

CODE OF BY-LAWS  
OF  
CENTER GROVE TROJAN BAND BOOSTERS, INC.

ARTICLE I

Identification

Section 1.01. Name. The name of the corporation is Center Grove Trojan Band Boosters, Inc., (hereinafter referred to as the CORPORATION).

Section 1.02. Registered Office and Registered Agent. The name and address of the Corporation's resident agent is Director of Bands, Center Grove High School, 2717 South Morgantown Road, Greenwood, IN 46143. The post office address of the registered office of the corporation is: Center Grove Trojan Band Boosters, P.O. Box 1161, Greenwood, IN 46142.

Section 1.03. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of June in each year and end at the close of the last day of May next succeeding.

ARTICLE II

Membership

There shall be three (3) classes of members of the CORPORATION.

Section 2.01. Parents and/or Guardians and Teachers. Parents and/or Guardians of any regularly-enrolled student involved in the band program of the Center Grove Community School Corporation High School and all instrumental teachers in said high school shall be considered voting members of this organization.

Section 2.02. Alumni Members. Any past member of the CORPORATION who no longer qualifies as a voting member (as described in Section 2.01) shall be considered an Alumni Member. Alumni Members may attend and voice opinions at meetings of the CORPORATION but will not be permitted to vote or hold office.

Section 2.03. Honorary Members. Any individual interested in participating in the booster organization who do not qualify for membership under section 2.01 or 2.02, may petition the Board of Directors for membership as an Honorary Member. All Honorary Memberships must be approved by a majority vote of the Board of Directors of the CORPORATION. Honorary Members may attend and voice opinions at meetings of the CORPORATION but will not be permitted to vote or hold office.

### ARTICLE III

#### Board of Directors

The current Director of the Center Grove High School Band Department or, if that title shall change, the head of the Department that will direct the activities of the Center Grove High School Band, shall be a permanent member of the Board of Directors and shall serve on the Board along with the elected officers as set out in Article IV.

The Board of Directors shall consist of the following Officers and members:

### ARTICLE IV

#### Officers

Section 4.00. All officers, with the exception of the Immediate Past President, must be members of said CORPORATION (under the terms of section 2.01), for the entire term of office. The Internal Operations Officer, Communications Officer, Contest Coordinator, and Internal Events Coordinator may be re-elected.

Section 4.01. The Officers of the CORPORATION shall be President, Vice President/Chief Financial Officer (CFO), Internal Operations Officer, Communications Officer, Contest Coordinator, Internal Events Coordinator, and Immediate Past President.

The Officers will give routine updates to the President and at the Board of Directors meetings concerning operations within his/her scope of responsibility. He/she will also apprise the President of any unusual or non-routine situations in which the President or other Board of Directors should be made aware. The Officers shall consult with the President and/or Board of Directors when major decisions affecting the CORPORATION need to be made.

Section 4.02. The President shall be the chief executive officer of the CORPORATION and shall be the Chairperson and shall preside over all membership or directors' meetings that he or she attends. All officers of the CORPORATION report to the President. The President of the CORPORATION shall be the Vice President/CFO from the previous year or otherwise elected from the voting body if prior year's Vice President/CFO are unable to serve.

Section 4.03. The Vice President/CFO shall be responsible for managing the on-going finances of the CORPORATION as well as develop and/or maintain a long-term financial vision. In addition, he/she shall become familiar with the duties of the President and shall serve as Chairman of all membership and directors' meetings when the President is not in attendance. The Vice President/CFO shall be elected from the voting membership of the CORPORATION.

Departments which may fall under direction of the Vice President/CFO include the following:

- Treasurer
- Long-term Endowments
- Student Accounts
- Fund Raising
- Purchasing / Inventory Control

Section 4.04. The Treasurer is not an Officer of the CORPORATION, however, he/she shall be appointed by the Vice President/CFO and must be approved by a majority of the Board of Directors. The Treasurer shall keep the Corporation's funds as well as its books of account. The location of these records will be reported to and approved by the Board of Directors. Any records requested by any member of the Board of Directors will be provided to the requestor no later than the next available Board meeting after such request is made. The Treasurer shall serve for a term of one (1) year, but may be reappointed and approved to serve for additional terms of office.

Section 4.05. The Internal Operations Officer is responsible for overseeing many of the on-going operations of the CORPORATION, ensuring proper execution in as much as possible. He/she will serve as the primary contact person for the chairpersons of the various departments under his/her supervision.

Departments which may fall under direction of the Internal Operations Officer include the following:

- Pit Crew
- Box Moms
- Medical
- Chaperones
- Chuckwagon
- Concessions
- Transportation

Section 4.06. The Communications Officer is responsible for ensuring adequate communication both within and outside the CORPORATION. He/she will ensure persons within the CORPORATION are aware of and/or have access to upcoming activity information. He/she will also ensure adequate communication with the community. The Communications Officer will serve as the primary contact person for the chairpersons of the various departments under his/her supervision.

Departments which may fall under direction of the Communications Officer include the following:

- Advertising and Publicity
- Historian/Video Documentary
- Website
- Buddy Night
- Handbook
- Photography
- Corresponding Secretary
- Calendar
- Calling Tree

Section 4.07. The Corresponding Secretary is not an Officer of the CORPORATION, however, he/she shall be appointed by the Communications Officer and must be approved by a majority of the Board of Directors. He/she shall be responsible for handling all of the corporation's correspondence and communications; and, in addition, shall have such other duties as are assigned by the President and the Board of Directors. The Corresponding Secretary shall serve a one-year (1-year) term, but may be reappointed and approved to serve for additional terms of office.

Section 4.08. The Contest Coordinator is responsible for the coordination of all contests hosted by Center Grove High School. He/she shall oversee the planning and execution of the contests to ensure the contests are run in a smooth and professional manner. The Contest Coordinator may appoint other personnel to oversee certain assigned contests, however, he/she must make the Board of Directors aware of these assignments.

Contests which may fall under direction of the Contest Coordinator include the following:

- Cavalcade of Champions
- IHSCGA State Prelims
- IHSCGA Finals
- ISSMA Middle School
- ISSMA High School
- IPA – Winter Indoor Percussion

Section 4.09. The Internal Events Coordinator is responsible for the coordination of all internal events associated with the CORPORATION. He/she must work closely with the Communications Officer to ensure all affected persons are aware of upcoming events, as well as the Internal Operations Officer to ensure adequate resources are available. It is important that the Internal Events Coordinator be aware of existing CORPORATION traditions and celebrations that have become a normal part of the CORPORATION.

Internal events that may be overseen by the Internal Events Coordinator include, but are not limited to the following:

- Band Camp
- Fall Banquet
- Post Prom
- Spring Cabaret
- State Finals Pep Rally
- State Finals Party

Section 4.10. The Immediate Past President shall have such duties as are assigned by the current President and the Board of Directors; and, in addition, shall serve as an advisor to the Board of Directors and the booster organization.

Section 4.11. The Recording Secretary is not an Officer of the CORPORATION, however, he/she shall be appointed by the President or the Board of Directors. He/she shall be responsible for keeping the books and records of the Corporation and shall, in addition, have such other responsibilities as are assigned by the President or the Board of Directors. A written record of all previous meetings of the current Board will be available at all Board meetings. It shall also be the responsibility of the Recording Secretary to maintain these records in a location set out by the Board of Directors. The Recording Secretary shall serve for a term of one (1) year but may be reappointed to serve for additional terms of office.

Section 4.12. The then current President shall appoint, subject to approval of a majority of the Board of Directors, a Nominating Committee and a chairperson of said committee which committee shall include the then current Band Director and four (4) additional members, none of whom may be elected officers of the CORPORATION. The Nominating Committee will present their nominations at the regularly scheduled February meeting for the election of Vice President/CFO, Internal Operations Officer, Communications Officer, Contest Coordinator, and Internal Events Coordinator. In addition to the nominations made by the Nominating Committee, any member may make a nomination from the floor on the date of the meeting for the election of officers. If the slate of officers is not ready for presentation at the February meeting, then the slate shall be presented at the next regularly scheduled meeting or at a special meeting called by the Board of Directors expressly for the election of officers, not later than March 15.

Section 4.13. The elections of officers shall be held each year pursuant to call and notice to the membership at its regularly scheduled March meeting. If the nominations are delayed, elections may be held either in the regularly scheduled April meeting, or at a specially called meeting if the circumstances warrant, but not later than April 15.

Section 4.14. The officers elected will assume their duties as officers at the next regularly scheduled membership meeting after elections. The Vice President/CFO and President of the previous year will assume their new duties at the next regularly scheduled membership meeting after elections.

Section 4.15. In the event a vacancy is created by the President on the Board of Directors, then the Vice President/CFO shall assume the position of President. In all other circumstances, the remaining Board members shall appoint a qualified member to temporarily fill such vacancy until the Corporation's next regular election.

## ARTICLE V

### Meetings

Section 5.01. The CORPORATION shall meet once each month. The date and time for the regular meetings of the CORPORATION shall be set by the Board of Directors.

Section 5.02. Special meetings may be called by the President with a concurrence of a majority of the Board of Directors at such times as may be necessary for the orderly conducting of the business of the CORPORATION. The members present at any meeting shall constitute a quorum, providing only that a majority of the Board of Directors are present. A motion will be considered to have carried in the event the motion receives a majority of the votes cast at a meeting.

Section 5.03. When it is necessary to have a special meeting, the members will be notified by the CORPORATION'S monthly newsletter if it is possible and timely to give such notification in the newsletter. In the event such notification by newsletter is not possible or convenient, then the members may receive such notification of the special meeting by telephone or e-mail or website.

## ARTICLE VI

### Committees

Section 6.01. The Internal Operations Officer, Communications Officer, Contest Coordinator, and Internal Events Coordinator, with the consent of a majority of the Board of Directors, shall appoint chairpersons of committees under their areas of responsibility or as necessary or convenient to carry out the purposes of the CORPORATION. The President, with the consent of a majority of the Board of Directors, may establish additional committees as necessary or convenient to carry out the purposes of the CORPORATION. All committee members must be members the CORPORATION as set out in Article II.

Section 6.02. The President (or Internal Operations Officer, Communications Officer, Contest Coordinator, and Internal Events Coordinator) shall report to the membership of the CORPORATION the formation and duties of each committee and the chairperson of each committee at the regular membership meeting next following the formation of the committee and the naming of the chairperson.

## ARTICLE VII

### Awards

Section 7.01. The membership may establish a system or series of awards for band members or boosters. The Board of Directors shall submit to the membership any plans it has for awards for the coming school year at the May monthly meeting.

Section 7.02. It is the intent of the CORPORATION that the awards be consistent and long-standing so that the awards given will have meaning to the recipients. It is not the intent of these bylaws to limit the then current membership as to the awards that may be offered.

Section 7.03. The Band Director shall be a member of any committee formed to consider awards and the criteria to receive such awards.

## ARTICLE VIII

### Expenditures of Funds

Section 8.01. Normal and regular estimated expenditures of the CORPORATION shall be presented to the membership as part of the budget and shall be approved by a vote of at least a majority of the voting members present at the June CORPORATION meeting.

Section 8.02. The Director of Bands may authorize the expenditure of amounts not to exceed Five Hundred and 00/100 Dollars (\$500.00). The Director of Bands, with the additional approval of the President of the CORPORATION, may authorize the expenditure of amounts not to exceed One Thousand and 00/100 Dollars (\$1,000.00). The approval of a majority of the Board of Directors is required to authorize the expenditure of amounts exceeding One Thousand and 00/100 Dollars (\$1,000.00), providing only that no payments may be approved which are to members of the Board except as expense reimbursement. Expenditures exceeding Five Thousand and 00/100 Dollars (\$5,000.00) must be presented to and approved by the simple majority of voting members present at a regular or special meeting of the CORPORATION.

Section 8.03. In all instances where the President authorizes expenditures, the President or Treasurer will report to the membership at the next regular membership meeting the expenditure and the reason for the President's approval.

Section 8.04. When items are presented and approved by the membership for expenditures or purchases, a record of such approval shall be kept by the Recording Secretary; and no further approvals shall be necessary for actual payment.

## ARTICLE IX

### Financial Accounting

Section 9.01. The Treasurer shall keep timely and accurate records of account of the corporation.

Section 9.02. The Treasurer shall report to the Board, in writing, each month as to the receipts of the CORPORATION, which report shall detail exact amounts.

Section 9.03. The Treasurer shall present the CORPORATION'S bank statement to the Board of Directors each month and shall reconcile the statement with receipts and disbursements. The original of the cancelled checks and the bank statement shall be presented along with copies of the deposit tickets, which will be reconciled with items of receipts referred to in section 9.02.

Section 9.04. The Treasurer shall make available at each regular monthly membership meeting the bank statement, cancelled checks, deposit tickets and income statement of the previous month.

Section 9.05. The CORPORATION shall have its books reviewed by a public accounting firm that is selected by the Board of Directors, on an annual calendar year basis at the end of the fiscal year. A full review of the financial records shall be conducted at the time of each change in Treasurer(s). If a full financial audit is conducted, the accounting firm selected shall not be an accounting firm that has relatives by birth or marriage on the Board of Directors.

## ARTICLE X

### Bonding

Section 10.01. Each member of the Board of Directors that has the power to sign checks of the CORPORATION shall provide the CORPORATION, at the CORPORATION'S expense, an employee dishonesty bond in an amount of at least Twenty Thousand and 00/100 Dollars (\$20,000.00).

Section 10.02. Each committee chairperson who has the responsibility for handling the funds of the CORPORATION shall furnish the CORPORATION, at the CORPORATION'S expense, an employee dishonesty bond of at least Ten Thousand and 00/100 Dollars (\$10,000.00).

## ARTICLE XI

### Banking and Check Signing

Section 11.01. The CORPORATION shall maintain only one bank account for checking. The Board of Directors, at their discretion, may select the bank. The membership shall be notified at the membership meeting following any changes of banks. The CORPORATION may also maintain a savings account as approved by the Board of Directors for the purpose of capital projects or as a reserve fund.

Section 11.02. It is the policy of this CORPORATION that two (2) signatures be required on all checks. The persons authorized to sign checks shall be the Band Director, the Vice President/CFO or the Treasurer, and the President. Under no circumstances shall a check be signed by a person when the payee is also the signor or a family member of the signor.

## ARTICLE XII

### Required Reporting

Section 12.01. The Resident Agent of the CORPORATION shall deliver and report to the Board of Directors, at the next available Board meeting, each communication received by the Resident Agent concerning any and all federal, state or local government report or request for information that is received.

Section 12.02. The Board of Directors is charged to see that all required reports are accurately and timely filed, and shall report to the membership when each report is received, and will furnish a copy of the filed report to the membership at the regular monthly meeting following the filing of such report.

## ARTICLE XIII

### Tax Exempt Status

Section 13.01. The CORPORATION shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (1) prevent it from obtaining exemption from Federal Income taxation as a CORPORATION described in section 501 of the Internal Revenue Code of 1954 or (2) cause it to lose such exempt status.

## ARTICLE XIV

### Prohibited Activities

Section 14.01. No substantial part of the activities of the CORPORATION shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall the CORPORATION engage in any activities that are unlawful under applicable federal, state or local laws.

## ARTICLE XV

### Amendments to Articles of Incorporation and Bylaws

Section 15.01. Article V of the Articles of Incorporation of the CORPORATION is hereby amended by deleting the entire Article V and substituting as the amended Article V the language contained in these bylaws in Article II entitled "Membership".

Section 15.02. The power to make, alter, amend or repeal the Articles of Incorporation of the CORPORATION is vested in the Board of Directors of the CORPORATION, but such action shall be taken only at the annual meeting of the members of the CORPORATION held in May of each year, and subject to the approval of two-thirds of the members attending such meeting.

Section 15.03. The power to make, alter, amend or repeal these Bylaws is vested in the Board of Directors of the CORPORATION, subject to approval of two-thirds of the voting members of the CORPORATION attending a regular monthly meeting of the CORPORATION. Motions to amend the Bylaws of the CORPORATION shall be presented to the membership at the regular or a special meeting called the month before such amendment is voted on.

## ARTICLE XVI

### Removal From Office

Section 16.01. The appointed committee members or committee chairpersons may be removed from office with or without cause by the President with approval of the Board of Directors.

Section 16.02. Elected officers may be removed from office by the Board of Directors for good cause. Any member of the Board of Directors may, at a regular or special meeting of the Board of Directors, make a motion for the removal from office of an officer after stating the cause for such removal. The officer against whom the removal motion is made shall be removed from office providing there is a unanimous vote of all the directors, not including the officer against whom the motion is made. Any person removed from office by the Board of Directors may appeal their removal to the full membership; and in such case a simple majority vote of the members present and voting shall confirm the removal from office.

**STATE OF INDIANA  
OFFICE OF THE SECRETARY OF STATE**

**CERTIFICATE OF INCORPORATION  
OF  
CENTER GROVE TROJAN BAND BOOSTERS, INC.**

I, JOSEPH H. HOGSETT, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above corporation have been presented to me at my office accompanied by the fees prescribed by law; that I have found such Articles conform to law; all as prescribed by the provisions of Indiana Not-For-Profit Corporation Act of 1971, as amended.

NOW, THEREFORE, I hereby issue to such Corporation this Certificate of Incorporation, and further certify that its corporate existence will begin May 19, 1989.

In Witness, whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Nineteenth day of May, 1989

JOSEPH H. HOGSETT, Secretary of State