

Bylaws of:

W. Charles Akins High School Band Booster Association, Inc.

10701 S. 1st Street, Austin, Texas 78748

Adopted to be effective as of: August 3, 2017

Article I. Name, Purpose, Powers & Offices

Section 1.01 Name. The name of this nonprofit corporation shall be known as W. Charles Akins High School Band Booster Association ("Corporation").

Section 1.02 Purpose. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision or provisions of any subsequent United States revenue law (the "Code"). The Corporation shall carry out these purposes by, among other things: (a) supporting the Bands of W. Charles Akins High School, including without limitation of Concert, Symphonic, Wind Symphony Bands, Marching Band, Jazz Ensembles, and Color Guard Auxiliary groups (collectively, the "Bands of W. Charles Akins High School"); (b) promoting and stimulating musical education in the community; and (c) stimulating a spirit of fellowship and cooperation among the membership of the Corporation.

Section 1.03 Powers. The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in the Texas Business Organizations Code; provided, however, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the Code.

Section 1.04 Offices. The Corporation may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

Article II. Corporate Members

Section 2.01 Membership. The Corporation shall have two (2) classes of members:

- (a) Regular Members. Regular Members of the Corporation shall be parents and legal guardians of current Bands of W. Charles Akins High School students who remit payment of the membership contribution established by the Board of Directors. Regular Members shall have full privileges of making motions, voting, and holding office within the Corporation.
- (b) Associate Members. Associate Members of the Corporation shall be current Bands of W. Charles Akins High School students, alumni, their family members, and the directors of the W. Charles Akins High School bands. Associate Members with exception to directors may serve on committees of the Corporation, but may not make motions, vote, or otherwise hold office within the Corporation.

Section 2.02 Regular Meetings. All meetings will adhere to Robert's Rules of Order. Regular monthly meetings of the Members of the Corporation shall be established from time to time by the Executive Committee of the Corporation and submitted to the first meeting of Members in each fiscal year (on or after July 1st of each year) for approval. Following approval of the submitted dates of such regular monthly meetings of the Members, additional notice of regular monthly meetings of the Members may be given, but is not required. Regular monthly meetings of the Members may be rescheduled by the Executive Committee with at least seven (7) days advance notice to the Members.

Section 2.03 Special Meetings. Special meetings of the Members of the Corporation shall be called by the President of the Corporation or the Recording Secretary of the Corporation in like manner and on like notice on the written request of at least two-thirds (2/3) of the Directors or at least one-fourth (1/4) of the Regular Membership. Notice of the time, place and purpose of the meeting shall be given using any means permitted by these Bylaws to each Regular Member of the Corporation not less than ten (10) nor more than sixty (60) days before the date of such meeting. Such notice shall be provided to other Members no less than five (5) days before the state of such meeting. No business shall be transacted at a special meeting of the Members except as stated in the notice of such meeting/

Section 2.04 Quorum. The presence in person of at least ten (10) Regular Members entitled to vote at a meeting of Members held in accordance with these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business at such meeting.

Section 2.05 Voting. Each Regular Member shall be entitled to one (1) vote on each matter submitted to a vote at any meeting of Regular Members, except as otherwise provided by statute, the Corporation's Certificate of Formation, or these Bylaws. A Regular Member may vote in person and on his or her own behalf only. No proxy voting by Regular Members shall be permitted.

Article III. Board of Directors

Section 3.01 General Powers; Delegation. The activities, property, and affairs of the Corporation shall be governed by its Board of Directors, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute, the Corporation's Certificate of Formation, or these Bylaws.

Section 3.02 Composition. The Board of Directors shall consist of no less than five (5) Directors and shall be comprised of the Officers (as defined in Article IV of these Bylaws), the chairs of the Corporation's committees (as defined in Article VI of these Bylaws), and the directors of the Bands of W. Charles Akins High School (which shall be non-voting *ex officio* Directors). No increase or decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Section 3.03 Election and Term of Office. Each Director shall hold office for a one-year term, which is to begin at the close of the meeting at which they are elected or appointed as set forth in these Bylaws. Except as set forth in these Bylaws for Officers, Directors may serve multiple terms.

Section 3.04 Filling of Vacancies. Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification, or removal from office of any Director shall be filled by the affirmative vote of a majority of the Directors present at any meeting of the Board of Directors at which a quorum is present. Any Director elected or appointed to fill a vacancy shall hold office until the next annual meeting of the Corporation and until such Director's successor is chosen and qualified, or until such Director's death, resignation, retirement, disqualification or removal from office. A person who has served more than one-half (1/2) of a specific term in office, as that specific term is defined in these Bylaws, shall be considered to have served the full term for the purposes of determining eligibility to serve additional terms.

Section 3.05 Removal. Any Director may be removed, either for or without cause, by the affirmative vote of a majority of the Directors then in office, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the Director proposed to be removed. The President shall take into consideration the adding to a Board of Directors' meeting agenda the considering of the removal of any Director who: (i) is absent from two (2) or more consecutive meetings of the Board of Directors without reasonable cause; (ii) takes action as a Director while having a conflict of interest, which means that such Director participates in decisions from which the Director could personally benefit financially or materially in a way that is distinct from the other Members generally; or (iii) fails to discharge the duties as a Director in good faith.

Section 3.06 Resignation. Any Director may resign at any time by delivering written notice to the Board of Directors or to the President. The resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

Section 3.07 Regular Meetings. Regular meetings of the Board of Directors shall be held on a monthly basis from July to June each year in advance of Member meetings and at such times and places as may be fixed from time to time by resolution adopted by the Board of Directors and communicated by written notice to all Directors. Except as otherwise provided by statute, the Corporation's Certificate of Formation, or these Bylaws, any and all business may be transacted at any regular meeting of the Board of Directors.

Section 3.08 Special Meetings. Special meetings of the Board of Directors may be called by the President. Special meetings shall also be called by the President upon written request of at least a majority of the Directors. The purpose of such meetings shall be stated with the request, and no business shall be transacted at a special meeting except that for which the meeting has been called.

Section 3.09 Quorum. At all meetings of the Board of Directors the presence in person of at least five (5) Directors entitled to vote at a meeting of the Board of Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 3.10 No Compensation. Directors may not receive compensation for their services as Directors or as members of a standing or special committee of the Board of Directors, but may receive reimbursement for authorized expenses incurred on behalf of the Corporation.

Article IV. Officers

Section 4.01 Officers. The Officers of the Corporation shall include a President, a First Vice-President Fundraising, a Recording Secretary, a Corresponding Secretary, a Treasurer, and a Parliamentarian. Each Officer shall be a member of the Board of Directors and shall be elected or appointed as set forth in this Article IV.

Section 4.02 Nominations. A Nominating Committee of no less than three (3) and no more than seven (7) Regular Members shall be elected at the March meeting of the Members each year. The Nominating Committee members shall select their own chair immediately following their election at such meeting. The Nominating Committee shall report nominations for each office, except for Parliamentarian (which otherwise hold office by appointment as set forth in this Article IV), at the April meeting of the members each year. Additional nominations from the floor will be allowed at such meeting.

Section 4.03 Election and Term of Office. Nominated Officers will be elected at the April meeting of the Members each year. Each Officer shall be elected by a majority vote of the Regular Members present and voting at such meeting. Officers shall serve for one (1) year or until each of their successions is duly nominated, elected, and installed. New elected Officers shall be installed at the Annual Meeting of the Regular Members each year, with the exception of the Treasurer whose term of office begins on July 1 and ends on the following June 30 each year to correspond with the Corporation's fiscal year.

Section 4.04 Limitations. Officers must be Regular Members, and no Regular Member shall hold more than one (1) office during a term. No Regular Member shall serve more than two (2) consecutive terms in the same office. A Regular Member who has served more than one-half (1/2) of a specific term in office, as that specific term is defined in these Bylaws, shall be considered to have served the full term for the purposes of determining eligibility to serve additional terms.

Section 4.05 Filling of Vacancies. If a vacancy occurs in any elected office, or if an elected office remains unfilled after the April meeting, Regular Members, the unexpired term of such office may be filled by an election and installation at the next regular meeting of the Regular Members at which a potential Officer candidate is eligible, nominated, and willing to serve. If the office of any elected Officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. If a seat is left unfilled and is subsequently vacant, the seat is to be filled between the months of June and August. Officers will vote to fill position during Summer meeting months prior to the onset of regular meetings.

Section 4.06 Standard of Conduct. All Officers of the Corporation shall conduct themselves in a manner reasonably consistent with the best interests of the Corporation and its purposes.

Section 4.07 Removal. Any Officer may be removed, either for or without cause, as set forth in this Section 4.07, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the Officer proposed to be removed. The President shall take into consideration the adding to a meeting agenda the considering of the removal of any Officer who: (i) is absent from two (2) or more consecutive meetings of the Corporation without reasonable cause; (ii) takes action as an Officer while having a conflict of interest, which means that such Officer participates in decisions from which the Officer could personally benefit financially or materially in a way that is distinct from the other Members generally; or (iii) fails to discharge the duties as an Officer in good faith. The procedure for a motion to recall and remove any Officer shall be as follows:

- (a) A written request shall be submitted to the Board of Directors stating the grounds for removal of such Officer with enough specificity to put the Officer and Members on notice as to the reason for recall and removal.
- (b) The written request shall be signed by Regular Members representing at least ten (10) distinct households.
- (c) Upon receipt by the President or Board of Directors of a written request in proper form, the President shall place a vote on recall and removal on the agenda of the next regular Member meeting.
- (d) The recall and removal motion must receive the affirmative vote of at least two-thirds (2/3) of the Regular Members present at such meeting in order to pass.

Section 4.08 Resignation. Any elected Officer may resign at any time by delivering written notice to the Board of Directors or to the President. The resignation is effective when the notice is delivered, unless the notice specifies a later effective date.

Section 4.09 Appointive Officers. The President shall appoint a Parliamentarian to serve as Officers along with those Officers elected as set forth in this Article IV.

Section 4.10 Compensation. The Officers shall not receive any compensation for services in their capacities as such, but may receive reimbursement for authorized expenses incurred on behalf of the Corporation.

Section 4.11 President. The President shall be the chief elected officer of the Corporation and shall preside at all regular and special meetings of the Members, Directors, and Executive Committee. The President shall be responsible for establishing a close working relationship among the Corporation, Directors of the W. Charles Akins High School Bands, and the Principal of W. Charles Akins High School, ensuring that the actions of the Board of Directors and Members are carried into effect, and reporting to the Membership and the Board of Directors on the conduct of the affairs of the Corporation. Unless provided otherwise by the Board of Directors or these Bylaws, the President shall be an *ex officio* member of all committees and task groups established by the Board of Directors and shall perform such other duties as are assigned by the Board of Directors or prescribed elsewhere in the Bylaws. The President shall be responsible to deposit all funds collected on behalf of the Corporation in the Corporate Financial Institution.

Section 4.12 First Vice President-Fundraising. The First Vice President shall be responsible for coordinating all fundraising activities of the Corporation. In the absence of the President the First Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that office to act.

Section 4.13 Recording Secretary. The secretary shall record minutes of all meetings of the Organization. The Secretary shall conduct general correspondence of the Organization. The Secretary shall prepare an agenda for each meeting of the Executive Board. The Secretary shall develop and maintain a current roster of all members of the Organization, all students in all bands, together with all parents/guardians of all said students. The rosters will include the address, zip code, and phone number of each person listed

Section 4.14 Treasurer The Treasurer shall record all financial matters of the W. Charles Akins High School Bands as they pertain to the Booster Association. The Treasurer will serve as co-signer on the W. Charles Akins High School Band Booster Association, Inc. funds and bank account, collect receipts or invoices for all disbursements, report on financial matters to the Executive Board and general booster membership. The Treasurer will submit the annual financial report and statements for review to the Executive Board and/or Audit Committee which appointed by the President, and perform other duties as requested by the Executive Board. The Treasurer shall file the Corporation's 990 and other various related documents on behalf of the W. Charles Akins High School Band Booster Association as required by the Internal Revenue Service.

- a) Two authorized Executive Board members shall sign all checks. Checks reimbursing an officer may not be signed by that officer.
- b) All collected monies will be given to the President to be deposited no later than the first business morning following collection of funds.
- c) All monies shall be initially collected and counted by two persons within the Executive Board other than the Treasurer.
- d) Band statements are to be mailed to the W. Charles Akins High School and Booster Association P.O. Box and reviewed by an Executive Board member other than the Treasurer prior to being given to the Treasurer. Bank statements are to be reconciled monthly.
- e) Monies received through the mail should be recorded in a check register. The register should include date received, name of payee, check number, amount, receipt number, and the initials of the person logging the check information.
- f) All monies will be receipted. Each receipt should include current date, amount, person from whom received, purpose of payment.

Article V. Executive Committee

Section 5.01 Composition. The Executive Committee shall consist of the elected and appointed Officers of the Corporation. The President shall serve as the chair and preside over meetings of the Executive Committee.

Section 5.02 Responsibilities and Authority. The Executive Committee shall have and may exercise the following powers: (i) transact any necessary business of the Corporation between regular meetings of the Board of Directors or Members of the Corporation; (ii) approve the plans and work of the committees of the corporation; and (iii) present at each regular meeting of the Board of Directors or Members, as applicable, a report of all actions taken since the last meeting. Any and all Executive Committee activity shall be subject only to those limitations set forth by statute, in these Bylaws or the Corporation's Certificate of Formation, or as otherwise imposed by the Board of Directors.

Section 5.03 Meetings and Voting. The Executive Committee shall meet at the discretion of the President as often as necessary to accomplish its duties. Such meetings are open to Directors and Members, but only Executive Committee members are eligible to vote. The Executive Committee shall set its own quorum and voting guidelines, which shall include the ability and authority to vote and approve activity via electronic communications among all members of the Executive Committee.

Section 5.04 Specific Prohibited Activities. The Executive Committee is specifically prohibited from the approval and adoption of annual operating budget for the Corporation, unless there is prior approval from the Board of Directors. Further, the Executive Committee shall not take any action without prior approval from the Board of Directors or Members, as applicable, which consists of or results in a substantial change in the strategy, assets, affairs, activities, or policies and procedures of the Corporation.

Article VI. Other Committees

Section 6.01 Budget Committee. The Budget Committee shall be composed of the President, Treasurer, and those Executive Committee members or Regular Members representing each of the components of the W. Charles Akins High School bands as appointed by the President and presented to the Members at the Annual Meeting in May of each year. The Budget Committee shall prepare the Corporation's operating budget for the next fiscal year and submit it for approval to the Board of Directors no later than its regular August meeting each year. The operating budget shall then be presented for approval at the Member meeting in July of each year.

Section 6.02 Finance Committee. The Finance Committee shall be composed of the Treasurer and up to three (3) Members selected by the Treasurer, three (3) of which must be Regular Members, and approved by the Board of Directors at its regular meeting in August of each year. The Finance Committee shall advise and assist the Treasurer in fulfilling the duties of such office on behalf of the Corporation and shall operate pursuant to those financial policies and procedures developed by the Finance Committee and presented to the Board of Directors and Members for approval from time to time.

Section 6.03 Scholarship Committee. The Scholarship Committee shall be composed of no less than three (3) and no more than five (5) Regular Members, including a minimum of a freshman parent, a sophomore parent, and a junior parent selected at the regular February meeting of the Members each year. Parents of seniors cannot be Scholarship Committee members as senior students are the recipients of each of the two (2) scholarships awarded by the Corporation. The Scholarship Committee shall notify the senior students of the scholarship opportunity. The Scholarship Committee shall distribute, collect, evaluate, and select the recipients of the W. Charles Akins High School Band Booster Association scholarships. The scholarship recipients will be announced at the end of each year.

Section 6.04 Nominating Committee. The composition and authority of the Nominating Committee is set forth in Section 4.02 of these Bylaws.

Section 6.05 Band Support Committees. Band Support Committees shall be created by the Board of Directors to perform a specific support service to the components of the W. Charles Akins High School bands, including, but not limited to, Hospitality, Chaperone, Uniforms, Pit Crew, Tailgate, Water the Eagles, and Trailer maintenance. The President shall be responsible to appoint chairs for the Band Support Committees in consultation with the directors of the W. Charles Akins High School bands, and such chairs shall be responsible for organizing volunteers as necessary for their specified activities.

Section 6.06 Other Committees. Such other committees, standing or special, shall be appointed by the President as the Board of Directors shall from time to time deem necessary to promote the purposes and carry out the activities of the Corporation.

Section 6.07 Term Limits. To promote and grow an active Membership within the Corporation, it is desirable to limit service of committee chairs to two (2) consecutive terms; provided, however, that if no volunteer is available or willing to serve, the then-serving committee chair may continue to serve one (1) additional term.

Section 6.08 Provisions Generally Applicable. Unless otherwise specified in this Article VI, all nominations for committee membership may be made from the floor at a regular Member meeting and be voted upon at the same meeting. Any committee required to be elected that is not elected at the meeting date specified in this Article VI may be elected at a subsequent regular meeting of Members or by the Board of Directors if the committee has not been constituted as of the Annual Meeting each year. Vacancies on the Audit or Budget Committee shall be filled by action of the Executive Committee, subject to the membership requirements applicable to those committees. Any vacancy on the Finance Committee may be filled by nominating and electing a substitute member at the next regular meeting of the Board of Directors.

Article VII. Notices

Section 7.01 Manner of Giving Notice. Whenever notice is required to be given to any Member, Director, Officer, or committee member of the Corporation under the provisions of any statute, the Corporation's Certificate of Formation, or these Bylaws, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile transmission, by electronic mail or other electronic transmission if permitted under the Texas Business Organizations Code, by registered courier service, or by mail, postage prepaid, addressed to such Member, Director, Officer, or committee member at such person's address as it appears on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited in the United States mails, as aforesaid. Any notice required or permitted to be given by facsimile or electronic transmission shall be deemed to be delivered upon successful transmission of such facsimile or electronic message.

Section 7.02 Waiver of Notice. Whenever any notice is required to be given to any Member, Director, Officer or committee member of the Corporation under the provisions of any statute, the Corporation's Certificate of Formation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article VIII. Contracts, Checks, Deposits, and Funds

Section 8.01 Contracts. The Board of Directors may authorize any Officer or Officers, or agent or agents, of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.02 Checks, Drafts or Orders for Payment. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the

Corporation shall be signed by such Officer or Officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 8.03 Deposits. All funds of the Corporation shall be deposited no later than the morning following fund collection to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected in accordance with procedures established by the Board of Directors.

Section 8.04 Contributions. Any contributions, bequests, and gifts made to the Corporation shall be accepted or by resolution of the Board of Directors. Guidelines for accepting contributions shall be developed and established by the Board of Directors.

Section 8.05 Investments. The Corporation shall have the right to retain all or any part of any property (including, but not limited to, securities) acquired by it in whatever manner and to invest and re-invest any funds held by it and, from time to time, to sell any part or all of any property it may hold or the rights or privileges that may accrue to same and cause same to be transferred by proper Officer of the Corporation, all according to the judgment of the Board of Directors, without being restricted to any class of investments, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the Corporation's tax exempt status under state or federal laws, as such laws now exist or as they may hereafter be amended.

Section 8.06 Loans Prohibited. No loans shall be made by the Corporation to its Members, Officers, Directors, or committee members.

Section 8.07 Conflicts of Interest. All Directors, Officers, and committee members shall, as a condition of qualifying and continuing to qualify within their current position of the Corporation, abide by such conflict of interest policies as the Board of Directors may adopt from time to time, and file such conflict of interest disclosure statements as the Board of Directors shall direct.

Article IX. Actions Without Meetings

Section 9.01 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Members, Directors, or committee members may be taken without a meeting, without notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all Members, Directors, or committee members, as applicable, having voting rights. Such consent may be given and recorded in electronic format if reasonable circumstances require or permit consent via electronic communication.

Section 9.02 Form of Consent. Members, Officers, Directors, or committee members may consent to an action without a meeting in either of the following ways: (i) by signing a written consent stating the action to be taken and transmitting such signature in person or by electronic transmission; or (ii) by providing an electronic transmission (*i.e.*, e-mail or fax) of such consent stating the action to be taken that contains or is accompanied by information from which it can be determined (a) that the electronic transmission was transmitted by the specified individual and (b) the date on which the individual transmitted the electronic transmission. The written consents or electronic transmission of consents shall be filed with the minutes of proceedings of the respective Members, Officers, Directors, or committee members.

Article X. Miscellaneous

Section 10.01 Dividends Prohibited. No part of the net income of the Corporation shall inure to the benefit of any private individual, and no dividend shall be paid and no part of the income of the Corporation shall be distributed to Its Members, Officers, Directors, or committee members. Notwithstanding the foregoing, the Corporation may reimburse its Members, Officers, Directors, or committee members for expenses made on behalf of the Corporation and may award scholarships to student members of the W. Charles Akins High School bands as provided in these Bylaws.

Section 10.02 Books and Records. The Corporation shall keep at its principal office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the Directors and Officers of the Corporation and their respective addresses. Any of the books, minutes, and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time

Section 10.03 Audits. The Board of Directors shall oversee an annual examination of the financial accounts of the Corporation, whether by the Audit Committee (as set forth in Article VI of these Bylaws), or by certified public accountant or other independent public accountant.

Section 10.04 Limitations on Liability and Indemnification. Limitations on liability and indemnification of Officers and Directors of the Corporation shall be as provided in the Corporation's Certificate of Formation.

Section 10.05 Fiscal Year. The fiscal year of the Corporation shall be July 1 to June 30 each year, unless otherwise fixed by resolution of the Board of Directors.

Section 10.06 Meetings By Telephone or Other Remote Communications Technology. Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, Members, Officers, Directors, or committee members may, unless otherwise restricted by statute, the Corporation's Certificate of Formation, or these Bylaws, participate in and hold a meeting, including an annual meeting, by using text, email conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or by using any other suitable electronic communications system, including video conferencing technology or the Internet (but only if, in the case of such other suitable communications system, each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant). Participation in a meeting pursuant to this Section 10.06 shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting was not lawfully called or convened.

Section 10.07 Gender. Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 10.08 Invalid Provisions. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 10.09 Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed as, the interpretation of these Bylaws.

Article XI. Amendments

Section 11.01 These Bylaws may be amended or repealed, or new bylaws may be adopted by the affirmative vote of at least two-thirds (2/3) of the Executive Board Members present at any meeting of the Corporation's Members at which a quorum is present, provided notice of the proposed amendment, repeal, or adoption be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the Regular Membership from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new Bylaws, as the case may be, in a modified form that is not identical to that described or set forth in the notice of such meeting.

Article XII. Parliamentary Authority

Section 12.01 In cases not specifically addressed by these Bylaws or any special rules of order, the Corporation may adopt any applicable rules contained in the current edition of Robert's Rules of Order Newly Revised to govern the meetings of the Members, Officers, Directors, or committees of the Corporation.

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The undersigned, being the duly elected and qualified Recording Secretary of the Corporation, hereby certifies that the foregoing Bylaws of the Corporation were duly adopted by the Executive Members of the Corporation on August 3, 2017, to be effective as of August 7, 2017.

Printed Name: Florinda Lewis
Recording Secretary of W. Charles Akins
High School Band Booster Association

