

# **Robert E. Lee LEE High School Band Parents' Association**

## **A Texas Nonprofit Corporation**

### **BYLAWS**

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#### **ARTICLE 1 NAME AND MISSION STATEMENT**

- A. The name of this corporation shall be the **Robert E. Lee LEE High School Band Parents' Association**, hereafter referred to as the Association. It is a nonprofit organization under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- B. The Mission Statement of the Association:

The **Robert E. Lee LEE High School Band Parents' Association** is a group of parents of students enrolled in the **Robert E. Lee Legacy of Educational Excellence High School Band** (hereafter referred to as the Band) who combine their talents and services to promote and provide support for the entire band program. The Association's responsibility is to provide a vehicle for the funding and volunteer staffing of those programs which support the Band Director's vision and program for the Band, which may not be budgeted or staffed by the Campus or District Administration.

#### **ARTICLE 2 PURPOSES**

- A. As a parent organization, the Association is organized exclusively for charitable and educational purposes, including providing adult support and assistance to the bands of **Legacy of Educational Excellence Robert E. Lee High School**, their Director(s) and school authorities in the pursuance of their objectives; to promote cooperation among the bands, school authorities, other organizations and the community; and to provide supplemental financial support to encourage deserving students to further their education by providing college scholarships.

- B. This Association is not organized for profit, and no part of the net earnings of this Association shall inure to the benefit of any member of the Executive Board or any other individual except that this Association may make payments of reasonable compensation for services rendered.
- C. The Association shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under 501(c)(3) of the Internal Revenue Code.
- D. The Association shall never be operated for the primary purpose of carrying on a business or trade for profit.
- E. Notwithstanding any provision of these Bylaws, this Association shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

### **ARTICLE 3 OFFICES AND REGISTERED AGENT**

- A. The principal place of business of the Association is located in San Antonio, Texas. The Association may have such other offices, either within or without the State of Texas, as the Board may determine or as the affairs of the Association may require from time to time.
- B. The Association shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is the Association's registered office, as required by the Texas Business Corporations Code.
  - 1. The Registered Agent shall provide written Consent to Serve as Registered Agent pursuant to Texas Business Corporations Code §5.201(b). The written consent shall be maintained in the records of the Association.
  - 2. The registered office may, but need not, be identical to the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board in accordance with applicable law.

### **ARTICLE 4 ORGANIZATION**

- A. **Bylaws.** The Association must maintain bylaws that are jointly reviewed on an annual basis by the campus principal or his or her designee and the Association's officers. Copies of the Association's bylaws must be submitted to the campus principal.
- B. **Management.** The affairs of the Association shall be managed by its Executive Board (hereafter "Board").
- C. **Assistants.** Any Board member may enlist assistant(s) in addition to Committee Chairpersons as needed with Board approval. Assistants are not voting members of the Board, and serve at the pleasure of the Board.
- D. **Term.** Board members shall serve from June 1 - May 31 of the following year, with the exception of the Treasurer, whose term expires as close to June 1 as practical, after the incoming Treasurer's name is placed on necessary signature cards, bank accounts, and other financial documents.
- E. **Successors in Office.** If any Board member cannot complete his or her term, the remaining Board members shall select and appoint the departing Board member's successor, subject to approval of the Band Director.
- F. **Term Limits.** There is a two one-year consecutive term maximum that members may serve in roles as the President or Treasurer.
- G. **Resignation.** A Board member may resign by providing written 30 day notice to the President and Band Director.
- H. **Removal.** A Board member may be removed from office if absent 3 or more Board meetings. Removal shall be by 2/3 vote of all other Board members. Any officer or appointed chairperson may be removed from office for failure to perform the duties of his/her position or for misconduct, by 2/3 majority vote of the Board.
- I. **Family Members Serving Simultaneously.** Only one member of a family may serve as a Board officer at the same time, unless parents or guardians are serving as co-chairs in the same office which limits the family's vote to one.
- J. **Multiple Offices.** No officer shall be permitted to hold more than one office position at the same time.

## ARTICLE 5 NOMINATIONS AND ELECTIONS

- A. **Nominations.** The Nominating Committee shall nominate an eligible person for each office to be filled and report its nominees for the coming year at a general meeting in March; at that

time, additional nominations may be made from the floor, provided the consent of the nominee has been given.

1. Only those persons who have signified their consent to serve, if elected, shall be nominated for or elected to such office.
  2. The Nominating Committee shall be formed during the month of January in accordance with Article 10, paragraph F(3), below.
  3. The Nominating Committee Chairperson, or his or her designee shall present nominees to the Association during the March regular meeting.
  4. Additional nominations may be taken from the floor at March and April Association meetings, before the vote is cast.
- B. **Elections.** Officers of this organization will be elected by a majority vote of the Regular Association Members present at the April meeting. If there is only one candidate for each office, the election may be by voice vote.

## ARTICLE 6 OFFICERS OF THE EXECUTIVE BOARD

- A. The Association shall elect the following Executive Board officers on an annual basis:
1. **President.** The President must be an individual who has previously been active in the Association. The major duties include, but are not limited to, the following:
    - a. Preside at all meetings of the Association;
    - b. Report on any recommendations made by the Board.
    - c. Report the actions of the Board at Association meetings.
    - d. Regularly meet with the designated campus representative regarding Association activities;
    - e. Resolve problems in the membership;
    - f. Regularly meet with the Treasurer of the Association to review the Association's financial position;
    - g. Select an officer as the designee to receive bank statements through the mail at his or her home address. This individual shall not be a signer on the account. Upon receipt, the designee should review the activity on the bank statement and canceled checks for reasonableness. This provides an independent review by an individual not associated with disbursement activity.
    - h. Schedule an annual audit of records or request an audit if the need should arise during the year;
    - i. Serve as the Association's representative on the Northeast Band Parents Association.
    - j. Serve as ex-officio of all committees except the Nominating Committee.

- k. Perform any other specific duties as outlined in the bylaws of the Association.
  - l. Must be a current voting member of the Association in good standing.
2. **Vice President of Association Fundraising.** The Vice President of Association Fundraising shall:
    - a. Act as an aide to the President.
    - b. Serve as the Association Fundraising, Merchandise Sales, and Corporate Fundraising Committees Chair, or designate a chairperson or chairpersons for any and/or each of the committees, subject to approval of the Band Director and Board.
    - c. Work with the Treasurer to supervise, collect, and record Association funds.
    - d. Assume the responsibilities of the President in his/her temporary absence.
    - e. Report as needed at the general membership meetings.
    - f. Communicate activity and needs to the President.
    - g. Perform other delegated duties as assigned.
    - h. Must be a current voting member of the Association in good standing.
  3. **Vice President Operations and Logistics.** The Vice President of Operations and Logistics shall:
    - a. Act as an aide to the President.
    - b. Serve as the Chaperone, Rig Crew, Student Meals, and Hospitality Committees Chair, or designate a chairperson for any and/or each of the committees, subject to approval of the Band Director and Board.
    - c. Oversee rig trailer maintenance, repair, licensing and registration.
    - d. Assume the responsibilities of the President in his/her temporary absence, if the Vice President of Association Fundraising cannot do so.
    - e. Report as needed at the general membership meetings.
    - f. Communicate activity and needs to the President.
    - g. Perform other delegated duties as assigned.
    - h. Must be a current voting member of the Association in good standing.
  4. **Vice President of Student Services.** The Vice President of Student Services shall:
    - a. Act as an aide to the President.
    - b. Attend meetings of the Student Leadership, and along with the Band Director, help guide and organize student-led events.
    - c. Serve as Student Fundraising, Band Banquet, and Uniform Committees Chair, or designate a chairperson or chairpersons for any and/or each of the committees, subject to approval of the Band Director and Board.
    - d. Assume the responsibilities of the President in his/her temporary absence, if the Vice Presidents of Association Fundraising and Operations and Logistics cannot do so.
    - e. Report as needed at the general membership meetings.
    - f. Communicate activity and needs to the President.
    - g. Perform other delegated duties as assigned.
    - h. Must be a current voting member of the Association in good standing.
  5. **Vice President of Concessions.** The Vice President of Concessions shall:

- a. Act as an aide to the President.
  - b. Serve as Concessions Committee Chairperson.
  - c. Oversee all concessions operations for the Association as required by the Northeast Band Parents Association.
  - d. Organize and train concessions stand managers to assist in leading concession volunteers.
  - e. Maintain a schedule for concessions events and oversee concessions volunteer recruitment.
  - f. Assume the responsibilities of the President in his/her temporary absence, if the Vice Presidents of Association Fundraising, Operations and Logistics, and Student Services cannot do so.
  - g. Report as needed at the general membership meetings.
  - h. Communicate activity and needs to the President.
  - i. Perform other delegated duties as assigned.
  - j. Must be a current voting member of the Association in good standing.
6. **Secretary.** The Secretary is responsible for keeping accurate records of the proceedings of the Association and reporting to the membership. The Secretary must ensure the accuracy of the minutes of the meetings, and have a thorough knowledge of parliamentary law and the Association's bylaws. The major duties include, but are not limited to, the following:
- a. Serve as Communications and Public Relations Committees Chair, or designate a chairperson or chairpersons for any and/or each of the committees, subject to approval of the Band Director and Board.
  - b. Maintain the records of the minutes, approved bylaws and any standing committee rules, current membership and committee listing.
  - c. Record all business transacted at each meeting of the Association as well as any Board meetings in a prescribed format.
  - d. Maintain records of attendance at Association meetings.
  - e. Maintain records of volunteer activities and hours.
  - f. Report as needed at the general membership meetings.
  - g. Conduct and report on all correspondence on behalf of the Association.
  - h. Other specific duties as outlined in the bylaws of the Association.
  - i. Must be a current voting member of the Association in good standing.
7. **Treasurer.** The Treasurer is the authorized custodian of the funds of the Association. The Treasurer receives and disburses all monies indicated in the budget and prescribed in the local bylaws or as authorized by action of the Association. All persons authorized to handle funds of the Association should be covered by a fidelity bond in an amount based upon the Association's annual income and determined by the Board. The major duties include, but are not limited to, the following:
- a. Serve as Budget and Finance Committee Chairperson .
  - b. Receive and timely deposit all Association funds, pay bona fide debts, and maintain an accurate record of all receipts, disbursements, assets and liabilities.

- c. Prepare and make available a financial report to Association members at regular Association meetings and when requested by the President..
- d. Present a current financial report including bank statements, bank reconciliations, and financial statements to the Board within thirty days of the previous month end; copies will be available for review by the general membership if requested.
- e. File current financial reports at the end of each school year with the campus principal or his or her delegate.
- f. Maintain an accurate and detailed account of all monies received and disbursed.
- g. Reconcile all bank statements as received and resolve any discrepancies with the bank immediately.
- h. Submit the annual Association budget for the approval of members.
- i. File sales tax reports as required by the Texas comptroller's office. Sales tax reports must be filed even if no sales tax was collected for the period reported. If not, a non-filing fee will be assessed by the Texas Comptroller's Office.
- j. File annual IRS form 990, 990-T, 990-N or 990-EZ in a timely manner;
- k. Submit records to the Audit Committee appointed by the Association upon request or at the end of the year.
- l. Other specific duties as outlined in the bylaws of the Association.
- m. Must be a current voting member of the Association in good standing.

**Note:** Due to the increasing requirements placed on charitable organizations by the Internal Revenue Service, it is strongly recommended that the Treasurer have an accounting background.

- B. Director of Bands.** The Director of Bands has sole decision making authority and responsibility for all Program elements, including, but not limited to music, visual, program and staff elements of and for the band and the proposed budgets established for those elements. The Director of Bands or his or her designee shall:
1. Be an automatic non-elected, non-voting member of the Association and the Board.
  2. Oversee and report all the activities of and between the Association with the School and District.
  3. Provide any records for the annual audit as required by the Treasurer.
  4. Submit a projected budget to the Budget and Finance Committee for income and expenses for the following school year before the April Board meeting. No Association commitment for services or goods may occur prior to approval of the annual budget.
- C. Parliamentarian.** The Parliamentarian is responsible for ensuring that the Board meetings and General membership meetings are conducted in accordance with Robert's Rules of Order and within the provisions of the Bylaws. The Parliamentarian will attend all Board Meetings and General membership meetings as directed by the President. The Parliamentarian is a non-voting member and shall be appointed by the President. The role of Parliamentarian may be held concurrently with another Board or Committee position.

**ARTICLE 7  
MEETINGS OF THE EXECUTIVE BOARD**

- A. **Regular Meetings.** Ten (10) regular meetings will be held each year, with no less than 72 hours advance notice.
- B. **Special Meetings.** A special meeting may be called by the President or any Vice President with 72 hours notice provided to all other Board members.
- C. **Informal Meetings.** An informal meeting may be called by the President or any Vice President to obtain necessary votes to take an emergency action. Informal meetings may be conducted in person or virtually, whichever is most practical.
- D. **Virtual Meetings.** Board members may attend any regular or special meetings virtually or telephonically, if practical.
- E. **Quorum.** Four (4) voting Board members must be present at any meeting to constitute a quorum. If less than the full membership of the Board is present, a total of 4 assenting votes are required to take any action. If the full Board is present, a majority of members may vote to take any action.
- F. **Voting Rights.** All elected Board members are voting members.

**ARTICLE 8  
MEMBERS**

- A. **Class of Members.** All parents and/or legal guardians of Band and Color Guard members are eligible to be Regular Association members. Only active members in good standing with children currently enrolled in the program will be permitted to hold office or vote upon any matter of business of the Association.
- B. **Honorary Members.** All other members will be classified as honorary and will be entitled to voice participation, but cannot vote or hold elective office in the Association.
- C. **Voting Rights.** Members' voting rights are restricted to the following areas:
  - 1. Election of the Officers for the following school year. Elections will be held at the April Annual Meeting each year.
  - 2. Approval of changes to Association bylaws, after they have been approved by the Board.



3. Approval of the Board's proposed budget for the following school year. The budget will be approved at the April Annual Meeting each year.
- D. **Termination of Membership.** Association membership terminates when the member's child graduates or otherwise withdraws from the band program.
- E. **Resignation.** A member may resign membership by providing written notice to the Secretary.
- F. **Reinstatement.** Upon written request signed by a former member and filed with the Secretary, the Board may reinstate the former member with 2/3 vote, on such terms as the Board may deem appropriate.
- G. **Transfer of Membership.** Association membership is not transferrable or assignable.
- H. **Dues.** An annual Association Member Fee will be determined on a yearly basis by the Board and assessed per band student.

## ARTICLE 9 ASSOCIATION MEMBER MEETINGS

- A. **Annual Meeting.** The Association will hold its Annual Meeting in April of each year to elect Board Officers and approve a budget for the following year.
- B. **Regular Meetings.** Ten (10) regular meetings, including the April Annual Meeting, will be held each school year, with no less than 72 hours' notice. Each meeting should be held in the presence of of the campus principal or his/her designated school sponsor, in accordance with District policy.
- C. **Special Meetings.** Special meetings may be held on an as-needed basis, as determined by the Band Director or Board. Notice will be provided no less than 72 hours in the usual manner.
- D. **Notice of Meetings.** Notice shall be posted in a conspicuous place in the band hall, not less than 72 hours prior to an Association meeting.
- E. **Place of Meetings.** Member meetings will be held on the campus of Legacy of Educational Excellence Robert E. Lee High School, unless otherwise specified in the notice of meeting.
- F. **Quorum.** The members present shall constitute a quorum for the transaction of business in any regular meeting.

**ARTICLE 10**  
**STANDING AND SPECIAL COMMITTEES**

- A. Standing and Special Committees shall be created as deemed necessary by the Band Director and the Board.
- B. Standing and Special Committees shall have a chairperson appointed in accordance with Article 6, subject to Board and Band Director approval, and shall serve up to a one year term.
- C. Each chairperson shall make a record of the activities of the Committee and report any activity to the elected Officer responsible for his or her appointment.
- D. Each chairperson may present a report to the membership if deemed necessary by a member of the Board.
- E. Standing Committees may include, but are not limited to the following:
  - 1. **Concessions.** See Article 6(A)(5), Vice President of Concessions, above.
  - 2. **Chaperones.** Recruits, trains and supervises volunteers to chaperone Band activities away from school. Coordinate water for students and volunteers, as necessary. Organize medical team, as necessary. Reports to Vice President of Operations and Logistics.
  - 3. **Association Fundraising.** Proposes fundraising activities for approval of the Board and Band Director. Plan and coordinate all Association fundraising activities, including but not limited to Fall Fundraising Dinner and Silent Auction, Spring Fundraising Dinner and Fiesta Parade Seat Sale. Reports to Vice President of Association Fundraising.
  - 4. **Merchandise Sales.** Plans and coordinates the sale of spirit merchandise at school events, including Meet the Vols, Lee-esta, football games and other school sports events, as appropriate. Reports to the Vice President of Association Fundraising.
  - 5. **Corporate Fundraising.** Recruits corporate sponsors to contribute cash or in-kind contributions to support the Association. Reports to Vice President of Association Fundraising.
  - 6. **Hospitality.** Welcomes all new Association members. Plans hospitality and coordinates volunteers necessary to support all functions involved with special Band events, such as concerts, campus activities, and Association meetings, as needed. Reports to Vice President of Operations and Logistics.
  - 7. **Rig Crew.** Coordinates the handling and transportation of equipment and properties for all off-campus trips, including props and equipment for marching, concert and other

Band events. Recruits, trains and supervises rig crew volunteers. Reports to Vice President of Operations and Logistics.

8. **Student Meals.** Plans and coordinates meals for students, directors, and parent volunteers for football games, competitions, and other special events throughout the year as requested by the Band Director. Reports to Vice President of Operations and Logistics.
  9. **Uniforms.** Supports distribution and maintenance of band uniforms in coordination with the Band Director. Reports to Vice President of Student Services.
  10. **Student Fundraising.** Supports student fundraising activities in coordination with the Band Director. Reports to Vice President of Student Services.
  11. **Band Banquet.** Coordinates the arrangements for an annual band banquet with the Band Director and Student Officers. Reports to Vice President of Student Services.
  12. **Public Relations.** Promotes activities, awards and news of the Band to the media and community. Updates Band website and public social media channels, as needed, concerning meetings, activities, awards, and recognitions of the Band. Reports to the Secretary.
  13. **Communications.** Provides newsletter to members and other interested parties to include information about meetings, activities, awards, volunteer needs, and upcoming events. Utilizes other communication channels, including social media, to enhance said communications. Reports to the Secretary.
  14. **Budget & Finance.** The Board and Band Director will assist Treasurer in preparation of the annual budget. Reports to Treasurer.
- F. Special Committees may include, but are not limited to the following:
1. **Audit.** At the end of the fiscal year, the Committee will conduct an audit of the Association's financial records according to District guidelines. The Audit Committee will be composed of three (3) Association members appointed by the incoming President with approval of the current Board who are independent from day-to-day financial activities. Ensure annually that the Association complies with all rules and regulations and files all required reports with any governmental agency necessary to comply with all applicable sections of the Internal Revenue Code necessary to retain its tax exempt status. Makes a report to the Association upon completion of the audit.
  2. **Bylaws.** The Band Director and not less than four (4) Association members appointed by the Board will review and suggest changes to Association bylaws, as necessary.
  3. **Nominating.** Four (4) Association members appointed by the Board will be formed in January each year. The Nominating Committee will solicit recommendations for Officer

positions for the next year and will nominate at least one eligible Association member for each office at the regular Association meeting in March each year.

4. **Scholarship.** Five (5) Association members appointed by the Board will select the recipient of the Cal Schultz Scholarship.
  - a. The Scholarship Committee shall be formed not later than the April Association meeting.
  - b. The Band Director will provide the application to interested senior students.
  - c. Parents and guardians of Senior students are not eligible to serve on the Scholarship Committee.
- G. Special and Standing Committee business shall be conducted by majority vote of the Committee members present.
- H. A Committee Chairperson may be removed by a majority vote of the Board.

## **ARTICLE 11 FINANCES**

- A. The Association's fiscal year will be June 1 - May 31.
- B. **General.** Association books shall be maintained in accordance with generally accepted accounting practices. The Treasurer may use a digital software package to assist in accurately accounting for financial transactions.
- C. **Record Keeping.** The Secretary and Treasurer of the organization shall deliver records to the incoming officers by July 1. Records shall be kept for a period of 7 years for audit purposes. The Association records cannot be stored on District property without a properly completed Parent Organization Storage Agreement on file with the campus.
- D. **Non-budgeted Spending.** Amounts over \$500 which are not included in the annual budget require Board approval. All expenditures within the budget require approval of two (2) voting Board members.

## **ARTICLE 12 INDEMNIFICATION AND INSURANCE**

- A. When Indemnification is Required, Permitted, and Prohibited.

1. The Association shall indemnify a director, officer, committee member, employee, or agent of the Association 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 Association. For the purposes of this article, an agent includes one who is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Association shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Association'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 Association shall not indemnify a person who is found liable to the Association 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.
2. 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 Association.
3. The Association shall pay or reimburse expenses incurred by a director, officer, member, committee member, employee, or agent of the Association in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Association when the person is not a named defendant or respondent in the proceeding.
4. In addition to the situations otherwise described in this Article, the Association may indemnify a director, officer, member, committee member, employee, or agent of the Association to the extent permitted by law. However, the Association shall not indemnify any person in any situation in which indemnification is prohibited by the terms of these Bylaws.
5. Before the final disposition of a proceeding, the Association may pay indemnification expenses permitted by the Bylaws and authorized by the Association. However, the Association shall not pay indemnification expenses to a person before the final disposition of a proceeding if: the person is a named defendant or respondent in an proceeding brought by the Association or one or more members; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
6. If the Association 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 Association, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

B. Procedures Relating to Indemnification Payments.

1. Before the Association may pay any indemnification expenses (including attorney's fees), the Association shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in these Bylaws. The Association may make these determinations and decisions by any one of the following procedures:
  - a. Majority vote of a quorum consisting of officers of the Board who, at the time of the vote, are not named defendants or respondents in the proceeding.
  - b. If such a quorum cannot be obtained, by a majority vote of an Advisory Board or a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.
  - c. Determination by special legal counsel selected by a majority vote of the Board.
2. The Association 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 by the Board of Directors as in other decisions of the Board. A provision contained in the articles of incorporation or in the Bylaws, or a resolution of members or the Board of Directors that requires the indemnification permitted by these Bylaws 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.
3. The Association shall pay indemnification expenses before final disposition of a proceeding only after the Association determines that the facts then known would not preclude indemnification and the Association receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts 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 these Bylaws. 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 Association 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.
4. Any indemnification or advance of expenses shall be reported in writing to the members of the Association. 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.

- C. **Insurance.** The Association may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Association would have the power to indemnify him or her against that liability. The insurance or other arrangement may be procured, maintained, or established within the Association or with any insurer or other person deemed appropriate by the Board. In the absence of fraud, the judgment of the Board as to the terms and conditions of the insurance and the identity of the insurer shall be conclusive and the insurance shall not be voidable and shall not subject the directors approving the insurance to liability, on any ground, regardless of whether Board members participating in the approval are beneficiaries of the insurance.

**ARTICLE 13  
AMENDMENTS**

These Bylaws may be amended, altered or revised by majority vote of the general membership or proper quorum present at the vote meeting, after approval of the Board. If the Bylaws are to be amended, altered or revised, said amendments, alterations or revisions shall be made available to the entire membership of the Association at a regular meeting not less than one regular meeting prior to the meeting in which the vote takes place. The Secretary shall make copies of the existing provisions and the proposed revisions/amendments/alterations, and said copies shall be made available to members who may request them. Further, the Board and Bylaws Committee shall make themselves available to the membership and shall solicit comment from the membership before the vote meeting.

**ARTICLE 14  
WINDING UP**

Upon winding up of the Association, all property owned by the ~~Robert E. Lee~~LEE Band Parents' Association shall be distributed to non-profit educational facilities. The recipient(s) of the property shall be decided by majority vote of the Board serving at the time of winding up.

**CERTIFICATION**

I hereby certify that these bylaws were adopted by the Executive Board of the ~~Robert E. Lee~~LEE Band Parents' Association at its meeting held on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
Secretary