

BYLAWS OF FRENSHIP BAND BOOSTERS

These Bylaws (referred to as the “Bylaws”) govern the affairs of FRENSHIP BAND BOOSTERS, a nonprofit corporation (referred to as the “Corporation”) organized under the Texas Non-Profit Corporation Act (referred to as the “Act”).

ARTICLE 1

OFFICES

Principal Office

1.01. The principal office of the Corporation in the State of Texas shall be the BAND HALL of FRENSHIP SENIOR HIGH SCHOOL located on corner of Highway 179 and 82nd Street (Donald Preston Drive) in Wolfforth, Texas. The Corporation may have such other offices, either in Texas or elsewhere, as the Officers may determine. The Officers may change the location of any office of the Corporation.

Registered Office and Registered Agent

1.02. The Corporation shall comply with the requirements of the Act and maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation’s principal office in Texas. The Officers may change the registered office and the registered agent as provided in the Act. The registered agent with the State of Texas shall be the Director of Bands.

Purpose of the Band Booster Corporation

1.03. The purpose of the Corporation shall be to provide financial support, equipment support, material support, or any other tangible or intangible support that is available and necessary for the advancement of the Frenship Band; and to do so in full cooperation with the Director of Bands.

ARTICLE 2

CLASSES OF MEMBERS

2.01. The Corporation shall have one class of members.

Admission of Members and Renewal of Membership

2.02. Natural persons may be admitted to membership in the Corporation by the Officers. The Officers may adopt and amend application procedures and qualifications for membership in the Corporation. A member may renew membership by paying all required fees and dues.

Membership Fees and Dues

2.03. The Officers may set and change the amount of the annual dues payable to the Corporation by members. Membership shall become effective when dues are paid in full.

Certificates of Membership

2.04. The Officers may provide for the issuance of certificates of evidencing membership in the Corporation. When a person has been admitted as a member and has paid any required fees and dues, the Corporation may issue a certificate of membership to the person. Membership certificates shall be designed to fit in the wallet and shall be signed and dated by the President or a Vice President and by the Secretary. If a certificate is lost, mutilated, or destroyed, a new certificate may be issued.

Voting Rights

2.05. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Resolution of Disputes

2.06. In any dispute between members relating to the activities of the Corporation, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, they shall cooperate to select one or more mediators to help resolve the dispute. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration as described in the Revised Civil Statutes Articles 224 et seq. only if the parties have met together with a mediator. This paragraph shall not apply to a dispute involving the Corporation as a party relating to the sanctioning, suspension, or expulsion of a member from the Corporation. The Officers shall have the discretion to authorize the use of the Corporation's funds for mediation or arbitration of a dispute described in this paragraph.

Sanction, Suspension, or Termination of Members

2.07. The Officers may impose reasonable sanctions on a member, or suspend or expel a member from the Corporation, for good cause after a hearing. Good cause includes a material and serious violation of the Corporation's Articles of Incorporation, Bylaws, or rules, or of law. The Officers may delegate powers to a regular or ad hoc committee to conduct a hearing, make

recommendations to the Officers, or take action on behalf of the Officers. The Officers or a committee designated by the Officers to handle a matter involving sanctioning, suspension, or expulsion may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice shall be in writing and delivered at least 14 days prior to the hearing. However, shorter notice may be deemed adequate if the Officers determine that the need for a timely hearing outweighs the prejudice caused to the member and if a statement of the need for a timely hearing is included in the notice. If mailed, the notice shall be sent by registered or certified mail, return receipt requested. A member shall have the right to be represented by counsel at and before the hearing. The Officers may impose sanctions, suspend a member, or expel a member by vote of a majority of Officers who are present and voting.

Resignation

- 2.08. Any member may resign from the Corporation by submitting a written resignation to the Secretary. The resignation need not be accepted by the Corporation to be effective. A member's resignation shall not relieve the member of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid prior to the effective date of the resignation.

Reinstatement

- 2.09. A former member may submit a written request for reinstatement of membership. The Officers may reinstate membership on any reasonable terms that the Officers deem appropriate.

Transfer of Membership

- 2.10. Membership in the Corporation is not transferable or assignable. Membership terminates on the dissolution of the Corporation or the death of a member. Membership in the Corporation is not a property right that may be transferred after a member's death.

Waiver of Interest in Corporation Property

- 2.11. All real and personal property, including all improvements located on the property, acquired by the Corporation shall be owned by the Corporation. A member shall have no interest in specific property of the Corporation. Each member hereby expressly waives the right to require partition of all or part of the Corporation's property. If the Corporation should dissolve, all property owned by the Corporation, including all bank accounts, shall go to the Frenship High School Band Activities Fund.

ARTICLE 3

MEETINGS OF MEMBERS

Annual Meeting

- 3.01. Officers shall hold an annual meeting of the members in April or at another time that the Officers designate. At the annual meeting, the members shall elect Officers and transact any other business that may come before the meeting. If, in any year, the election of Officers is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Officers shall call a special meeting of the members as soon thereafter as possible to conduct the election of Officers.

Special Meetings

- 3.02. Special meetings of the members may be called by the President, the Band Director, or not less than one-third of the Officers.

Regular Meetings

- 3.03. Regular meetings shall be held on the second Tuesday of each month at the Frenship High School Band Hall unless cancelled, rescheduled, or relocated by the Director of Bands or not less than one-third of the Officers.

Notice of Meetings

- 3.04. Notice of any meeting of members shall be delivered to each member entitled to vote at the meeting by telephone, in writing, or by electronic means a week before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the general purpose for which the meeting is called. Notice shall be given by or at the direction of the President or Secretary of the Corporation, or the Officers or persons calling the meeting. If all the members meet and consent to the holding of a meeting, any corporate action may be taken at the meeting regardless of a lack of proper notice.

Quorum

- 3.05. The members attending and 2/3 of the elected Officers shall constitute a quorum at a meeting of the members.

Actions of Membership

- 3.06. The membership shall try to act by consensus. However, the vote of a majority of voting members in good standing, present and entitled vote at a meeting at which a quorum is present, shall be sufficient to constitute the act of the membership unless the vote of a greater number is required by law or the Bylaws. A member in good standing is one who has paid all required fees and dues. Voting shall be by ballot or voice, except that any election of Officers shall be by ballot if demanded by any voting member at the meeting before the voting begins.

ARTICLE 4

OFFICERS

Management of the Corporation

4.01. The President or Director of Bands may call for Officer meetings. The meeting shall consist of 2/3 of the elected Officers. The Director of Bands must give his approval of the date and time of Officers meeting. Notice shall be given in a manner substantially similar to the rules of notice set forth in Paragraph 3.04.

Officer Positions

4.02. The Officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, Historian, and Parliamentarian. The Director of Bands shall be an ex-officio Officer. Each office may be held by a couple or by an individual and the office has one single vote. The members may create additional Officer Positions, define the authority and duties of each such position, and elect persons to fill the positions. These variable Officer positions are noted in Appendix 1 attached to the signed copy of the bylaws and distributed to all Officers and available for all band booster members. These variable Officer positions will be elected as noted in 4.03 with exception that these variable Officer positions may be nominated and elected at anytime of the year with the same guidelines for terms and election rules.

Election and Term of Office

4.03. Elections and Terms

- (a) A nominating committee of five members shall be appointed by the Vice President at the beginning of the school year. It shall consist of at least one, but not more than two, members of the Officers and the Director of Bands or his appointed representative. This committee shall nominate one eligible person/couple for each office of the Corporation to be elected at the annual meeting in April. This person must be a member of the Corporation and must be willing to serve. The nominating committee shall prepare a list of nominees to be made available to the general membership through the regular publicity channels of the Corporation at least 15 days before the general election meeting. If the election of Officers is not held at this meeting, the election shall be held as soon thereafter as conveniently possible. Each Officer shall hold office until a successor is duly selected and qualified.
- (b) An Officer may be elected to succeed himself or herself. An Officer may not serve more than ~~three~~ two consecutive terms in a particular office. Newly elected Officers shall assume the duties of their office on the first day after the last day of the current school year. At that time, all outgoing Officers shall turn over any documentation or pertinent information to the new Officers and give a copy of these records to the Director of Bands. Each newly elected Officer shall also receive a copy of the Bylaws.

Removal

4.04. Any Officer elected by the membership may be removed by the membership only with good cause. The removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer.

Vacancies

4.05. A vacancy in any office may be filled by vote of the Officers.

President

4.06. The President shall

- (a) Be the chief executive Officer of the Corporation.
- (b) Supervise all of the business and affairs of the Corporation.
- (c) Preside at all meetings of the members and of the Officers.
- (d) Execute any deeds, mortgages, bonds, contracts, or other instruments that the Officers have authorized to be executed. However, the President may not execute instruments on behalf of the Corporation if this power is expressly delegated to another Officer or agent of the Corporation by the Officers, the Bylaws or statute.
- (e) Maintain a record of information pertinent to the office of the Presidency. Provide a copy of that information to be stored in the office of the Frenship High School Band Hall.
- (f) Perform other duties prescribed by the Officers and all duties incident to the office of the President.
- (g) Provide vision casting for the organization, in cooperation with the Director of Bands.
- (h) Serve as the spokesperson for the organization within the local and school communities.
- (i) Initiate audits of the organization's financials.

Vice President

4.07. The Vice President shall

- (a) Perform the duties of the President when the President is absent, is unable to act, or refuses to act. When a Vice President acts in the place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President.
- (b) Maintain a record of information pertinent to the office of the Vice Presidency. Provide a copy of that information to be stored in the office of the Frenship High School Band Hall.
- (b) Perform other duties as assigned by the President or Officers.
- (c) Establish operations calendar for all events for the calendar year.
- (d) Supervise the collection and revision of project notebooks for standard operations and procedures for each of the projects and events.
- (e) Manage the follow through of the project coordinators to ensure that all timelines and procedures are getting successfully implemented.

- (f) Appoint a nominating committee for the election of new Officers at the beginning of the year as outlined in 4.03.

Treasurer

4.08. The Treasurer shall

- (a) Have charge and custody of and be responsible for all funds and securities of the Corporation.
- (b) Receive and give receipts for moneys due and payable to the Corporation from any source.
- (c) Donate all moneys in the name of the Corporation in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Officers.
- (d) Write checks and disburse funds to discharge obligations of the Corporation. Funds may not be drawn from the Corporation or its accounts for amounts greater than \$500.00 without the approval (noted in Officer meeting notes or by signature on receipt/PO/etc.) of the President or Vice President in addition to the signature of the treasurer.
- (e) Maintain the financial books and records of the Corporation. Maintain an accurate and detailed account of all monies received and disbursed.
- (f) Prepare financial reports and audit reports at least annually.
- (g) Perform other duties as assigned by the President or by the Officers.
- (h) If required by the Officers, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Officers.
- (i) Perform all the duties incident to the office of Treasurer.
- (j) Reconcile all bank statements as received and resolve any discrepancies with the bank each month.
- (k) Present a current financial report including bank statements, bank reconciliations, and financial statements to the Officers within thirty days of the previous month's end. If requested, copies should be available for review by the general membership.
- (l) File sales tax reports as required by the comptroller's office.
- (m) File annual IRS form 990 in a timely manner.
- (n) Issue 1099s as necessary.
- (o) Prepare end of the year contribution statements as necessary.
- (p) Submit records to the Audit Committee appointed by the Officers upon request, at the end of the school year (May).

Secretary

4.09. The Secretary shall

- (a) Give all notices as provided in the Bylaws or as required by law.
- (b) Take minutes of the meetings of the members and of the Officers and keep the minutes as part of the corporate records.
- (c) Maintain custody of the corporate records and the seal of the Corporation. A copy of these records will be given for storage in the Frenship High School Band Hall office by the last day of each school year. Other documents for maintenance include approved bylaws and

any standing committee rules, current general membership, and committee membership lists.

- (d) Affix the seal of the Corporation to all documents as authorized.
- (e) Keep a register of the contact information of each member and Officers of the Corporation.
- (f) Perform duties as assigned by the President or by the Officers.
- (g) Perform all duties incident to the office of Secretary.
- (h) Report on any recommendations made by the Officers.
- (i) Maintain an active “action items” list and report on those actions that are pending.

Historian

4.10. The Historian shall

- (a) Compile and maintain a written and pictorial record of all band activities.
- (b) Follow guidelines provided by the Officers for any electronic compilation of band activities.
- (c) Maintain a record of information pertinent to the office of Historian. Provide a copy of that information to be stored in the office of the Frenship High School Band Hall.
- (d) Pass along all equipment owned by the Corporation to the next year’s Historian or to the office of the Frenship High School Band Hall by the last day of school.
- (e) Perform all the duties incident to the office of Historian.

Parliamentarian

4.11. The Parliamentarian shall

- (a) Assist the Presiding Officer in insuring that the business of the Corporation is conducted in accordance with the rules of parliamentary procedure. All business will be conducted in accordance with procedures defined in Robert’s Rules of Order, latest edition.
- (b) Perform all the duties incident to the office of Parliamentarian.
- (c) Maintain a record of information pertinent to the office of the Parliamentarian. Provide a copy of that information to be stored in the office of the Frenship His School Band Hall.
- (d) Make sure all Officers have the most recent copy of the Bylaws at the beginning of their term.
- (e) Serve as the Committee Chair in the event that an ad hoc Bylaws Committee is in place.

ARTICLE 5

(RESERVED FOR EXPANSION)

ARTICLE 6

COMMITTEES

Establishment of Committees

6.01. The Officers may adopt a resolution establishing one or more committees delegating specified authority to a committee and appointing members to that committee. The committee shall consist of members of the Frenship Band Boosters. The Officers may establish qualifications for membership on a committee. The establishment of a committee or the delegation of authority to it shall not relieve the Officers, or any individual Officer of any responsibility imposed by the Bylaws or otherwise imposed by law. No committee shall have the authority of the Officers to:

- (a) Amend the articles of the incorporation.
- (b) Authorize the voluntary dissolution of the Corporation.
- (c) Revoke proceedings for the voluntary dissolution of the Corporation.
- (d) Amend, alter, or repeal the Bylaws.
- (e) Elect, appoint, or remove a member of a committee or an Officer of the Corporation.
- (f) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 7.04 below.
- (g) Take any action outside the scope of authority delegated to it by the Officers.
- (h) Take final action on a matter that requires the approval of the members.

Authorization of Specific Committees

Term of Office

6.02 Each member of a committee shall continue to serve on the committee until the first day after the last day of school and until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve for the unexpired portion of the terminated committee member's term.

Committee Chair

6.03. A Committee Chair shall

- (a) Be appointed by the President upon approval of the Officers and the Director of Bands.
- (b) Call and preside at all meetings of the committee.

- (c) Keep a notebook, electronic or written, that details contacts, activities, time lines, etc. to be given to the next Committee Chair and a copy to be left in the office of the Director of Bands.

Notice of Meetings

- 6.04. Notice (by telephone, in writing, or by electronic means) of a committee meeting shall be delivered to each member of a committee within a reasonable amount of time before the meeting. The notice shall state the place, day, and time of the meeting, and the purpose for which the meeting is called.

Quorum

- 6.05. One half of the number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum. If a quorum is present at no time during a meeting, the Chair may adjourn and reconvene the meeting one time without further notice.

Actions of Committees

- 6.06. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the Bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

Compensation

- 6.07. Committee members shall not receive salaries for their services.

Rules

- 6.08. Each committee may adopt rules for its own operation not inconsistent with the Bylaws or with rules adopted by the Officers.

ARTICLE 7

TRANSACTIONS OF THE CORPORATION

Contracts

7.01. The members may authorize any Officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type possible contracts and instruments.

Deposits

7.02. All funds of the Corporation shall be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Officers select.

Gifts

7.03. The Officers may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation. The Officers may make gifts and give charitable contributions that are not prohibited by the Bylaws, the articles of incorporation, state law, and any requirements for maintaining the Corporation's federal and state tax status.

Potential Conflicts of Interest

7.04. The Corporation shall not make any loan to an Officer of the Corporation. A member, Officer, or committee member of the Corporation may lend money to and otherwise transact business with the Corporation except as otherwise provided by the Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation shall not borrow money from or otherwise transact business with a member, Officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the best interests of the Corporation. The Corporation shall not borrow money from or otherwise transact business with a member, Officer, or committee member of the Corporation without full disclosure of all relevant facts and without the approval of the Officers or the members, not including the vote of any person having a personal interest in the transaction.

Prohibited Acts

7.05. As long as the Corporation is in existence, and except with the prior approval of the Officers or the members, no member, Officer, or committee member of the Corporation shall:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the assets of this Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- (h) Disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE 8

BOOKS AND RECORDS

Required Books and Records

8.01. The Corporation shall keep correct and complete books and records of account. The Corporation's books and records shall include

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including, but not limited to, the Articles of Incorporation, and any articles of amendment, restated articles, articles of merger, articles of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- (c) Minutes of the proceedings of the members, Officers, and committees having any of the authority of the Officers.
- (d) A list of contact information for the members, Officers, and any committee members of the Corporation.

- (e) A financial statement showing the assets, liabilities, and net worth of the Corporation at the end of the three most recent fiscal years.
- (f) A financial statement showing the income and expenses of the Corporation for the three most recent fiscal years.
- (g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.
- (h) The Corporation's federal, state, and local information or income tax returns for each of the Corporation's three most recent tax years.

Inspection and Copying

8.02. Any member, Officer, or committee member of the Corporation may inspect and receive copies of all books and records of the Corporation required to be kept by the Bylaws. Such a person may inspect or receive copies if the person has a proper purpose related to the person's interest in the Corporation and if the person submits a request in writing. Any person entitled to inspect and copy the Corporation's books and records may do so through his or her attorney or other duly authorized representative. A person entitled to inspect the Corporation's books and records may do so at a reasonable time no later than five working days after the Corporation's receipt of a proper written request. The Officers may establish reasonable fees for copying the Corporation's books and records by members. The fees may cover the cost of materials and labor, but may not exceed fifteen (15) cents per page. The Corporation shall provide requested copies of books or records no later than five working days after the Corporation's receipt of a proper written request.

Audits

8.03. Any member shall have the right to have an audit conducted of the Corporation's books. The member requesting the audit shall bear the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct the audit. A member may not exercise these rights to compel audits so as to subject the Corporation to an audit more than once in any fiscal year.

ARTICLE 9 FISCAL YEAR

9.01. The fiscal year of the Corporation shall begin the first day of January and end on the last day of December in each year.

ARTICLE 10

INDEMNIFICATION

When Indemnification is Required, Permitted, and Prohibited

- 10.01. (a) The Corporation shall indemnify any Officer, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as an Officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.
- (b) The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.
- (c) The Corporation shall pay or reimburse expenses incurred by an Officer, member, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not named defendant or respondent in the proceeding.
- (d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify an Officer, member, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of paragraph 10.01 (a), above.
- (e) Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the Bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is named defendant or respondent in a proceeding brought by the Corporation or one or more members; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

- (f) If the Corporation may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Procedures Relating to Indemnification Payments

- 10.02. (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in provided in paragraph 10.02(c), below. The Corporation may make these determinations and decisions by any one of the following procedures:
- (i) Majority vote of a quorum consisting of Officers who, at the time of the vote, are not named defendants or respondents in the proceeding.
 - (ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Officers, designated to act in the matter by a majority vote of all Officers, consisting solely of two or more Officers who at the time of the vote are not named defendants or respondents in the proceeding.
 - (iii) Determination by special legal counsel selected by the Officers by vote as provided in paragraph 10.02(a)(i) or 10.02(a)(ii), or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Officers.

Majority vote of members, excluding persons who are named defendants or respondents in the proceeding.

- (b) The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by paragraph 10.02(a) (iii), above, governing the selection of special legal counsel. A provision contained in the articles of incorporation, the bylaws or a resolution of members or the Officers that requires the indemnification permitted by paragraph 10.01, above, constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- (c) The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and

undertaking from the person to be indemnified. The determination that the fact then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under paragraph 10.02(a), above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the Bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

- (d) Any indemnification or advance of expenses shall be reported in writing to the members of the Corporation. The report shall be made with or before the notice or waiver of notice of the next membership meeting, or with or before the next submission to members of a consent to action without a meeting. In any case, the report shall be sent within the 12-month period immediately following the date of the indemnification or advance.

ARTICLE 11

NOTICES

Notice by Mail or telegram

- 11.01. Any notice required or permitted by the Bylaws to be given to a member, Officer, or member of a committee of the Corporation may be given by mail, telegram or electronic means. If mailed, a notice shall be deemed to be delivered when deposited in the United States mail addressed to the person at his or her address as it appears on the record of the Corporation, with postage prepaid. If given a telegram, a notice shall be deemed to be delivered when accepted by the telegraph company and addressed to the person at this or her address as it appears on the records of the Corporation. A person may change his or her address by giving written notice to the secretary of the Corporation.

Signed Waiver of Notice

- 11.02. Whenever any written notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws, a waiver in writing signed by a person entitled to receive a notice shall be deemed equivalent to the giving of the notice. A waiver of notice shall be effective whether signed before or after the time stated in the notice being waived.

Waiver of Notice by Attendance

- 11.03. The attendance of a person at a meeting shall constitute a waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE 12

SPECIAL PROCEDURES CONCERNING MEETINGS

Meeting by Telephone

- 12.01. The members, Officers, and any committee of the Corporation may hold a meeting by telephone conference-call procedures in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice. Participation of a person in a conference-call meeting constitutes presence of that person at the meeting.

Decision Without Meeting

- 12.02. Any decision required or permitted to be made at a meeting of the members, Officers, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the Corporation minute book and kept with the Corporation's records.

ARTICLE 13

AMENDMENTS TO BYLAWS

- 13.01. The Bylaws may be altered, amended, or repealed, and new bylaws may be adopted only by the membership. The notice of any meeting at which the Bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. The following types of bylaw amendments may be adopted only by the members:
- (a) Setting or changing the authorized number of Officers.
 - (b) Changing from a fixed number to a variable number of Officers or vice versa.

- (c) Increasing or extending the terms of Officers.
- (d) Increasing the quorum for membership meetings.
- (e) Repealing, restricting, creating, expanding, or otherwise changing the proxy rights of members.
- (f) Authorizing or prohibiting cumulative voting.

ARTICLE 14

MISCELLANEOUS PROVISIONS

Legal Authorities Governing Construction of Bylaws

- 14.01. The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

Legal Construction

- 14.02. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

Headings

- 14.03. The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws.

Gender

- 14.04. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

Seal

- 14.05. The Officers may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "FRENSHIP BAND BOOSTERS" "Texas," in one circle and the word "Incorporated" together with the date of incorporation of the Corporation in the other circle.

Power of Attorney

- 14.06. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Corporation to be kept with the Corporation records.

- 14.07. The Bylaws shall be binding upon and inure to the benefit of the members, Officers, committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of Frenship Band Boosters and that the foregoing Bylaws constitute the Bylaws of the Corporation. These Bylaws were duly adopted at a meeting of the Members held on _____.

DATED _____

Ellis Dean
Secretary of the Corporation

Cindy Dean
Secretary of the Corporation