fulfill his/her duties.

11.08 All funds received at home ball games shall be counted by the Treasurer and Trustees directly after the game and deposited in the bank. The Treasurer will supervise this operation.

11.09 The Treasurer and or the President are authorized to sign Corporation checks.

11.10 The expenditure of Corporate funds in the amount of \$500.00 or more for any purpose other than to purchase food and supplies for the Band booster concession stands must be submitted to the organization for vote and approval at a regularly scheduled Corporation meeting.

11.11 If the situation warrants an immediate decision prior to the Corporation meeting, the Board of Directors will meet. Their vote will be considered the vote of the entire organization. The regular club meeting will be the preferred method of deciding when to expend funds.

11.12 Concession stand purchases for food and supplies will be under the direction of the Board of Directors. The First Vice President will ensure that a full report of all concession stand purchases will be reported at each board meeting if purchases were made during that month.

11.13 The purpose and profit split of each fundraiser will be established before any fundraisers are begun. Due to IRS regulations, no fundraisers will be allowed to help pay for any items that will be kept by the marching band member (e.g. auxiliary uniform pieces).

11.14 The Treasurer is authorized to order flowers in case of death in the immediate family of a band member. Immediate family shall include father, mother or sibling.

11.15 Chaperones will be provided by the Corporation from the membership subject to the following:

- a. The number of chaperones per trip shall be determined by the band director
- b. Chaperones shall not be allowed to carry children who are not band members or managers
- c. Chaperones will be selected on the sign-up basis. Priority will be given to members who have contributed by working in the concession stands, fund raising activities, and other band functions.

11.16 Execution of Documents:

All checks, drafts or other orders for payment of money, notes, or other indebtedness issued in the name of the corporation shall be signed by the President or the Treasurer of the corporation. Contracts, leases, or other instruments in the name of and on behalf of the corporation will be signed by the Secretary and countersigned by the President, and or the Treasurer, and will have attached copies of the resolutions of the Board of Directors certified by the Secretary authorizing their execution.

11.17 Books and Records:

This corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members, Board of Directors, and Directorial Committees. The corporation will

keep at its principal place of business a membership register giving the name, address and showing classes and other details of the membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the Corporation.

11.18 Inspection of Books and Records:

All books and records of this corporation may be inspected by any Members, or his agent or attorney, for any purpose at any reasonable time on written demand under oath stating such purpose.

11.19 Nonprofit Operations-Compensation

This corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this corporation will be distributed to its members, directors or officers. However, the corporation may pay compensation in a reasonable amount to members, officers or directors for services rendered.

11.20 Execution of Payments

The Board of Directors may accept payment for dues and fees in the form of cash, check, or money order. In the event that an individual's personal check is returned for insufficient funds, the Board of Directors may reserve the right to refuse any future personal checks presented for payment.

ARTICLE TWELVE **INDEMNIFICATION OF MEMBERS, DIRECTORS AND OFFICERS**

12.01 Each former, present and future members, director and officer of the corporation shall be entitled without prejudice to any other rights he/she may have, to reimbursement and indemnification by the corporation against all liability and expense, including legal expense without limitation, hereafter reasonable incurred by him/her in connection with any claim, action suit or proceeding of whatever nature in which he/she may be involved as a party or otherwise by reason of having served before or after the date of adoption of these bylaws as a member, director or officer of the corporation, or by reason of any action alleged to have been theretofore or thereafter taken or omitted by him/her as a member, director or officer, including amount paid or incurred in connection with reasonable settlements made with a view of curtailment of costs of litigation and with the approval of a majority of the directors of the corporation then in office, other than those involved, whether or not such majority constitutes a quorum. The corporation and its members, directors, officers, employees and agents shall not be liable to anyone for making any determination as to the existence or absence of liability, or for making or refusing to make any payments hereunder on the basis of such determination, or for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel.

ARTICLE THIRTEEN **AMENDMENTS**

13.01 These bylaws may be amended at any regular meeting of the corporation by a three fourths (3/4) vote of the members present and voting. Any amendment must be presented in writing at a regular meeting of the membership and cannot be voted upon until the next regular meeting.

ARTICLE FOURTEEN **CONFLICT OF INTEREST**

14.01. The purpose of the conflict of interest policy is to protect this Corporation's 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 LOCAL 12 USW/GOODYEAR INSTITUTE FOR CAREER DEVELOPMENT and charitable organizations.

14.02. 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.

(a) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

(b) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

(c) A financial interest is not necessarily a conflict of interest. Under 11.03, 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.

14.03. 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 and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) 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.

(c) Procedures for Addressing the Conflict of Interest.

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.
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.
3. After exercising due diligence, the governing board or committee shall determine whether the Corporation 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.
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 Corporation'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.

(d) Violations of the Conflicts of Interest Policy.

1. 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.

2. 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.

14.04. The minutes of the governing board and all committees with board delegated powers shall contain the names 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 board's or committee's decision as to whether a conflict of interest in fact existed. The minutes shall also contain 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.

14.05. Compensation

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation 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 Corporation 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 Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

14.06. Annual Statements

(a) Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Corporation 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.

14.07. Periodic Reviews

(a) To ensure the Corporation 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:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

14.08. When conducting the periodic reviews as provided for in 11.07, the Corporation 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.

ADOPTION OF BYLAWS

Adopted by the Board of Directors of this Corporation and amended by the membership on the day of
May 20, 2019 in Southside, Alabama.

Secretary_____

Date_____

President_____

Date_____