

The Bylaws of Barnwell District 45 Band Booster Club

Article I - Name

The name of this organization shall be the Barnwell District 45 Band Booster Club, a South Carolina non-profit corporation.

Article II - Purpose

The purpose of this organization shall be to encourage student and community interest in band and instrumental music, and to sponsor and promote the interests of Barnwell District 45 School Bands, in cooperation with the band directors, the District 45 school board, and various Barnwell School principals, and other aspects of the Barnwell Schools music programs. The Club shall exist to build and maintain an organization of parents and interested persons which will conduct fundraising and other activities to purchase instruments, sheet music, sponsor student related camps, bring directors and other trainers to the district to improve marching, the band, music programs, and assist with transportation expenses, uniforms, and other equipment, promote the general development and improvement of the Barnwell 45 instrumental music programs, and do all things necessary or convenient, and not inconsistent with law, to further these goals.

Article III - Principal Place of Business, Registered Office and Registered Agent

- A. Principal Office - The principal office shall be located in Barwell County, State of South Carolina.
- B. Registered Office - The organization shall maintain a registered office in the state of South Carolina, County of Barnwell. In the absence of contrary designation by the Board of Directors, the registered office shall be 474 Jackson Street, Barnwell or other place in Barnwell county as the Directors shall designate and register with the South Carolina Secretary of State.
- C. Registered Agent - The organization shall maintain a registered agent who shall have a business office or residence in Barnwell County, state of South Carolina. In the absence of another registered agent the registered agent shall be the organization's President. The initial registered agent shall be Lynn S. Cox. When Ms. Cox no longer serves as registered agent or registered office is changed, then the organization must file a change of registered agent and/or office form with the South Carolina Secretary of State and pay appropriate filing fee.

Article IV - 501(c)(3) Provisions

- A. This organization is organized exclusively for the purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B. No part of the net earnings of this organization shall inure to the benefit or, or be distributed to it members, officers, or other private persons, except the organization shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of thee purposes set forth in Article 2 hereof or to other qualified exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

- C. No substantial part of the activities of this organization shall be carrying on of propaganda or otherwise attempting to influence legislation. The organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition of any candidate for public office.
- D. Notwithstanding any of provision of these Bylaws, the organization shall not carry on any other activities not permitted to be carried on (a) by the organization exempts from federal income tax under section 501(c)(3) or the IRC, or the contributions to which are deductible under section 170(c)(2) or the IRC, or the corresponding section of any future tax code.
- E. Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRC, or the corresponding section of any future federal tax code, or shall be distributed to the federal government,, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed by a Court of Competent jurisdiction of the county in which the principal office of the organization is located, exclusively for such purposes or to such organization as the Court shall decide are organized and charitable exclusively for such charitable purpose related to animal purposes.

Article V - Reserved

Article VI - Board of Directors

- A. Number - Initially, five (5) directors shall be selected. The board of directors shall consist of three (3) to fifteen (15) persons, generally in odd numbers.
- B. Terms of Office - A director shall hold office for a term of three (3) years and until a successor is elected. The membership of the board shall be divided into two (2) groups and one (1) group. Initially the two groups will have two (2) members and one (1) member, so arranged that a group shall be elected each year.
- C. Manner of Election - There shall be a nominating committee to recommend new directors from qualified candidates. Directors shall be elected by a plurality of the votes cast by ballot at the annual meeting of the board. A member up for reelection can not vote. Five of the initial directors shall be appointed by the incorporators in order to get the organization started. At the second meeting of the board of directors, the directors shall determine the rotation cycles of the initial five directors - i.e. of which group shall be up for and elected for the second year of operation and so forth.
- D. Authority - The board of directors of the Barnwell District 45 Band Booster Club shall be responsible for the affairs of this organization; shall have power to fill vacancies on the board; shall appoint and have the power to remove all officers and prescribe their duties, not inconsistent with the provisions of these bylaws, and generally shall have full power to do, or require to be done, everything deemed necessary or expedient for the promotion and carrying out of the organization's purposes.
- E. Qualifications
 - a. Directors must be eighteen (18) years of age or older.
 - b. Nominees must be committed to the goals of the Barnwell District 45 Band Booster Club.

- c. Nominees must be willing and able to devote the necessary time to fulfill duties.
 - d. Nominees must be willing to volunteer for projects sponsored by the board.
 - e. Nominees must be a person of good standing in the community. Where good standing means the person is not a convicted felon, is not on any state list of sexual offenders or a child abuse and neglect list, is not currently charged with a crime of moral turpitude or on probation. Additionally, a nominee must be willing to submit to a SLED check and register check and may need to be bonded.
- F. General Standards for Directors
- a. A director shall discharge his or her duties as a director, including his or her duties as a good members of a committee:
 - i. In good faith;
 - ii. With care an ordinarily prudent person in a like position would exercise under similar circumstances, recognizing that a director has a duty of oversight, loyalty, attendance, care, and service to the organization; and
 - iii. In a manner the director reasonably believes to be in the best interests of the Barnwell 45 Band Booster club; and
 - iv. Shall attend meeting as scheduled on a regular basis
 - b. In discharging his or her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data if prepared or presented by:
 - i. One or more officers or employees of the organization who the director reasonably believes are reliable and competent in matters presented.
 - ii. Legal counsel, public accountants, or other persons as to the matters the director reasonably believes are within the person's professional or trade and he or she believes that person to be reasonably competent;
 - iii. A committee of the board of which the director is or a member, as to matters within its jurisdiction, if the director reasonably believes the committee merits confidence; or
 - iv. In the case of hiring directors and trainers, to rely on those persons' whole position or duties with the school district the director believes justify reliance and confidence and who the director believes is reliable and competent in the matters presented.
 - c. A director is not acting in good faith if the director has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (b) unwarranted.
 - d. A director is not liable to the organization,, a member, or any other person for any action taken or not taken as director, if the director acted in compliance with subsection (b) above.
 - e. A director shall not be deemed to be a trustee with respect to the organization or with respect to any property held or administered by the organization, including without limitation, property that may be subject to restrictions imposed by the donor or transferor of property.
 - f. An action against a director asserting the director's failure to act in compliance with the section and consequent liability must be commenced before the sooner

of (i) one year after the failure complained of or (ii) one year after the harm complained of is, or reasonably should have been, discovered. This limitation period does not apply if the failure to act in compliance with this section has been fraudulently concealed.

G. Director Conflict of Interest

- a. A conflict of interest transaction is a transaction with the Barnwell District 45 Band Booster Club in which a director has a direct or indirect interest. A conflict of interest transaction is not voidable on the basis of imposing liability on a director, if the transaction was fair to the organization at the time it was entered into or is approved after notice of the conflict by other directors as provided in subsections (b) or (c).
- b. A transaction in which a director of a public benefit or nonprofit organization has conflict of interest may be:
 - i. authorized, approved, or ratified by the vote of the board of directors or committee of the board if:
 1. The material facts of the transaction and director's interest are disclosed or known to the board or committee of the board; and
 2. The director does not participate in the vote; and
 3. The directors approving the transaction in good faith reasonably believe that the transaction is fair to the organization.
- c. For purposes of this section, a director of the Barnwell 45 Band Booster Club has an indirect interest in a transaction if:
 - i. Another entity in which the director has material interest or in which the director is a general partner or is a party to the transaction; or
 - ii. Another entity of which the director is a director, officer, or trustee is a party to the transaction.
- d. A conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of directors on the board or on the committee who have no direct or indirect interest in the transaction may not be authorized, approved, or ratified by this section by a single director. If a majority of the directors on the board who have no direct or indirect interest in the transaction, a quorum is present for the purpose of, or a vote cast by, a director with direct or indirect interest in the transaction does not affect the validity of any action taken under subsection (b) (1) or (c) (1) if the transaction is otherwise approved as provided under subsection (b) or (c).
- e. The bylaws or a resolution of the board may impose additional requirements on conflict of interest transactions.

H. Removal of Directors

- a. A director may be removed:
 - i. By a unanimous vote of the other directors for good cause shown; and
 - ii. For failure to attend three consecutive scheduled meetings. If a director misses three meetings in a row, then the Secretary shall notify the missing director that failure to attend the next meeting will result in

automatic removal and the board shall act and immediately seek to replace said director.

Article VII - Meeting of Board of Directors

- A. Organization and Training Meetings - a meeting of directors shall be held to adopt these bylaws and initiate the startup of the organization. An annual meeting shall be held on or before March of each year. A training meeting shall be held within 45 days of each annual meeting to orient new directors as needed. Meetings shall be conducted at least quarterly, but may be held monthly or more often as needed.
- B. Quorum - A majority of the directors then in office shall constitute a quorum for the transaction of any business.
- C. Special meetings - Special meetings may be called for any lawful purpose. At least 50% of the total number of directors then serving shall constitute a quorum at a special meeting. Notice of special meetings may be given in writing at least one (1) day prior to meeting or by telephone call, fax, or email with a minimum of two (2) days notice. A record shall be kept by the organization's secretary of a director's preference for notification means.
- D. Other means of communication - Participation by phone, instant messaging, speaker phone, and conference calls are permitted. Likewise decisions made may be made by the board of directors by fax, email, and written confirmation of any action.
- E. Other business at meetings - Unless otherwise directed, Robert's Rules of Order will govern the format of all meetings.
 - a. Call to order
 - b. Reports of officers
 - c. Old business
 - d. New business
 - e. Adjournment

Article IX - Officers

- A. Titles - The officers of this organization shall be President, Vice President, and Secretary/Treasurer, all of whom shall be elected by the board of directors at the organization meeting, to serve for a period of one (1) year and thereafter until their successors are elected. All officers shall be elected from the board of directors.
- B. President - The president shall be the chief executive officer of this organization; shall preside at all meetings of the board and the board and of the organization; the president shall be chairman of the executive committee and a member, ex officio, of all other committees and shall have the authority to sign such papers as may be required including contracts and other assets belonging to the organization or in connection with the handling of all business matters in which the organization has interest. The president shall be the spokesperson for the organization until another office is assigned this responsibility in the minutes for a specific purpose. The president may assemble new committees and subcommittees for specific projects and purposes of the organization. The president shall set the agenda and preside at all meetings.

- C. Vice President - The vice president shall in the absence of or disability of the president perform the duties of the president and act in the president's stead. The vice president shall serve as chairman of the nominating committee. The vice president shall establish and maintain a list of the inventory of the physical assets belonging to the organization. The vice president shall serve as a liaison to the parents of the middle school and the elementary school. The vice president shall assume duties of the concession chair during all home games and events held at the Barnwell High School stadium.
- D. Secretary and Treasurer -
- a. Secretary: The secretary shall give due notice of the time and place of all meetings, preserve the record of the proceedings of the organization, the board of directors, and the executive committee, and perform such other duties as usual are expected of such officer, including maintaining written records of meetings, the contact information for each director, and their date of election and rotation off the board. The secretary shall have the corporate seal, bylaws, records and general archives of the organization, except as they may be expressly placed in charge of others by order of the organization and assist with any newsletters or event flyers or posters as requested.
 - b. Treasurer: *The treasurer cannot be married or otherwise related to the co-signing officer.* The treasurer shall have charge and custody of the financial records of the organization and shall be responsible for depositing in its name, in one or more national bank or incorporated trust companies designed as depositories by the board of directors; all moneys received, and generally shall perform such duties as appertain to the same office in similar organizations.
 - i. Funds shall be withdrawn from and depository upon check signed by such persons as the board of directors may designate. **If not otherwise designated, checks shall be signed by the Tre for any amount up to and including \$400. For amounts over \$400, the president or vice president shall sign or co-sign with the treasurer.**
 - ii. The treasurer's account of all receipts and expenditures shall be presented at monthly meetings of the board of directors.
 - iii. The treasurer's book and accounts of the organization shall be audited periodically, at least once every ten (10) years by a certified public accountant selected by the board of directors.
 - iv. The treasurer must be bondable and the organization shall obtain a bond on the treasurer if the board so directs.
 - v. File any necessary forms and reports with the IRS and the South Carolina Secretary of State and Department of Revenue.
 - vi. The treasurer may set up separate accounts for specific projects and general long-term goals of the organization and be accountable for any student fees for band camps or any activity fees.
 - vii. At the expiration of his or her term of office the Treasurer shall deliver his or her books to the successor in office and turn over all monies and other property belonging to the organization that is within his or her possession within ten (10) days of leaving office.

- E. Finances and Transactions - It is the basic aim of Barnwell 45 Band Booster Club to raise and acquire funds for the purposes of the organization and as such the board of directors can authorize officers to sign contracts, grants, and other financial documents, worth with and file necessary reports and forms with the IRS and South Carolina Secretary of State and Department of Revenue and various granting organizations and agencies, delegate responsibilities for setting up the specifics and mechanics of receiving gifts and donations and other deposits for the organization.

Article X - Committees

- A. Number and titles and standing committee - There will be (3) standing committees - nominating committee, public relations/fundraising, and band education/transportation.
- B. Selection - The board of directors at the annual meeting each may select such members of the standing committees as are not specifically designated in the bylaws, to serve until their respective successors are elected and shall have power to fill vacancies in such committees. **Committee members may include non directors. Serving on committees should be encouraged by the board of directors as a way of promoting and determining the interest of potential and future directors.**
- C. Nominating Committee
 - a. The nominating committee shall consist of one or more persons, including the vice president and such other directors as is practical. The vice president shall be its chairman.
 - b. The committee shall, at least twenty (20) days prior to the annual meeting of the board of the directors, give the board it's recommendations for filling vacancies on the board of directors or in offices.
- D. Public Relations/Fundraising - This committee shall will be responsible for overseeing media communications, networking with other community groups, putting together a strategic plan for fundraising and follow through on such plan as it may exist from time to time, and to advise on fundraising ideas, identify and write for grants and promote membership in the bands to students and parents, and to perform such further duties as the board may from time to time prescribe. Such other functions might include:
 - a. Overseeing the operation of and maintaining the equipment for the concession stand.
 - b. Providing parents with information on any of the bands and availability of instruments.
 - c. Increase the public's awareness of the needs of the Barnwell District 45 music programs.
 - d. Promoting the idea of parental involvement through serving on a committee of the Barnwell District 45 Band Booster Club.
 - e. Encouraging the color guard.
- E. Band education and transportation committee - The duty of this committee shall be to distribute, collect, store, maintain, and transport uniforms and equipment, plan the annual band camp before school and arrange for chaperons and transportation of the students to their competitions and ensures that any trailers and other vehicles are in

good repair and properly secured. **At least one band director from the Barnwell 45 schools shall serve on this committee.**

Article XI - Amendment of Bylaws

These bylaws may be repealed, altered, or amended at any annual meeting or at any special meeting or this organization called for that purpose, provided any alteration or change proposed shall first have been submitted to the board of directors not less than ten (10) days prior to the holding of such annual special meeting.

Article XII - Indemnification

- A. Hold harmless - the organization shall indemnify, defend and hold harmless the organization's officers and directors to the fullest extent permitted by, and in accordance with the South Carolina Nonprofit Act and their financial resume. A plan of indemnification shall constitute a binding agreement of the organization for the benefit of the officers and directors as consideration for their services to the organization, if one is adopted.
- B. Indemnification Plan - The board of directors may from time to time adopt an indemnification plan. This indemnification plan shall set forth in detail the mechanics of how indemnification is granted.
- C. Insurance - The board of directors may cause the organization to purchase and maintain insurance on behalf of any person who is or was a director or officer of the organization, or is or was serving at the request of the organization as a director or officer of another organization, or as it representative in a partnership, join venture, trust, or enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the organization would have the power to indemnify such person.

Article XIII - Compensation of Directors, Officers, and Committee Members

No director, officer, or committee member shall receive compensation, but they may be reimbursed for actual expenses incurred in connection with performing or learning their duties. By way of illustration and not exclusion, such expenses may include travel, parking, training costs, reasonable lodging and per diem for meals, postage, telephone calls, and similar charges. All expenses must be approved by the Board of Directors within 3 months of accruing the expenses, but ideally prior to any actual expenditures are made.

Article XIV - Miscellaneous

- A. Fiscal Year - The fiscal year of the organization should be established, and may be altered by resolution of the Board of Directors from time to time as the Board deems advisable. **The initial fiscal year should end June 30th and begin July 1st.**
- B. Severability - If any provisions of these Bylaws or the application thereof to ay person or circumstances shall be held invalid or unenforceable to any extent by a court of competent jurisdiction, such provision shall be complied with or enforced to the greatest extent permitted by law as determined by such court , and the remainder of these Bylaws and the application of such provision to other persons or circumstances shall not

be affected thereby and shall continue to be complied with and enforced to the greatest extent permitted by law.

- C. Construction - In constructing these bylaws, feminine or neuter pronouns shall be substituted for masculine forms and vice versa, and plural terms shall be substituted for singular forms and vice versa, in any place in which the context so requires. The section and paragraph headings contained in these bylaws are for reference purposes only and shall not affect in any way the meaning or interpretation of these bylaws. Terms such as "hereof," "hereunder," "hereto," and words of similar import shall refer to these bylaws in the entirety and all references to "paragraphs," "articles," and similar cross references shall refer to specific portions of these bylaws, unless the context clearly requires otherwise. Terms used herein which are not otherwise defined shall have the meaning ascribed to them in the South Carolina Nonprofit Corporation Act. All references to statutory provisions shall be deemed to include corresponding sections of succeeding law.
- D. Conflict between bylaws, articles and the act - The articles and the act (as either may be amended from time to time) are incorporated herein by reference. Any conflict between the terms of these bylaws, the articles, or the SC Nonprofit Act shall be resolved in the following order:
1. The articles of incorporation
 2. The act
 3. These bylaws

Article XV - Dissolution

After a written notice, the Barnwell District 45 Band Booster Club may be voluntarily dissolved by vote of the board of directors at a meeting called expressly for such purpose. Any such meeting must be attended by at least fifty percent (50%) of the directors. Upon a dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or to a private, nonprofit corporation which is an Internal Revenue code 501(c)(3) exempt organization, or shall be distributed to the federal government, or to a state or local government for public purpose. Selection of the specific Internal Revenue Code 501(3)(c) corporation(s) or other appropriate entity shall be designated prior to dissolution.

Adopted this 26th day of July, 2010

Witnessed by the initial directors.