

**2020 AMENDED AND RESTATED BYLAWS OF THE
HAMILTON SOUTHEASTERN HIGH SCHOOL ROYAL GUARDIANS**

Preamble: The Hamilton Southeastern Royal Guardians (“HSE RG”) is a 501(c)(3) not-for-profit organization comprised of the parents, relatives, and legal guardians of all Hamilton Southeastern High School (“HSE”) band students and alumni. The purpose of the organization is to support all of the HSE Band Ensembles which are a part of the Hamilton Southeastern School Corporation including, but not limited to, marching band, concert bands, jazz band, pep band, winter percussion, winter guard, and all curricular and extra-curricular ensembles within the HSE Band Program. The HSE RG will achieve this objective by: (1) working in conjunction with the HSE Band directors and school staff to develop and improve the HSE Band Program; (2) helping directors oversee and organize various band-related activities; (3) collecting and providing funding beyond school district funding for band-related activities; (4) providing fundraising opportunities to benefit the HSE Band Program and band students; (5) disseminating necessary information to the public, members, and stakeholders about the HSE Band Program and its achievements; (6) maintaining supplies and uniforms; (7) chaperoning and supervising, in conjunction with directors and staff during band-related activities; (8) advocating for the best interests of students in the HSE Band Program; and (9) any other activity which in the opinion of the HSE RG Booster Board is necessary or advisable in furthering the HSE Band Program.

The HSE RG is a separate and distinct organization from HSE High School and the Hamilton Southeastern School Corporation. The HSE RG maintains its own separate finances and is managed and directed by its voting members through the HSE RG Booster Board.

ARTICLE I: BOOSTER MEMBERS AND ASSOCIATE MEMBERS

SECTION I: Voting Members -- All parents and legal guardians of HSE Band students or junior high students who are currently participating in the HSE Band Program are voting members of Hamilton Southeastern Royal Guardians.

SECTION II: Associate Members -- Any alumnus of the HSE Band Program and any parent, legal guardian, or relative of any HSE band student alumni may participate as non-voting, associate members of the HSE RG. Associate members do not vote, pay fees, and may not serve as officers on the Booster Board.

ARTICLE II: THE BOOSTER BOARD

SECTION I: Board Members -- The HSE RG Booster Board shall be comprised of all elected officers as stated within HSE RG bylaws and all HSE Band Directors.

SECTION II: Board Meetings -- The Booster Board shall meet monthly, August through May, preceding each HSE RG member meeting, or otherwise as the Booster Board may determine.

SECTION III: Board Duties -- The Booster Board will work collectively to further the goals of the organization, protect its interests, and prepare for the monthly member meetings. The Booster Board's duties include, but are not limited to:

- a.) Establishing policy and procedure for various HSE RG activities and functions
- b.) Designating committee chairs
- c.) Overseeing committee activities
- d.) Overseeing HSE RG finances
- e.) Filing tax returns on the fiscal calendar year
- f.) Protecting HSE RG assets
- g.) Working with HSE Band Directors to establish an annual budget; and
- h.) Delegating tasks to HSE RG members

In addition, the Booster Board will review and update these bylaws at least once every other year.

SECTION IV: Booster Board Actions -- Current HSE Band Directors and a majority of the elected Booster Board officers shall constitute a quorum. A quorum is sufficient to approve or ratify any Booster Board action or decision. For purposes of determining quorum, each elected Booster Board officer may cast one (1) vote, and HSE Band Director may each cast one (1) vote.

SECTION V: Authority -- The Booster Board has the authority to:

- a.) Establish, assess, and collect all fees necessary to support the HSE Band Program
- b.) Utilize the services of other persons for professional advice in legal, accounting, marketing, or any other subject
- c.) Hire and compensate consultants outside of the school band staff for the purposes of educating and leading the students in HSE Band Programs
- d.) Perform any action necessary to preserve the status of the HSE RG as a not-for-profit organization

SECTION VI: Member Meetings --

- a.) The Booster Board shall schedule monthly meetings, August through May, of the full membership of HSE RG and any other time as deemed necessary.
- b.) A schedule and agenda for the HSE RG membership meetings shall be published in advance of the meetings through any appropriate means including email, newsletter, school announcements, or social media.
- c.) Physical copies of the minutes of these meetings shall be kept by the Booster Board Secretary and electronic copies shall be regularly posted and maintained on the HSE Bands website.
- d.) All member meetings will be held at Hamilton Southeastern High School unless the Booster Board gives notice of a different meeting location.
- e.) The Booster Board will hold an Annual Meeting each April to vote on the slate of elected officers.

ARTICLE III: ELECTION OF OFFICERS

SECTION I: Officer Nominations -- The Nominating Committee shall collect names of interested officer candidates and prepare a slate of candidates for consideration by the HSE RG membership. Nominations for officers may also be made by any voting member in writing to the head of the nominating committee at least three weeks prior to the Annual Election Meeting.

SECTION II: Slate of Nominees -- The slate of proposed nominees shall be provided to the HSE RG members at least one week prior to the Annual Election Meeting.

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, their entire term in office:

- a.) Be a voting member of the HSE RG
- b.) Be in good financial standing regarding all payments owed to HSE RG and the HSE Band Program
- c.) Satisfy all conditions required for direct volunteer to student contact as stated and directed by Hamilton Southeastern School Corporation, HSE High School, and/or the HSE RG. These conditions include keeping a valid and clean background check on file with Hamilton Southeastern Schools and HSE High School

SECTION IV: Election of Officers --

- a.) Officers shall be elected at the Booster Board's Annual Election Meeting. A simple majority vote of voting members who cast a ballot shall be sufficient to elect any officer.
- b.) Voting Members who are unable to attend the annual meeting in person may vote by submitting a signed absentee ballot to the nominating committee appointed by the Booster Board to conduct the election and collect ballots prior to the election.
- c.) Elections will be held annually, unless a previously-elected officer resigns their position. In that case, an election will be held in that odd year (according to regular election year procedures) for that office(s).
- d.) If an officer resigns their position or is removed by the Booster Board from their position prior to the end of their term, the Booster Board will appoint a temporary officer to serve in that capacity until the next election period (as stated in Section VI).

SECTION V: Length of Service -- No person shall hold the same office on the Booster Board for more than two (2) consecutive years. In the event there is no successor for an office, the current serving board member can extend their service if expressly approved by a majority vote of the HSE RG members. This new election procedure shall begin in the Spring 2020 elections and will continue forward.

SECTION VI: Resignation or Removal -- An elected officer may be removed for cause by a majority vote of the disinterested members of the Booster Board. Cause may include, but not be limited to: malfeasance, neglect of duty, dishonesty, failure to maintain the qualifications for office, or any other action deemed harmful to the organization or the HSE Band Program.

In the event any officer resigns or is removed from office, the other members of the Booster Board may, by majority vote, appoint another HSE RG member to serve in place of the departing officer, so long as the appointee meets the qualifications necessary for office. The appointment of any such replacement officer shall end at the date of the next annual meeting, unless that person is elected in accordance with Section IV above.

ARTICLE IV: DUTIES OF OFFICERS

SECTION I: President --

- a.) Shall be present at all Booster Board meetings and HSE RG member meetings.
- b.) May call a special meeting of the Booster Board at any time.
- c.) Is authorized to co-sign all checks appropriately presented for payment by the treasurer.
- d.) Is authorized to approve and sign all other documents on behalf of the HSE RG including contracts, correspondence, tax returns, legal or business-related filings, or any other necessary transactions.
- e.) Shall maintain the confidentiality of all student accounts

SECTION II: Vice President --

- a.) Shall be present at all Booster Board meetings and HSE RG member meetings.
- b.) Shall assume the duties of President if the President is unable or unwilling to perform their duties for any reason.
- c.) Shall perform any tasks delegated by the President
- d.) Shall work with band directors to arrange any transportation and lodging needs
- e.) Shall maintain the confidentiality of all student accounts

SECTION III: Treasurer --

- a.) Shall promptly pay all expected budgeted bills which are presented for payment with appropriate invoices or receipts.
- b.) Shall promptly pay any unbudgeted or unexpected bills after payment is approved by the Booster Board, if the bills are presented for payment with appropriate invoices or receipts.
- c.) Shall promptly deposit all receipts in the HSE RG bank account and maintain an accurate balance of that account at all times, as assisted by the Student Accounts Representative.
- d.) Shall prepare:
 - (i) financial statements and reports for each Booster Board meeting and monthly HSE RG meeting;
 - (ii) a fiscal-year end financial statement and treasurer's report for the Annual Meeting;
 - (iii) Annual Tax Returns;
 - (iv.) annual 501(c)(3) filings;

- (v) prepare and mail all 1099 tax forms at end of calendar year
- e.) Shall promptly present the bank account statements and supporting documentation for review or audit at any time it is requested by the Booster Board
- f.) The treasurer shall sign all checks payable from the HSE RG bank account
- g.) Shall sign any other documents which require a second signature in addition to that of the President.
- h.) Shall assist in the preparation of an annual budget and obtain an estimate of fees and costs from Band Directors to prepare the budget
- i.) Shall maintain the confidentiality of all student accounts

SECTION IV: Student Accounts Representative --

- a.) Shall maintain accurate records of all student accounts and assist the treasurer with deposits if necessary
- b.) Shall send student account information to each HSE band student and HSE RG member at least quarterly or more frequently as may be required by the Booster Board
- c.) Shall seek collection of all delinquent student accounts via email, phone calls, and letters
- d.) Shall present timely and accurate student accounts information at all Booster Board meetings and all HSE RG member meetings
- e.) Shall maintain the confidentiality of all student accounts

SECTION V: Secretary --

- a.) Shall keep a physical copy of the minutes of all HSE RG member meetings and present those minutes for approval at the subsequent Booster Board meeting
- b.) Shall maintain a permanent file of all official HSE RG minutes, reports, correspondence, financial statements, budgets, and other documents
- c.) Shall be responsible for all official communications of the HSE RG
- d.) Shall regularly post all minutes of the Booster Board and HSE RG member meetings on the organization's website
- e.) Shall prepare binders for new board members which contain relevant information for officers, including current copies of these bylaws, balance sheets, policies, etc.
- f.) Shall maintain the confidentiality of all student accounts

ARTICLE V: COMMITTEES

SECTION I: Standing Committees -- The Boosters' Standing Committees shall be chaired by a Booster member designated by the Booster Board at the annual meeting. The Standing Committees shall consist of the following:

- a.) Food Committee -- Provides food, drinks, and snacks to all band students and volunteers as needed.
- b.) Chaperone Committee -- Supervises and chaperones band student activities as needed which occur outside the HSE band room, including all marching band practices, band concerts, marching band performances, contests, etc.

- c.) Equipment and Props Committee -- Responsible for building, storing, loading, and transporting all band equipment and props to various performance sites as needed.
- d.) Band Camp Committee -- Provides food, drink, chaperones and organizational assistance to the HSE marching band students during summer marching band camp(s).
- e.) Fundraising Committee -- Shall be responsible for developing, organizing, supervising, and reporting on money-making projects, and to present all ideas, activities, and costs to the Booster Board for approval.
- f.) Sponsorship Committee -- Solicits contributions, grants, and funding from private or public sources for the financial support of the HSE Band Program and its general fund from sources within Indiana.
- g.) Publicity and P.R. Committee -- Provides the local media, school district, HSE administration and other interested parties with timely information about upcoming HSE Band activities and competition results, with prior review and approval by the Booster Board.
- h.) Communications Committee -- Communicates all necessary information and announcements regarding the HSE Band Program to the Booster members and HSE band students by website, newsletter and email announcements.
- i.) Uniform Committee -- Cleans, stores, maintains, repairs and sizes all band uniforms, gloves, hats and shoes; assists with outfitting band students at marching band competitions and transporting marching band uniforms; maintains and sizes concert band attire.
- j.) Nominating Committee -- Solicits and slates interested and capable Booster members for nomination as officers on the Booster Board.
- k.) Database Committee -- Assists in the maintenance of all database systems for the HSE Band Program, in conjunction with the Band Directors and Performing Arts Secretary, including band student enrollment, student registration for extra-curricular band activities and programs, concert band placements, instrument assignments, volunteer lists, uniform inventories, and other general record keeping tasks as requested by the Board.

SECTION II: Ad Hoc Committees -- The Booster Board may create temporary committees or designate individuals to undertake any other activity that supports the HSE Band Program.

SECTION III: Authority of Committee Chair -- All committee chairs, including Ad Hoc committee chairs, will serve at the discretion of the Booster Board. The Booster Board will appoint all chairs and determine the length of their appointment. The Booster Board may, at any time, limit or restrict the scope of any chair's authority, or terminate their appointment for any reason. All committee chairs must:

- a.) Provide the Booster Board with a written proposal describing the committee's planned activities including a timeline, proposed budget, or other information when requested by the Booster Board;
- b.) Provide reports of the committee's current activities, as needed, at the HSE RG member meetings;

- c.) Ensure that all committee expenditures comply with the Booster Board approved budget, unless the committee chair obtains prior authorization from the Booster Board to incur an unbudgeted expense;
- d.) Provide the treasurer detailed receipts to substantiate all expenditures;
- e.) Provide the Booster Board with a status report of the committee's activities, income and expenses at any time the Board requests;
- f.) Provide a written summary of the committee's activities and a final accounting of its income and expenses within 30 days after the committee has completed its tasks, if the Booster Board requests;
- g.) Return all Booster property to the Booster Board at the conclusion of the committee's activities, including all business references, participant lists, vendor lists, contacts, sponsor lists, advertising material, or any other information generated or used by the committee in furtherance of its activities;
- h.) Obtain Booster Board approval of the committee's use of social media to promote Booster activities, and any committee member's individual use of the Boosters' name to promote his or her personal interests.

SECTION IV: Committee Chair Requirements -- All committee chairs must satisfy the qualifications for officers set forth in Article III, Section III. In addition, any person who assists any committee which has direct contact with HSE Band students (e.g. chaperones) must have a valid criminal background check on file.

ARTICLE VI: USE OF FUNDS

SECTION I: Annual Budget -- The Booster Board shall develop and prepare an initial proposed annual budget to be provided to the HSE RG members for their review before the end of the current school year. The proposed budget will then be presented for the HSE RG members' approval.

SECTION II: Unbudgeted Expenses -- It is the intent of the Booster Board that all reasonably foreseeable expenses be identified and included in the proposed annual budget. Nevertheless, the Booster Board recognizes that additional expenses may arise during the year that could not be reasonably anticipated. If possible, the Band Director incurring such expense will promptly notify the Booster Board of the nature and amount of the unexpected expense so the Booster Board can consider the expenditure before it is incurred. However, if any Band Director determines that it is in the best interest of the band program to immediately incur the unexpected expense, he or she will notify the Booster Board of the nature and amount of the incurred expense as soon as possible so that the Booster Board can make any necessary financial adjustments.

SECTION III: Student Accounts and Unused Student Account Funds -- All unused student account funds shall be maintained and managed in accordance with the existing version of the Boosters Student Account Policy, which will be made available to all HSE RG members.

ARTICLE VII: PROTECTING CONFIDENTIAL AND PROPRIETARY INFORMATION

SECTION I: Preventing Disclosure -- HSE RG members shall take reasonable measures to prevent the disclosure of any confidential or proprietary information held by the Booster Board. This information includes, but is not limited to, medical and personal records of HSE band students, Booster sponsorship, donation lists, and sponsor/donor contact information. Booster Board members and committee chairs may only disclose confidential and/or proprietary information to other Booster Board members to the extent necessary to accomplish the goals of the organization. Members may not disclose this information to any third party without approval by the Booster Board.

SECTION II: Use of Booster Information -- HSE RG members may only use Booster Board confidential or proprietary information for the benefit of the organization, and not for any other personal or business objective without approval by the Booster Board.

ARTICLE VIII: INDEMNIFICATION

SECTION I: Criteria for Indemnification -- Any Booster Board member who is made a party to a threatened, pending or completed civil, criminal, investigative or administrative proceeding as a result of their service as a Booster Board member is entitled to indemnification of their liability from the Boosters' organization if the Booster Board determines that: (a) the Board member's conduct was in good faith; and (b) the Booster Board member reasonably believed that the conduct was in the Boosters' best interests; and (c) in the case of any criminal proceeding, the Booster Board member had reasonable cause to believe that the conduct was lawful.

SECTION II: Scope of Indemnification -- If the foregoing criteria are met, the organization will pay any judgment, settlement, penalty, fine, or tax assessed against the Board member, and the reasonable litigation expenses, costs, and attorneys' fees incurred by the Board member in defending such proceeding, to the extent those sums are not covered by insurance or paid by any third party. Notwithstanding the foregoing, there shall be no indemnification for matters which would result in inurement of the Boosters' net earnings to the benefit of any individual within the meaning of Section 501(c)(3), and this right of indemnification shall not give rise to "compensation for personal service" as described in Ind. Code § 34-4-11.5-1 et seq. This indemnification obligation is only imposed on the HSE RG. The HSE RG members have no individual duty to indemnify, nor any individual liability for the Booster Board's decision to grant indemnification.

ARTICLE IX: CONFLICTS OF INTEREST

SECTION I: Duty to Disclose -- Any Booster Board member or Committee chair who has a financial interest or personal interest in any Board decision or in any purchasing decision must inform the uninterested Board members of the nature of their interest and all material facts relating thereto as soon as he or she becomes aware of it. In addition, any Booster Board member or Committee chair who receives a gift of any kind from any third party as a

result of the Boosters' operations, or their work on behalf of the HSE RG, shall promptly disclose the nature and value of the gift to the Booster Board, and at the Booster Board's direction, use the gift for the benefit of the organization.

SECTION II: Scope of Interests Requiring Disclosure -- A disclosable "financial interest" is an ownership, monetary or investment interest of a Board member or Committee chair, or of their family, in any transaction or arrangement being considered by the Board, in any entity which may be considered for such transaction or arrangement, or in any purchasing decision to be made by them. A disclosable "personal interest" is an interest in any Board decision or purchasing decision which arises from the Board member's or Committee chair's employment or their position with any other not-for-profit organization.

SECTION III: Procedure -- After the Board member or Committee chair discloses his or her financial or personal interest to the Board, they shall leave the meeting while the uninterested members of the Board discuss the matter. The Board shall then decide, by majority vote, whether a conflict of interest exists. If the Board determines that a conflict of interest exists, it may decide as follows:

- a). Allow the interested Board member or Committee chair to make a presentation regarding the transaction or purchase, but he or she shall leave the meeting before the Board discusses and votes on the proposed transaction. An interested Board member chair may not vote on the proposed transaction, and his or her presence may not be counted in determining whether there is a quorum. An interested Committee chair may not approve the proposed purchase without Board authorization.
- b). Appoint a disinterested person or committee to investigate alternatives to the proposed transaction or purchase.
- c.) Determine whether the Boosters can obtain a more advantageous transaction, arrangement or purchase from another person or entity.
- d.) Approve the transaction if the uninterested members of the Board determine, by majority vote, that a more advantageous arrangement or purchase is not reasonably possible under the circumstances and that the arrangement or purchase is fair, reasonable, and in the Boosters' best interest.
- e). If the matter involves a Board member's or Committee chair's personal interest, the uninterested Board members shall decide the matter without considering the impact on the Board member's or Committee chair's personal interest.

SECTION IV: Failure to Disclose -- If the Board has reasonable cause to believe a Board member or Committee chair has failed to disclose a financial or personal interest that could create a conflict of interest, the Board shall inform the Board member or Committee chair of the basis for such belief and afford him or her an opportunity to explain the lack of disclosure. If, after hearing the response and completing any investigation, the Board determines that there was an undisclosed conflict of interest, it shall take appropriate disciplinary and corrective action, including reevaluating the propriety and merits of the transaction or purchase.

SECTION V: Record-keeping -- The Board's minutes shall record:

- a.) The name of the interested Board member or Committee chair and the nature of their financial or personal interest;
- b.) The Board's decision as to whether a conflict of interest exists and the reasons for that decision;
- c.) The Board members who discussed and voted on the matter;
- d.) The content of the Board's discussion and its evaluation of any alternatives to the proposed transaction or purchase.
- e.) Any vote taken in connection with the matter.

ARTICLE X: WHISTLEBLOWER POLICY

SECTION I: Reporting Violations -- If a Member or HSE band student has reasonable grounds to believe that a Member or band staff has violated any applicable law, regulation, or bylaw, or has otherwise engaged in fraudulent, unethical or criminal behavior relating to Booster business, the Member should immediately report such information to the Board President or Vice President. All reports will be promptly investigated. The Board will strive to keep the identity of the complaining individual as confidential as possible while conducting its investigation.

SECTION II: Retaliation Prohibited -- The Boosters and its Board will not retaliate against any Member or HSE band student if the Member or band student, in good faith, reports any suspected violation, participates in any related investigation or proceeding, or pursues any claim or legal action against the organization or its Board. The Board will also take appropriate disciplinary action if it determines that any Member has engaged in retaliatory behavior.

ARTICLE XI: DOCUMENT RETENTION POLICY The Board Boosters, through its secretary, will maintain physical or electronic copies of its records for the minimum period specified as follows:

SECTION I: Documents to be Retained for One Year --

- a.) Current Report to Secretary of State
- b.) All election ballots until the following election
- c.) Current names, addresses and email addresses of all HSE RG members
- d.) Current names of all HSE band students

SECTION II: Documents to be Retained for Three Years --

- a.) Minutes, resolutions and agendas for all Board meetings
- b.) Minutes and agendas for all Member meetings
- c.) All written communications to Members
- d.) All financial statements and budgets furnished to Members
- e.) All insurance papers, endorsements and correspondence
- f.) All audits, accounting records, 1099's, IRS correspondence, etc.

SECTION III: Documents to be Retained Indefinitely --

- a.) Articles of Incorporation
- b.) Bylaws and all Amendments

ARTICLE XII: DISSOLUTION SECTION

SECTION I: Winding up -- In the event the HSE RG ceases operations for any reason, the existing officers, or if there are none, the HSE Band Directors, shall pay any outstanding expenses, sell any unneeded equipment, and pay any requested refunds in accordance with the existing version of the Student Account Policy. After all such payments and collections have been made, the the acting officers, or the HSE Band Directors, as the case may be, shall distribute any remaining funds or assets to the following entities, in order of preference, if they then continue to exist as not-for-profit organizations:

1. The HSE High School Performing Arts Department
2. The HSE High School General Fund
3. The HSE Schools Foundation
4. The HSE School Corporation
5. The Indiana State School Music Association

ARTICLE XIII: AMENDMENT

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