

**BY-LAWS  
OF THE  
EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD  
BOOSTERS**

*ARTICLE I-NAME*

**Section 1.1 Name**

- a) The name of this organization shall be **EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD BOOSTERS.**
- b) The principal location of the **EVERGREEN HIGH SCHOOL BAND AND COLORGUARD BOOSTERS** shall be Evergreen High School, 14300 NE 18<sup>th</sup> ST, Vancouver, Washington 98684
- c) For the purpose of these By-Laws only the **EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD BOOSTERS** shall be referred to as the **Organization.**
- d) The **Organization** may have other offices either within or outside the State of Washington, as the Board of Directors may designate.

*ARTICLE II-PURPOSE*

**Section 2.1 Registration**

- a) The **Organization** shall be registered as a non-profit organization in accordance with Chapter . 13.02 of the Revised Code of Washington.

**Section 2.2**

- a) The purposes of this **Organization** are:
  - a) To support the activities of the instrumental programs, the instrumental director band and color guard staff at Evergreen High School in Vancouver, Washington.
  - b) To promote and aid the cultural enrichment of the community encompassed in the Evergreen School District Area, through the support of youth music activities in general.
  - c) To acquire, grant, gift, purchase, devise or request and to hold and dispose of such money and property, both real and personal, as the purposes of the organization shall require, subject to such limitations as may be prescribed by law.
  - d) To obtain funds, as described in the **BY-LAWS**, and gift to a student(s) from the Evergreen High School Band and Color Guard as scholarship for the purpose of the advancement of their college education.
  - e) Other purposes as voted by members, subject to such limitations as prescribed by law.

**Section 2.3 Term of Existence**

- a) The Term of Existence of the **Organization** is perpetual.

## ***ARTICLE III-MEMBERSHIP***

### **Section 3.1 Types of Members**

- a) **ACTIVE MEMBERS:** All parents/guardians of students enrolled in the band or color guard programs of Evergreen High School shall be considered members with voting Privileges at General Membership meetings
- b) **ASSOCIATE MEMBERS:** Any person, business or corporation interested in the purpose of the **Organization** may become a non-voting member.

### **Section 3.2 Membership Roster**

- a) An official membership roster shall be kept by the Secretary. It shall be as current as is reasonably practical under the circumstances and shall be available at each meeting of the membership.

### **Section 3.3 Regular Meetings of the Membership**

- a) Written or printed notice stating the date, time and location of any meeting of the members and, in the case of a special meet or a meeting for which special notice is required by law, the purposes for which the meeting is called, shall be delivered by the Corporation to each member entitled to vote at the meeting not less than 10 days before the meeting date. If mailed, the notice shall be deemed delivered when it is mailed to the member with postage prepaid at the members address as it appears on the records of the corporation.

### **Section 3.4 Special Meetings of the Membership**

- a) The President or the majority of the Board of Directors or a simple majority of the voting membership may call for a special meeting.
- b) Special meetings will have a member of the Evergreen High School Band and Color Guard Board of Directors present and a member designated to take official minutes of such meeting for recording by the Secretary of the Organization.

### **Section 3.5 Notice of Special Meetings of the Membership**

- a) Written notice stating the place, day and hour of the special meeting and the purpose(s) for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, as the direction of the President or the persons calling the meetings to each member entitled to vote.

### **Section 3.6 Quorum**

- a) A simple majority of the members of the Board of Directors shall constitute a quorum.
- b) Members holding 10% of the votes entitled to be cast, in person, shall constitute a quorum at a meeting of the membership.

### **Section 3.7 Voting**

- a) Each member shall be entitled to one vote on each matter submitted to a vote of the members. The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required bylaw, the Articles of Incorporation or the By-Laws.

## ***ARTICLE IV-MANAGEMENT***

### **Section 4.1 Board of Directors**

- a) The business and property of the **Organization** shall be managed by the Board of Directors consisting of the officers of this organization and the Advisor who shall be the Director of the Instrumental Program at Evergreen high School.

#### **Section 4.2 Term of Office**

- a) All officers shall serve for a period of one year from July 1<sup>st</sup> to June 30<sup>th</sup>, and may serve three consecutive terms of which two terms may be in the same office. The term of office for all officers commences upon their election and continues until their successors are appointed or until their resignation or removal.

#### **Section 4.3 Election**

- a) The members of the Board of Directors and officers of the organization shall be elected by a majority vote of a quorum of the Active Membership in the April meeting of the general Membership. The President shall appoint a nominating committee in February of each year to screen and encourage members to accept nomination to office, which committee will submit its report no later than the general meeting in April prior to the call for nominations from the floor.

#### **Section 4.4 Regular Meetings**

- a) The Board of Directors shall hold regular meetings at a time and place to be determined by the President.

#### **Section 4.5 Special Meeting**

- a) The President or the majority of the Board of Directors for the competent management of the organization may call special meetings of the Board of Directors.

#### **Section 4.6 Notice of Regular or Special Meetings**

- a) Notice of Regular or Special meetings of the Board of Directors shall be given in any manner calculated to inform each officer of the place, date and time thereof, and whenever possible, at least ten days in advance of the meeting. Notice may be given to the officers at a preceding meeting or by mail, telephone or in person. Attendance of an officer at any meeting shall constitute a waiver of notice of such meeting except when an officer attends a meeting not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of directors need to be specified in the notice or waiver of notice of such a meeting.

#### **Section 4.7 Voting**

- a) Each officer of the Board of Directors shall have one vote in matters coming before that board. A simple majority of the votes cast by the officers of the Board of Directors at a meeting where a quorum is present shall be the action of the Board of Directors.

#### **Section 4.8 Removal**

- a) Any member of the Board of Directors may be removed from office for unexcused absence from three consecutive meetings.

#### **Section 4.9 Resignation**

- a) Any member of the Board of Directors may resign from their position by delivering written notice to the Board of Directors, the President or the Corporation. Unless the notice specifies a later effective date, a resignation notice shall be effective upon the earlier of (a) receipt or (b) five days after its deposit in the United States Mail, if mailed postpaid and correctly addressed. Once delivered a resignation notice is irrevocable unless permitted by the Board of Directors.

#### **Section 4.10 Vacancies**

- a) Any vacancy occurring on the Board of Directors by reason of death, resignation or removal of an officer shall be filled by a majority vote of the Board of Directors. Such appointee shall serve during the remaining term of the officer whose position has become vacant.

#### **Section 4.11 Powers**

- a) The board of Directors shall have the power to decide matters nor otherwise entrusted to the membership by these By-Laws and shall endeavor to solicit views from and provide information to the membership relative to issues and decisions.

**Section 4.12 Compensation**

- a) Members of the Board of Directors may be compensated for expenses arising from the performance of their duties as Board Members, subject to prior approval of the Organizations Board of Directors.

**Section 4.13 Committees**

- a) Any committee deemed necessary shall be appointed by the President or the Board of Directors. The committee shall perform only those duties assigned to them. They will be responsible to report to the Board of Directors and to the general membership at the Presidents request. No action shall be completed without approval of the Board of Directors.
- b) The Board of Directors may create one or more committees and appoint members of the Board of Directors to oversee or directly serve on them. Each committee shall have at least two members. The creation of a committee and appointment of members to it must be approved by a majority of all officers serving on the Board of Directors when the action is taken. Subject to any limitation placed upon it by the Board of Directors or by law, each committee may exercise all the authority of the Board of Directors in the management of the corporation. A committee may not take any action that is prohibited by the Washington Business Corporation Act.
- c) Subject to the provision of law, the Board of Directors shall have the power to change the number of members, fill vacancies, change members, change the function and terminate the existence of a committee
- d) Each committee shall conduct its meeting in accordance with the applicable provisions of these By-Laws. Each committee shall adopt rules of conduct, keep minutes and records and appoint subcommittees deemed appropriate.

***ARTICLE V- OFFICERS*****Section 5.1 President**

- a) The President shall preside at all General and Board of Director meetings, appoint all committees and shall be an ex-officio member of all committees.
- b) The President has no vote on any motion brought before the Board of Directors or the General Membership, unless there is a tie vote.

**Section 5.2 Vice Presidents**

- a) The Vice President of Operations shall assume all duties of the President in his/her absence and other official duties as required.  
The Vice President of Home Events, in the absence of the President and Vice President of Operations, shall assume the duties and responsibilities of President.  
The Vice President of Travel, in the absence of the President, Vice President of Operations, and the Vice President of Home events, shall assume the duties and responsibilities of President.  
The Vice President of Fundraising, in the absence of the President, Vice President of Operations, Vice President of Home Events, and the Vice President of Travel, shall assume the duties and responsibilities of the President.
- b) Should the office of President become vacant, the Vice President of Operations shall assume the duties and responsibilities of President on a permanent basis. The office of Vice President of Operations shall be filled in accordance with Section 4.10 of these By-Laws

**Section 5.3 Secretary**

- a) The Secretary shall record and keep the minutes of all meetings of the Board of Directors and General Membership in one or more books provided for that purpose. He/She shall keep the authenticated Corporation Records. He/She shall compile and keep a record of any

correspondence that the Board of Directors shall direct, receive or perform. He/She shall perform other duties as directed by the Board of Directors or the President.

#### **Section 5.4 Financial Administrator**

- a) The Financial Administrator shall be responsible to ensure the Treasurer maintains current records of all income and expenditures, makes regular deposits of funds, and prepares student and organization account records for the **EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD BOOSTERS** as required by the Board of Directors. The Financial Administrator may assign the Treasurer or another individual, with Board approval, those accounting books required by law for major fund-raising activities. The Financial Administrator shall provide a financial report at all meetings or when required by the Board of Directors. The Financial Administrator shall provide for the preparation and submission of such reports that may be required by the laws of the State of Washington and the United States Government in relation to funds, goods, and services received and expended. The Financial Administrator will ensure an accurate set of books be kept up to date and be available for inspection by the Board of Directors or General Membership. The Financial Administrator shall provide for the disbursal of funds according to the approved budget or on approval of the Board of Directors, or the majority vote of the General Membership. All checks must have two signatures as specified by the bank's signature card. The Financial Administrator may be assigned other duties by the Board of Directors or the President.
- b) All funds shall be dispersed in accordance with an approved budget or on the approval of the Board of Directors or a majority vote of the General Membership.
- c) All corporate checks must have two signatures as specified on the bank of records signature card.
- d) The President or Board of Directors may assign the Financial Administrator other duties.

#### **Section 5.5 Treasurer**

- a) The Treasurer is selected by the **EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD BOOSTERS** Board and is a non-voting member of the Board. The Treasurer maintains current records of all income and expenditures, makes regular deposits of funds, and prepares student and organization account records for the **EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD BOOSTERS** as required by the Board of Directors. The Treasurer may be assigned those accounting books required by law for major fund-raising activities or the Financial Administrator may assign another individual to do this with Board approval. The Treasurer shall assist the Financial Administrator with preparation of such financial reports required by the Board, the laws of the State of Washington and the United States Government in relation to funds, goods, and services received and expended. All checks must have two signatures as specified by the bank's signature card. The Treasurer may be assigned other duties by the Board of Directors or the President.

### ***ARTICLE VI-FISCAL***

#### **Section 6.1 Budget**

- a) A proposed budget shall be presented to the General Membership no later than the June General Membership meeting for review and again at the September General Membership meeting for approval.

#### **Section 6.2 Contracts**

- a) Except as otherwise provided by law, the Board of Directors may authorize any officers or agents to execute and deliver any contract or other instrument in the name of and on behalf of

the **EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD BOOSTERS**, and this authority may be general or confined to specific instances.

- b) No individual shall represent the **EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD BOOSTERS** in any contract or event, nor shall any individual use the Evergreen Band and Color Guard Logo without the express written permission of the Evergreen High School Band and Color Guard Board of Directors.

### **Section 6.3 Loans**

- a) The **EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD BOOSTERS** shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. This authority may be general or confined to specific instances.

### **Section 6.4 Checks, Drafts ETC.**

- a) All checks, drafts or other orders for the payment of money and notes or other evidence of indebtedness issued in the name of the **EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD BOOSTERS** shall be signed in the manner and by the officers or agents of the **EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD BOOSTERS** designated by the Board of Directors.

### **Section 6.5 Deposits**

- a) All funds of the **EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD BOOSTERS** not otherwise employed, shall be deposited as soon as possible to the credit of the **EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD BOOSTERS** in those banks, trust companies or other depositories as the Board of Directors or officers appointed by the Board of Directors, or to be invested as directed by the Board of Directors.

### **Section 6.6 Ending Balance**

- a) The Board of Directors shall assure that a minimum balance of an amount adequate and in accordance with the Internal Revenues policies for non-profit organizations, is available for the next years initial operating costs.

### **Section 6.7 Fiscal Year**

- a) The fiscal year of the **EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD BOOSTERS** shall be from July 1 to June 30.

### **Section 6.8 Scholarship**

- a) The Board of Directors or their agents shall perform the awarding of Scholarships for the **EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD BOOSTERS**.
- b) A criteria for receiving scholarships shall be developed by the Board of Directors

### **Section 6.9 Corporate Registration**

- a) On or before August 30 of each year the Board of Directors will register the **EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD BOOSTERS** as a non-profit corporation with the Secretary of States office for the State of Washington.
- b) A list of new officers' names and addresses shall be included as well as any fees required for registration with the Secretary's office for the State of Washington.

## ***ARTICLE VII-PARLIAMENTARY PROCEDURE***

### **Section 7.1**

- a) Parliamentary procedure shall comply in accordance with "*Robert's Rules of Order, Newly Revised*" which shall govern the **EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD BOOSTERS** in all cases to which they are applicable and in which they do not conflict with the By-Laws of the above mentioned organization.

## ***ARTICLE VIII- MISCELLANEOUS PROVISIONS***

### **Section 8.1 Amendments**

- a) Any proposed amendment must be presented, in writing, and read at a General Membership meeting at least one month prior to the time when action is to be taken.
- b) The By-laws may be amended at any General Membership meeting by a two-thirds vote of the General Membership in attendance after a quorum has been established.

### **Section 8.2 Severability**

- a) A determination that any provision of these By-Laws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these By-Laws.

### **Section 8.3 Annual Audit**

- a) There shall be an annual audit of the funds of the **EVERGREEN HIGH SCHOOL BAND AND COLOR GUARD BOOSTERS**. Such audit shall be conducted in the manner designated by the Board of Directors.

## ***ARTICLE IX-DISSOLUTION***

### **Section 9.1**

- a) Upon dissolution of the **Organization**, the Board of Directors shall after paying or making provision for payment of all liabilities of the **Organization**, dispose of the assets of the **Organization** exclusively for the purposes of the **Organization** or organizations organized and operated exclusively for the charitable, educational, religious or scientific purposes as shall be at the time qualify as an exempt organization under Section 501(C) 3 of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine according to the following guidelines.
- b) Such organizations shall be identified as follows in order of priority
  - 1) The Evergreen High School Instrumental Program for their use through the ordinary and appropriate administration of the Evergreen High School Associated Students, or in the case of dissolution of the instrumental program.
  - 2) The evergreen High School Associated Students, to be kept unspent for a period of three (3) years and thereafter to be distributed to the Evergreen High School Student Body Organizations deemed appropriate by the school Principal, or in the event the Associated Student may not be organized or qualified, or any assets were not disposed of by the above procedure.
  - 3) The Board of Directors shall dispose of the assets exclusively for such purposes to such organization as said Board of Directors shall determine to an organization or organizations that meet IRS 501(C) 3 standards.

## ***ARTICLE X-I.R.S. MANDATE***

### **Section 10.1 501 (C) 3**

- a) This **Organization** has been formed exclusively for charitable and educational purposes within the meaning of Section 501(C)3 of the Internal Revenue Code
- b) Notwithstanding any other provision of the By-Laws the **Organization** shall not carry on any other activities not permitted to be carried on by ( a ) and organization exempt from Federal Income tax under section 501(C)3 of the Internal revenue Code of 1966, or the corresponding provision of any future United States Internal Revenue law, or by (b) by an organization contributions to which are deductible under Section 170(C) 2 of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law.

### **Section 10.2 Dissolution**

- a) Upon dissolution of the **Organization**, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C) 3 of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the **Organization** is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purpose.

6/30/2005