

**BIG RED BAND BOOSTERS, INC**

*As amended December 6, 2021 June 5, 2023 with an effective date of December 7, 2021 June 6, 2023*

**ARTICLE I – GENERAL**

- A. **NAME**: The name of the corporation shall be BIG RED BAND BOOSTERS, INC. (“BRBB”).
- B. **OFFICE**: The principal office of the corporation shall be at 625 Lower Road, (mailing address: P.O. Box 64310), Souderton, PA 18964, or at such other places as the Executive Committee may from time to time appoint or the activities of the corporation may require.
- C. **SEAL**: The corporation shall have a common seal which shall contain the name of the corporation, the year of its organization and the words “Corporate Seal, Pennsylvania”.
- D. **TERMINOLOGY**: The following terminology set forth will be utilized throughout this document:
  - 1. “Associated Groups” includes the following:
    - a. Big Red Marching Band and Color Guard
    - b. Concert Band
    - c. Symphonic Band
    - d. Indoor Guard
    - e. Indoor Percussion
    - f. Jazz Band
    - g. Lab Band
  - 2. Member in Good Standing” is defined as those students in the above-mentioned groups who adhere to the current policies, rules, and procedures set down in the student handbook of Souderton Area High School (“SAHS”) and any associated group’s handbook, and by the Band Director.

**ARTICLE II – OBJECTIVES**

- A. The objectives of this organization are:
  - 1. To stimulate student and community interest in appreciation of the band program by creating, promoting and maintaining an enthusiastic interest in the activities of the associated groups.
  - 2. To lend aid and support, moral and financial (if any) as determined by the BRBB to the associated groups in the school.
  - 3. To work in cooperation with the school board, the school district and SAHS administration, and the Band Director so that the associated groups are brought to, and kept at, the highest degree of quality.
  - 4. To encourage and assist the students as they advance their musical education.

**ARTICLE III – MEMBERSHIP**

- A. **STUDENT MEMBERS**: Membership shall be open to any student participating in the above-mentioned groups.
  - 1. **FEES**: The annual membership fee, if any, shall be determined by the Executive Committee and announced at the August general membership meeting for the fall semester and January general membership meeting for the spring semester.. This fee will be paid by all members.
- B. **VOTING MEMBERS**: Voting members shall be considered to be any individual who has a child who is currently active in any of the associated groups where the student is a member in good standing.
  - 1. **RESPONSIBILITIES**: Voting Member responsibilities include, but are not limited to, making motions, submitting proposals for referral to the proper committees, holding elective office, and voting.
- C. **VOLUNTEER MEMBERS**: Volunteer members will satisfy all of the following, except in situations as noted, to serve the members of the BRBB in a voluntary capacity, either as part of a committee and/or before, during, or after a performance or fundraising event. Eligibility of Volunteer Members is subject to the initial and continuous approval of the band director and/or the Executive Committee.
  - 1. Obtain all volunteer clearances for “Program Volunteer”, as required by Souderton Area School District. Note: Clearances are not required to volunteer for home game concessions.
  - 2. Be of 18 years of age or older and not a high school student.
  - 3. Be related to a current or former Student Member in any of the associated groups.
    - a. Exception: The “Chaperone” role may only be a Volunteer Member who has a child currently

active in one of the the associated groups.

#### **ARTICLE IV – MEETINGS**

A. **GENERAL MEMBERSHIP**: The general membership meeting shall be held in the school or virtually on the first Monday of every month, beginning in August and ending in June. In the case of holidays or other special circumstances, meetings will be held on the second Monday of the month, or a designated time deemed by President.

B. **SPECIAL MEETINGS**: Special meetings may be called by the President or the Executive Committee, or upon written request by ten (10) members of the organization. The purpose of the meeting shall be stated in the call. Except in the case of emergency, at least three (3) days' notice shall be given to the general membership. Business transacted at all special meetings shall be confined to the purpose stated in the call and matters related thereto.

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C. **EXECUTIVE COMMITTEE MEETINGS**: Executive Committee meetings shall be held monthly, beginning in August and ending in June. These meetings are open to the general membership. The Executive Committee may move into closed session with a 2/3 vote of those Executive Committee members present to discuss matters at hand. A summary of the closed session shall be made by the President at the next general membership meeting.

D. **ANNUAL MEETINGS**: The annual meeting of the members shall be held at a designated time deemed by the President. At this meeting, all final committee reports shall be presented, and a written summary of these reports shall be placed on file with the organization. All books, papers and other property of the BRBB shall be transferred to the newly elected officers and appropriate personnel.

E. **QUORUM**: The function of a quorum shall be to transact and/or ratify the business of the organization.

1. A quorum for all general membership meetings is defined as a minimum of eleven (11) members of the organization being present in which at least 2/3 of the currently occupied Executive Committee position members are included. .
2. A quorum for special meetings is defined as those members present.
3. A quorum for Executive Committee meetings is defined as at least 2/3 voting members of the currently occupied Executive Committee positions being present.
4. Once a quorum has been established, members present at an organized meeting may continue to do business until adjournment.
5. A simple majority of the members voting shall be sufficient to carry a motion. In the case of a tie, the President will cast the deciding vote.

#### **ARTICLE VI – EXECUTIVE COMMITTEE**

A. **STRUCTURE**:

Elected Officers:

- a. President e. Treasurer
- b. 1<sup>st</sup> Vice President f. Recording Treasurer
- c. 2<sup>nd</sup> Vice President g. Director-At-Large
- d. Secretary

The Band Director, in an advisory role (ex officio)

B. **PURPOSE**:

1. To appoint chairperson(s) for all standing and special committees.

2. To review the plans and activities of all committees and to facilitate business at the general membership meeting.
3. To present to the general membership for final approval any action taken by the Executive Committee.
4. To reserve the right to approve unforeseen expenditures not to exceed \$1,000.00 in the case of extenuating circumstances where financial decisions must be made prior to general membership meeting.
5. To prepare and present the yearly budget to the general membership for discussion and approval at the annual meeting.

C. VOTING MEMBERS: A majority of those voting members of the Executive Committee present is needed to carry any motion. In the event an Executive position is held by more than one person, only one vote will be cast for that position. The persons sharing the position will decide who the voting member will be during the season the position is held.

## **ARTICLE VI – STATUS OF OFFICERS**

To hold an elected office, a member must have a child who is currently active in the associated groups, the student must be a member in good standing.

- A. The offices of President, 1<sup>st</sup> Vice President, and Treasurer may not be elected to more than two consecutive one (1) year terms in the same office. The offices of 2<sup>nd</sup> Vice President, Recording Treasurer, Secretary, and Director-At-Large may be elected to more than two consecutive one (1) year terms in the same office if and only if no volunteers from the general membership are willing to accept the aforementioned offices.
- B. Any exceptions to Article VI, Item A must be approved by a three-quarter's (3/4) vote of the membership attending the April meeting and are to be limited to one additional term.
- C. The offices of President, 1<sup>st</sup> Vice President, Treasurer, and Recording Treasurer are limited to one office per family. Another member of the same family may hold the office of 2<sup>nd</sup> Vice President, Secretary, and Director-At-Large if and only if no volunteers from the general membership are willing to accept the aforementioned offices.

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- D. In incidents where an elected office is shared by two (2) members of the same family, only one vote is permitted.
- E. When a vacancy occurs on the Executive Committee or in an office other than the President or 1<sup>st</sup> Vice President, the unexpired term shall be filled at the next general membership meeting by nominations from the floor. The Executive Committee may make recommendations. The membership must be notified of the election for the vacant position.
- F. Any officer or chairperson may be removed upon the recommendation of the Executive Committee and a two-thirds (2/3) vote by the membership at the next general membership meeting.

## **ARTICLE VII – OFFICERS**

### **A. PRESIDENT**

1. Shall be the Chief Executive Officer of the organization.
2. Shall preside at all Executive Committee meetings and general membership meetings.
3. Shall serve as ex-officio member on all committees except the Nominating Committee.
4. Shall cast the deciding vote in the case of a tie during general membership meetings.
5. Shall appoint all standing and special committees not specified in the By-Laws and deemed necessary to fulfill the business and activities of the organization, subject to the approval of the Executive Committee.
6. Shall represent the organization at appropriate community and/or school meetings or shall appoint a representative to attend such meetings on his/her behalf.
7. Shall coordinate reservation of meeting places with the Band Director.
8. Shall appoint a Financial Review Committee prior to the June general membership meeting.
9. Shall be in communication with the Band Director and all other officers of the organization.
10. Shall enforce the observance of the By-Laws of the organization in accordance with ROBERT'S RULES OF ORDER.
11. Shall, upon the approval of the membership, authorize any and all payments due.

### **B. 1<sup>st</sup> VICE PRESIDENT**

1. Shall attend all Executive Committee meetings and all general membership meetings of the organization.
2. Shall perform duties in the absence of the President.
3. Shall assist the President in the organization's administration.
4. Shall fill the office of the President upon his/her resignation.
5. Shall recruit and encourage active participation of all parents/guardians of the associated groups.

6. Shall act as chairperson of the Nominating Committee.
7. Shall act as chairperson of the Fundraising Committee.
8. Shall assist the President in acting as liaison officer between the BRBB and the SAHS administration on all matters including, but not limited to, use of school facilities for BRBB-related activities.

C. 2<sup>ND</sup> VICE PRESIDENT

1. Shall attend all Executive Committee meetings and all general membership meetings of the organization.
2. Shall perform duties in the absence of the 1<sup>st</sup> Vice President.
3. Shall fill the office of the 1<sup>st</sup> Vice President upon his/her resignation.
4. Shall assign any assistants as deemed necessary, coordinate concessions, refreshments, and meals as needed and work with other school organizations as required, including:
  - a. Stadium events (Football games)
  - b. Indoor shows (indoor guard and percussion, jazz)
  - c. Playoff games
  - d. BRBB parent events
  - e. Marching band dinners
  - f. Other events as designated by the Executive Committee

D. SECRETARY

1. Shall attend all Executive Committee meetings and all general membership meetings of the organization. 2. Shall record minutes and maintain records of all Executive Committee meetings and all general membership meetings and shall submit copies of same to the President and the Band Director.
3. Shall maintain a file of all written committee reports and all other written documentation pertinent to the organization, including the By-Laws, and a record of current organization events and activities to be presented in the form of an annual history. Shall update and edit forms and the Handbook as necessary.
4. Shall attend to all correspondence and communications of the organization and/or committees thereof. 5. Shall maintain the official corporate seal of the organization.
6. Shall provide official notification of all organization meetings.

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7. Shall act as chairperson for the By-Laws Committee, which will review the Bylaws once a year and recommend such changes as are deemed necessary.

E. DIRECTOR-AT-LARGE

1. Shall attend all Executive Committee meetings and all general membership meetings of the organization. 2. Shall organize and coordinate all chaperone requirements in cooperation with the Band Director. 3. Shall be responsible for the storage and transportation of equipment for the associated groups. 4. Shall coordinate a list of adult chaperones, truck driver and helper, and Middle Red driver and helper, and designate individual responsibilities.
5. Shall perform other duties as requested by the President.

F. TREASURER

1. Shall attend all Executive Committee meetings and all general membership meetings of the organization.
2. Shall be responsible for the banking and disbursement of funds under due authorization.
3. Shall represent the organization to all donors and vendors for the purpose of conducting financial transactions in the interest of the organization.
4. Shall present written itemized reports of all income and disbursements at each Executive Committee and general membership meeting.
5. Shall coordinate with the band store to ensure adequate documentation of income received through the store.
6. Shall be responsible for annual review and maintenance of insurance coverage for the organization.
7. Shall, in cooperation with the Fundraising Committee, provide itemized records of all money collected by individual associated group or BRBB members, when appropriate.
8. Shall be responsible to draft and present for general membership approval an annual budget.

G. RECORDING TREASURER

1. Shall attend Executive Committee meetings only when needed to cast a tie-breaking vote on Executive Committee actions.
2. Shall attend all general membership meetings of the organization.

3. Shall have direct access to organization bank statements, documentation of cash receipts and disbursements, and all fundraising records, in order to review all income and disbursements and to prepare written itemized reports of all financial activity of the organization on a monthly basis. The monthly reports shall be available to all organization members and shall include an itemization of expenses and profits from each fundraising activity.
4. Shall be responsible for preparing all federal and state tax forms as required by law, to be signed and filed by the President and the Treasurer.

**ARTICLE VIII – COMMITTEES**

- A. **COMMITTEE LIAISON**: There will be an Executive Committee member appointed as a liaison for any Standing or Special Committees that do not already have an Executive Committee member assigned. The appointed Executive Committee member will act as an overseer and troubleshooter for the committee assigned.
- B. **STANDING COMMITTEES**: Standing Committees are those committees established by the Executive Committee that function year-round or that have significant impact upon the total operation of the organization. They should include Fundraising, Uniform & Sewing, Quartermaster, Publicity, and Technology and Communication, and Social Media. The chairperson(s) of each committee shall serve a term of one (1) year and may assign any assistants as deemed necessary. A chairperson may continue to serve more than two consecutive one (1) year terms on the same committee if, and only if, no volunteers from the general membership are willing to accept the chairperson position for the particular committee.
1. **FUNDRAISING**
    - a. The committee is chaired by the 1<sup>st</sup> Vice President.
    - b. The committee shall be responsible for recommending an annual fundraising plan to the Executive Committee for approval and for coordinating all fundraising activities.
    - c. The committee shall secure permits of activities, if needed.
    - d. The committee shall keep records of supplies, project evaluations and all money collected in cooperating with the Treasurer.
  2. **UNIFORM & SEWING**
    - a. The committee shall maintain, fit and distribute and collect all uniforms, as well as keep records of their assignment, to all associated groups.
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- b. The committee may also assist with the coordination of the production or procurement of custom uniform parts, props, and accessories.
  3. **QUARTERMASTER**
    - a. The committee shall maintain the equipment of the associated groups.
    - b. The chairperson shall be directly responsible to the needs of the program, as determined by the Band Director and instructional staff.
  4. **TECHNOLOGY AND COMMUNICATION**
    - a. The committee shall keep the BRBB website (<http://www.soudertonbigred.org>) updated with the latest schedules, results and information for football games, performances, competitions, exhibitions and concerts, important communication from BRBB officers, fundraising news and meeting dates, times and locations.
    - b. It shall maintain the upkeep of the Google Accounts associated with the organization.
    - c. The committee shall maintain the BRBB mailing lists, used to quickly communicate late breaking news and information of interest to all boosters, band members and interested alumni.
  5. **SOCIAL MEDIA**
    - a. The committee shall keep the BRBB social media accounts updated with the latest schedules, results and information for football games, performances, competitions, exhibitions and concerts, important communication from BRBB officers, fundraising news and meeting dates, times and locations. Any other communication posted should be approved by a member of the staff or BRBB Executive Committee.
- C. **SPECIAL COMMITTEES**: Special Committees are those committees that are established by the Executive Committee for specific assignments throughout the year. They should include, but are not limited to: By-Laws; Financial Review; Band Store; Banquet; Scholarship; Indoor Show; Nominating; and Jazz Show. The chairperson(s) of each committee shall serve a term of one (1) year and may assign any assistants as deemed necessary. A chairperson may continue to serve more than two consecutive one (1) year terms on the same committee if, and only if, no volunteers from the

general membership are willing to accept the chairperson position for that particular committee. 1. BY-LAWS

- a. The committee is chaired by the Secretary.
- b. The committee shall review the By-Laws of the organization annually and recommend such changes as are deemed necessary.

2. FINANCIAL REVIEW

- a. The committee shall review the financial records of the organization at the close of the fiscal year and present a report to the general membership at the October meeting.
- b. The chairperson and committee, appointed by the President, shall be comprised of one Executive Committee member (excluding the Treasurer and Record Treasurer) and two (2) persons from the general membership.

3. BAND STORE: The committee shall be responsible for the purchase and sale of items related to the organization as approved by the Executive Committee.

4. BANQUET

- a. The committee shall plan, organize, and implement all aspects associated with the annual recognition banquet.
- b. The chairperson(s) shall be responsible for coordinating this event with the Band Director, student representatives, and the BRBB.

5. SCHOLARSHIP

- a. The committee shall annually review and establish the criteria for the BRBB Scholarship. b.

The committee shall be comprised of five (5) members:

- i. The Scholarship Committee chairperson.
- ii. Two (2) parents of current undergraduate members that are instrumentalists.
- iii. One (1) parent of a current undergraduate member of the outdoor/indoor guard.
- iv. One (1) parent of a graduated student of the associated groups. If a parent of a graduated student is not available, any member of the BRBB as outlined in Article III, A may be a member.
- v. The Band Director, in an advisory role (ex officio)

- c. No member of this committee shall be the parent and/or guardian of an applicant.

- d. Only one (1) parent member per family is permitted on this committee.

- e. The committee shall review all applications and select the recipient(s) of the scholarship(s) awarded. 6.

6. INDOOR SHOW

- a. The First Vice President is the chair of the committee, and will secure two additional members (excluding present officers) to serve on this committee.

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- b. The chairperson(s) shall coordinate the appropriate special committees for this event in cooperation with the Band Director, the Executive Committee and the applicable professional association.

7. NOMINATING

- a. The First Vice President is the chair of this committee, and will secure two additional members (excluding present officers) to serve on this committee.
- b. The committee shall be responsible for accepting recommendations for nominees for Elected Officers and submit a recommended list of nominees to the general membership at the April meeting for be voted upon in May.

8. JAZZ SHOW

- a. The committee shall plan, organize and operate all aspects of the jazz show.
- b. The chairperson(s) shall coordinate the appropriate special committees for this event in cooperation with the Band Director, the Executive Committee and the applicable professional association.

**ARTICLE IX – DISBURSEMENT OF FUNDS**

A. Any disbursements made must include a valid receipt and/or invoice and be authorized by the President. Checks can only be signed by one of the two following officers: President, and Treasurer. To preserve segregation of duties, the Recording Treasurer is not authorized to receive or disburse funds on behalf of the organization. Rather, the Recording Treasurer's role is to provide oversight by reviewing all financial transactions and preparing itemized financial reports.

B. All receipts and/or invoices for the current BRBB fiscal year must be received by the Treasurer by July 15<sup>th</sup> in order to be considered for reimbursement. Receipts and/or invoices received by the Treasurer after July 15<sup>th</sup> will not be reimbursed.

- C. Special accounts with area businesses may be established by individual committees after approval has been given by the Executive Committee. "Letters of Authorization" will be filed with said businesses, listing the names of those persons authorized to use the account and establishing a financial limit. A copy of each letter will also be included in the records of the Treasurer.
- D. Any potential expenditure which is not included in the current budget in excess of \$200.00 must be approved by the Executive Committee; and in excess of \$1,000.00 must be approved by two-thirds (2/3) vote of the membership attending the regular general meeting or special meeting (Article IV, B). Potential expenditures should not be substituted for proposed budget items that have not been purchased.
- E. All unencumbered funds at the end of the fiscal year will be carried forward.

**ARTICLE X – STUDENT CREDIT ALLOCATION / DISSOLUTION**

- A. On a limited, specific basis, the BRBB may undertake cooperative fundraising, where participants are given "credit" for funds raised. Situations where this type of fundraising may occur are very limited and this fundraising will always occur in such a manner that it is not a substantial amount of the overall fundraising activities.
- B. The Executive Committee is responsible to approve any cooperative fundraising arrangements, based on proposals submitted by the Fundraising Committee. No cooperative fundraising may occur without Executive Committee approval.
- C. In all circumstances it is understood that the students and parents do not control the use of or own those funds credited to their "account". The funds are owned and controlled by the BRBB and can only be expended for approved activities of the associated groups. In no case will these funds be paid out to students for personal expenses, but rather, they will be allocated internally towards the cost of participating in associated group trips, offsetting BRBB fees, or offsetting the cost of required uniform components.
- D. In the event a student graduates or no longer participates in the associated groups, the student's account can be transferred to either:
  - 1. A sibling intending to participate in the associated groups or
  - 2. The BRBB General or Sharing Fund, as determined by the Executive Committee.

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**ARTICLE XI – DISSOLUTION**

- A. Dissolution of the BRBB may be presented via appropriate motion at a general or special meeting. Voting on the dissolution will be made at the subsequent general membership meeting, provided that written notice of the vote to dissolve shall have been given to every voting member at least fifteen (15) days in advance of the latter meeting. Approval of dissolution will require a two-thirds (2/3) majority of the members present at that general membership meeting.
- B. The Executive Committee in office at the time of dissolution will appoint a Trustee Committee of three (3) individuals. The Trustee Committee will also include the Superintendent of Schools, and the Music Department Supervisor, for a total of five (5) members to manage the remaining assets of the BRBB. Should an appointed Trustee not be able to serve, a new trustee may be elected by majority vote of the trustee Committee. Assets are intended for the use of the BRBB; however, if it appears the organization will not continue, the assets may be disbursed to the Souderton Aera Instrumental Music Program at the discretion of the Trustee Committee. It is recommended the assets be disbursed at a rate of 20% per year. Should the BRBB reorganize the remaining assets will be returned to them by the Trustees.

**ARTICLE XII – PERSONAL LIABILITY AND / OR INDEMNIFICATION OF THE BRBB**

- A. When acting as a volunteer for the BRBB, a member shall not become personally liable for any damages for such actions so long as said actions do not constitute self-dealing, willful misconduct and/or recklessness. The limitations on liability do not apply to criminal activities or for payment of taxes.
  
- B. The corporation does hereby indemnify all members against any suit or cause of action taken or any failure to take any action being a member of the corporation on behalf thereof. This indemnification shall apply in the event of any threatened, pending or contemplated, suit or cause of action and the corporation shall pay the expenses incurred by an member in connection with such suit or cause of action. This indemnification shall continue even after the person ceases to be a member. However, it will not apply if the action of the member amounts to willful misconduct or recklessness.

**ARTICLE XIII – AMENDMENTS**

- A. These By-Laws may be amended or repealed at any general membership meeting of the organization by two-thirds (2/3) vote of the members present, provided that the proposed amendment or repeal has been submitted in writing and read at the previous general membership meeting.