

2022 AMENDED AND RESTATED BYLAWS OF THE DECATUR CENTRAL HIGH SCHOOL BAND BOOSTERS

Mission Statement: The Decatur Central High School Band Boosters, Inc. mission is to support and facilitate the band's mission to create, provide and expand positively life-changing experiences through music for all with enthusiastic participation, performance and study.

Preamble: The Decatur Central High School Band Boosters, Inc. is a 501 (c)(3) not-for-profit organization comprised of the parents, relatives and legal guardians of all Decatur Central High School ("DCHS") band/guard students and alumni. The purpose of the Boosters is to support all of the DCHS band programs including, but not limited to, concert performance bands, marching band, pep band, jazz bands, winter percussion, color guards, and any ensembles (the "DCHS Band/Guard Program"). The Decatur Central High School Band Boosters, Inc. will achieve this objective by: (1) working in conjunction with the DCHS Band/Guard Directors to develop and improve the DCHS Band/Guard Program, helping to attain the highest possible degree of excellence within the band/guard; (2) organizing and overseeing various band/guard-related activities; (3) collecting and providing funds for band/guard-related activities; (4) providing fundraising opportunities to benefit the DCHS Band/Guard Program and band/guard students; (5) disseminating necessary information to Booster members, students and the public about the DCHS Band/Guard Program and achievements; (6) maintaining band/guard equipment, supplies and uniforms; (7) chaperoning and supervising DCHS band/guard students during band/guard-related activities; (8) advocating for the best interests of the students in the DCHS Band/Guard Program; (9) maintaining an enthusiastic interest in the Decatur Central High School Band/Guard Department and its programs, (10) building and maintaining the membership of the Booster organization; and (11) any other activity which in the opinion of the DCHS Band/Guard Directors and Boosters Executive Board are necessary or advisable in furthering the DCHS Band/Guard Program.

The Decatur Central High School Band Boosters, Inc. is a separate and distinct organization from DCHS and the Decatur Township School Corporation. The Decatur Central High School Band Boosters, Inc. maintains its own separate budget and finances. The Decatur Central High School Band Boosters, Inc. is managed and directed by its Executive Board (The Board).

ARTICLE I: NAME AND ADDRESS OF ORGANIZATION

SECTION I: Name. The official name of this organization shall be Decatur Central High School Band Boosters, Inc. ("Boosters").

SECTION II: Address. The physical address is 5251 Kentucky Avenue, Indianapolis, IN 46221-9615.

ARTICLE II: NON-VOTING MEMBERS

SECTION I: Non-Voting Members. The Boosters shall have two classes of non-voting members: Members and Associate Members (collectively, "Members").

a. **Members:** All parents and legal guardians of DCHS band/guard students or junior high students who are currently participating in the DCHS Band/Guard Program are Members of the Boosters for the duration of their student's participation in the DCHS Band/Guard Program.

b. **Associate Members:** Any other friend or relative of any student currently participating in the DCHS Band/Guard Program and any student alumni of the DCHS Band/Guard Program and their parents, legal

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guardians, relatives or friends, may participate as Associate Members of the Boosters. Associate Members may not serve as officers on the Executive Board unless expressly approved by a majority vote of the Board.

SECTION II: Termination of Booster Membership. Membership in the Boosters is automatically terminated upon the relevant student quitting the DCHS Band/Guard Program or graduating. At such time, Members may become an Associate Member if they so choose. However, Membership of both Members and Associate Members may be terminated at any time in the following manner. A majority of the Executive Board in attendance is required to remove, censure, or restrict the status of an active Member. A Member removed by the Executive Board will be given the right to present an appeal to the Executive Board at the next Executive Board meeting. Any Member determined to be guilty of the following infractions will be temporarily or permanently removed from the Membership of the Boosters: any obscene or sexual propositions, action or misconduct involving a band member, providing or making available any illegal or controlled substance to a band member, deliberately putting any band member in jeopardy of violating any local, State or Federal statutes or laws, using or in possession of any illegal or controlled substances while involved in any Booster activities, falsely representing themselves as an executive officer or official representative of Boosters, and/or any Member determined to be guilty of maliciously undermining the goals and purpose of the DCHS Band and Guard.

SECTION III: Booster Meetings. At least ten (10) times a year, the Board will hold meetings that are open to Members to discuss the activities of the Boosters, the needs of the DCHS Band/Guard Program, the Boosters' finances, and related matters. A schedule for the Boosters meetings shall be published in advance of the meetings through any appropriate means, including email, newsletter, school announcements or website postings.

ARTICLE III: THE EXECUTIVE BOARD (The Board)

SECTION I: Directors. The Boosters' Board shall be comprised of at least three (3) individuals ("Directors.") The Head Director of the DCHS Band/Guard Department ("Director of Bands") will be a Director with voting rights on the Board.

SECTION II: Board Duties. The Board will work in conjunction with the DCHS Band/Guard Directors to further the goals of the Boosters and to prepare for the Boosters' monthly Membership meetings.

SECTION III: Board Actions. A majority of the Directors on the Board shall constitute a quorum at any regularly scheduled Board meeting. The Board may vote or otherwise act on any matter at its monthly meetings, or by email if necessary or expedient in the furtherance of the Boosters' interests. A simple majority of the Directors present at any meeting is sufficient to approve or ratify any Board action or decision. For purposes of determining a majority vote, each Director may cast one vote, in the unlikely event of a tied vote, the Director of Bands will cast an additional vote to break the tie.

SECTION IV: Authority. The Board has the authority to establish, assess and collect all student participation fees necessary to support the DCHS Band/Guard Program. The Board also has the authority to utilize the services of other persons at their executive meetings or otherwise for professional advice in legal, accounting, marketing or any other subject, if the Board believes such advice is beneficial to the goals of the Boosters. The Board may delegate tasks to any person deemed appropriate by the Board. Any person invited to attend the

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meetings of the Board, regardless of whether they are eligible to vote, is bound by the same rules of confidentiality as Directors.

Section V: Board Meetings. Regular meetings of the Board shall be held during the year. No formal notice of regular meetings is required. Special meetings of the Board may be called by the President or by any two Directors upon two (2) days' notice. A special meeting shall be held at such date, time, and place as is specified in the call of the meeting. Notice of the date, time, and place of each special meeting shall be sent by the person or persons calling the meeting, to each Director. Physical copies of the minutes of these meetings shall be kept by the Secretary.

ARTICLE IV: ELECTION OF OFFICERS

SECTION I: Officer Nominations. In April of each year, the Director of Bands shall prepare a slate of officer candidates for consideration by the Directors. Any interested Directors or Members may also make nominations for officers until April 30th.

SECTION II: Slate of Nominees. The slate of proposed nominees shall be presented at the annual Executive Board meeting in May.

SECTION III: Officer and Candidate Qualifications. All candidates for office must satisfy the following criteria, both at the time of their nomination and election, and if elected, during their entire term of office:

- a. Be a Member of the Boosters. This qualification may be waived with a majority vote of the Board, if professional experience and specialized skills are deemed to qualify the individual for the Board position.
- b. Be current in all payments owed to the DCHS Band/Guard Program, the Boosters, and their student's participation account(s);
- c. Satisfy all conditions required for direct volunteer-student contact that are imposed by the Decatur Township School Corporation, DCHS, or the Boosters. These conditions include keeping a current valid and "clean" criminal background check on file with DCHS.
- d. To be considered for the Presidential Office, an individual must be a Member for at least one year and a Director for one year.
- e. To be considered for all other Board positions, an individual must be a Member for at least one year before serving on the Board. This qualification may be waived with a majority vote of the Board, if professional experience and specialized skills are deemed to qualify the individual for the Board position.

SECTION IV: Election of Officers. Officers shall be elected at the May Executive Board meeting. A simple majority vote of the Directors shall be sufficient to elect any officer.

SECTION V: Length of Service. Beginning in 2017, officers shall serve for a period of two years. No person shall hold the same office for more than two years unless the additional length of service is expressly approved by a majority vote of the Board.

SECTION VI: Resignation or Removal. An officer may be removed for cause by a majority vote of the disinterested Directors. Cause may include, but not be limited to, misfeasance, neglect of duty, dishonesty, and failure to maintain the qualifications necessary for office set forth in Article III, Section IV, or any other action that is deemed harmful to the Boosters or the DCHS Band/Guard Program. In addition, when an officer

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fails to attend three consecutive meetings and fails to perform his or her duties without adequate reason for a period of 60 days, the Board may remove the officer and declare the position vacant by a majority vote of the Board. In the event any officer resigns or is removed from office, the Directors shall appoint another individual to serve in place of the departing officer, so long as the appointee meets the qualifications necessary for officer in Article III, Section IV.

SECTION VII: Shared Offices. Two people may hold one office. In the event one or more offices are held by more than a single person, only one vote per office shall be cast on any vote taken at all Board meetings. One Director may hold more than one office upon a majority vote by the Board. However, that Director may still only cast one vote on any votes taken at all Board meetings.

ARTICLE V: DUTIES OF OFFICERS- The duties of the Officers shall include all duties imposed by law, as well as the specific duties described for each Officer below. However, the specific duties of Officers described below may be altered on a case by case basis by the Executive Board from year to year when necessary to meet the ever changing needs of the Band & Guard Program.

SECTION I: Officers. The Officers shall be the Director of Bands, President, President Elect, Past President, Senior Vice President, Vice President, Secretary, Treasurer, Assistant Treasurer, and External Communications Specialist. These positions, with the exception of Director of Bands and Treasurer (who may receive compensation as deemed), are non-paid, appointed positions. The Officers shall be responsible for the duties described below as well as any duties imposed by law.

SECTION II: Director of Bands. The Director of Bands is the person who is hired by the Decatur Township School Board / Central Office and Principal of Decatur Central High School to be the leader of the Band and Guard program. This person sets the vision for the program (including the boosters) as to what the curriculum shall be and how it is to be taught. This person administers the program and is in charge of the budget (school and booster), helps to hire all instrumental teachers at DCHS and DMS and is in charge of hiring and evaluating staff for all the ensembles within the program. This person is to work closely with the community, school administration and athletics.

SECTION III: President. The President shall preside over all business meetings, prepare agenda for said meetings, arrange any special meetings as needed, serve as ex-officio member of assigned teams, and coordinate with the Senior Vice President and Vice President to make sure the teams are functioning as needed. The President shall provide the proper direction of the Boosters in order to obtain the goals of the Boosters. This person is the face of the program to the Band/Guard parents and shall support and promote the Band/Guard in all capacities. The President shall develop teams, help find suitable candidates to lead each team and be willing, if needed, to lead a team in the event no one has volunteered. The President will oversee budget preparation with the Treasurer and Director of Bands and oversee the student participation accounts for the Band/Guard department. The President shall develop Board nominations with the Director of Bands.

SECTION IV: President Elect. The President Elect shall preside over all booster meetings in the absence of the President, assist the President in any and all tasks, assume the President's duties upon their resignation or if the President is unable to fulfill the above mentioned duties until a new President can be nominated and elected. The President Elect shall oversee the merchandise sales and contest hosting teams. The President Elect shall assist the President with the sponsorship team, as needed. The President Elect shall meet with the

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President, Senior Vice President and Vice President once per month before each monthly meeting (or as needed) to develop the meeting agenda.

SECTION V: Past President. The Past President shall provide guidance and assistance to the President and President Elect as well as the Board.

SECTION VI: Senior Vice President. The Senior Vice President shall preside over all Booster meetings in the absence of the President and President Elect and assist the President and President Elect in any and all tasks. The Senior Vice President will assume the President Elect's duties upon their resignation or if the President Elect is unable to fulfill the above mentioned duties until a new President Elect can be nominated and elected. The Senior Vice President will oversee the appointing and training of Team Leaders (communicating the requirements of their team), call for and collect all Team Leader reports for each month's meetings, meet and communicate with Team Leaders each month (or as needed) and serve as ex-officio member of assigned teams.

SECTION VII: Vice President. The Vice President shall assist the President, President Elect and Senior Vice President in any and all tasks, assume the Senior Vice President's duties upon their resignation or if the Senior Vice President is unable to fulfill the above mentioned duties until a new Senior Vice President can be nominated and elected. The Vice President will assist the Senior Vice President in overseeing the appointing and training of Team Leaders (communicating the requirements of their team), call for and collect all Team Leader reports for each month's meetings, meet and communicate with Team Leaders each month (or as needed) and serve as ex-officio member of assigned teams.

SECTION VIII: Secretary. The Secretary shall attend all Board and Member meetings and record minutes. The Secretary shall serve as ex-officio member of assigned teams. The Secretary shall collect and maintain all student records, including commitment forms, medical forms and all parental permissions. The Secretary shall maintain the established email account, keeping contacts updated, monitoring all incoming and outgoing email, forwarding emails to the appropriate parties when necessary and composing a weekly email update to be distributed to all current Boosters.

SECTION IX: Treasurer. The Treasurer shall attend all meetings, oversee the deposits of all income, manage payment of bills and staff. The Treasurer shall monitor and reconcile all applicable accounts held by the Boosters. The Treasurer shall keep accounting records of monies/change for concessions and events and keep accounting records of all revenue and expenses. The Treasurer will also send statements for all outstanding student participation accounts every month. The Treasurer shall request and maintain W9's for all staff and provide 1099's at year's end, prepare monthly fiscal year financial reporting for board meetings, keep calendar years financial reporting and oversee the completion of the IRS 990 information return at year's end as well as any required State reporting.

Section X: Assistant Treasurer. The Assistant Treasurer shall collect and deposit funds and prepare reporting paperwork to be provided to the Treasurer for tracking and accounting purposes. The Assistant Treasurer will keep student participation accounts current with charges, credits, and payments. The Assistant Treasurer will provide detailed student balance reports to the Board monthly.

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SECTION XI: External Communication Specialist (ECS). The ECS shall attend all meetings, maintain and update the Boosters website with new business, current booster events, contests and event information for the whole Band/Guard department. The ECS shall monitor and oversee the maintenance of all social media accounts owned by Boosters. The ECS shall maintain the newsletter, provide photos and stories for the newspaper and MSD Decatur Website. The ECS shall attend all meetings, notify local news publications of upcoming events, contest results and accomplishments. The ECS shall promote all events through local new publications and MSD of Decatur Township. The ECS shall publicize any scholarship opportunities involving Boosters. The ECS shall attend and/or coordinate a schedule to ensure Booster representation is present at all Decatur Township school board meetings. ECS shall serve as ex-officio member of assigned teams.

ARTICLE VI: TEAM LEADERS

SECTION I: Responsibilities. Team Leaders shall recruit Members for their respective teams with the support of the Board. Team Leaders shall lead their team, provide guidance to achieve the goals of their respective teams and delegate responsibilities. Team Leaders shall consult and coordinate with the Senior Vice President and the Vice President and Band/Guard Directors to make sure all areas are covered and needs are being met (volunteers, donations, drivers, etc.) as well as coordinate with other Teams when necessary. Team Leaders shall attend a monthly or bimonthly Team Leader meeting with the Senior Vice President and Vice President. Team Leaders shall support the Contest Planning Team during all hosted events, as needed. Team Leaders are responsible for following all policies and Bylaws that have been established by Boosters. All Team Leader positions, duties and assignments are at the discretion of the Board.

SECTION II: Reports. All Team Leaders shall prepare a report of updates and future needs to be presented to the Senior Vice President and Vice President at the monthly team leader meeting.

SECTION III: Length of Service. Team Leaders shall serve a one-year term from June 1 to May 31.

SECTION IV: Team Leader Positions: Chaperone Team Leader, Color Guard Team Leader, Winter Percussion Team Leader, Concessions Operations Team Leader, Concessions Preparations Team Leader, Contest Planning Team Leader, Fundraising Team Leader, Hospitality Team Leader, Props Team Leader, Special Events Team Leader, Sponsorship Team Leader, Transportation Team Leader, Uniform Team Leader.

ARTICLE VII: FINANCIAL

SECTION I: Annual Budget. The Director of Bands with the President and Treasurer's assistance will develop and prepare an initial proposed annual budget to be provided to the Board for their review at the May Board meeting. The proposed budget must be finalized and approved into permanent record by majority vote of the Board no later than the June Board meeting. The fiscal year runs from June 1 through May 31.

SECTION II: Unbudgeted Expenses. It is the intent of the Board that all reasonably foreseeable expenses be identified and included in the proposed annual budget approved at the annual meeting. Nevertheless, the Board recognizes that additional expenses may arise during the year that could not be reasonably anticipated. If possible, the Director of Bands will promptly notify the Board of the nature and amount of the unexpected expense so the Board can consider the expenditure before it is incurred. However, for unbudgeted expenses up to a maximum amount of \$1,000, if the Director of Bands determines that it is in the best interests of the

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DCHS Band/Guard Program to immediately incur the unexpected expense, he or she will notify the Board of the nature and amount of the incurred expense as soon as possible so that the Board can make any necessary financial adjustments.

SECTION III: Student Participation Fees and Surplus Student Balances. All student participation accounts and surplus student balances shall be maintained, managed, and reimbursed to Members in accordance with then-existing version of the Boosters Student Account Policy, which will be made available to all Members. Student participation fees are expected to be paid on a timely basis by Members. Any student with outstanding participation fees at the end of any season may not be allowed to participate in the next season until their fees for the previous season are paid in full. Any Band/Guard student who has not paid his or her student account in full before graduation is subject to having their diploma withheld by DCHS until the account is fully paid.

SECTION IV: Hardship Financial Assistance. In the event a student is unable to participate in band related activities, due to financial needs, the Board may offer financial assistance. A request for financial assistance must be submitted in writing to the Director of Bands. The Director of Bands will submit the request to the Board for review. To be eligible for financial assistance, student and parent/legal guardian participation in the band program and participation in all fundraisers is required. All requests for financial assistance shall be kept confidential and can only be used for student expenses. All band participation fees must be paid in full by the end of the current school year.

ARTICLE VIII: AMENDMENT

SECTION I: Proposed Bylaw Amendments. Any Director may propose amendments to these Bylaws. Proposed amendments must be submitted to the Board in writing for consideration. Any amendment of these Bylaws is only effective (1) after the Directors are notified of the proposed change and the date the proposal will be voted on; and (2) the Directors approve the proposed amendment by majority vote at a regularly-scheduled meeting.

ARTICLE IX – INDEMNIFICATION

Boosters indemnifies, to the full extent permitted by law, every Director, officer, or agent of the Boosters made a party of a proceeding because he/she is or was a Director, officer, or agent shall finally be adjudicated in such proceeding to have acted in bad faith and to have been liable by reasons of willful misconduct in the performance of his/her duty as such Executive Directors, officer or agent. The Boosters, Amended and Restated By-Laws by the Board March 2022. The document becomes effective immediately upon ratification by the voting Members of the Board.

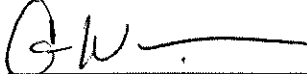
ARTICLE X – CONFLICT OF INTEREST


We, the Board of Boosters, resolve that no Director shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the Directors must announce his or her potential conflict, disqualify himself or herself, and be excused from

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the meeting until discussion is over on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board Members had not made it known.

Approved by majority vote of the Booster Membership this 9 day of May, 2022.


Name: Gwendolyn Winderlich
Title: President


Name: Michelle Coas
Title: Secretary