

**CONSTITUTION AND BYLAWS
WEISS HIGH SCHOOL BAND BOOSTER CLUB
“WBBC” or “Weiss Band Booster Club”**

Article I.

Name

- 1.1 The name of the organization shall be the Weiss Band Booster Club (hereinafter called “WBBC”). It is registered with the IRS as the Weiss Band Booster Club.

Article II.

Purpose

- 2.1 WBBC is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The organization shall be a non-profit organization and shall be non-commercial.
- 2.2 The WBBC shall support the Weiss High School Band and Color Guard (hereinafter called “the Program”) and assist the Weiss High School Band Directors (hereinafter called “the Directors”) in reaching the Program goals as defined by the Directors and in conjunction with the WBBC.
- 2.3 WBBC shall serve to help stimulate and sustain an enthusiastic interest in the Program among band parents, band members, student body, and members of the community.
- 2.4 WBBC shall provide financial support to the Program through fundraising activities jointly developed with the Directors. All WBBC fundraising activities and donations are voluntary. The IRS prohibits tax-exempt organizations from requiring people to participate in fundraisers and prohibits the use of individual accounts. Parent participation in the WBBC is not required for students to participate in the Program.
- 2.5 The activities of the WBBC shall not conflict with the policies of the Pflugerville Independent School District, the PfISD Booster Club Guidelines and the UIL guidelines for Booster Clubs and shall be sanctioned by school officials.

Article III.

Membership

- 3.1 WBBC membership shall consist of all parents and legal guardians of students enrolled in the Program. The Booster Club membership's voting responsibility will be the annual election of Executive Officers who will best represent them in effectively transacting WBBC business in a way consistent with the purpose outlined in Article II.
- 3.2 The Booster Board membership shall consist of the elected Executive Officers and standing committee chairs as listed in Article V and Article VIII. Primary responsibilities of this group are the review and approval of the annual budget, ensuring expenses and revenues are consistent with that approved budget, coordinating volunteers to staff subcommittees to support the Program events and fundraising activities, and providing timely news and information about their area of responsibility to the general WBBC membership at meetings or in written or electronic communications.
- 3.3 Active members are parents or legal guardians who have children in the Program and who are eligible to participate in either the general membership or Booster Board membership. Should a student leave the program, the parents or legal guardians of the student may continue to participate in WBBC activities, but they relinquish the right to Booster Board membership.
- 3.4 The Band Directors and PfISD Staff without students in the Weiss Band are not eligible to vote.
- 3.5 There shall be no proxy voting.

Article IV.

Meetings

- 4.1 General meetings of the WBBC for a given school year shall be announced prior to the beginning of the first day of school. The Executive Officers and Director of Bands shall review the dates for the ensuing year and develop a schedule of general meetings for the active membership as needed, or as convened by the President or Executive Officers due to special circumstances throughout the year. Any changes to the predetermined WBBC general meeting schedule will be announced accordingly.
- 4.2 A quorum of the general membership shall be a quorum of the Booster Board and include at least ten (10) Active WBBC members at large.
- 4.3 The Executive Officers shall meet once a month, or as determined, to carry out the purposes of the WBBC. These meetings for the school year must be decided and communicated to the entire Booster Board prior to the first day

of school. Any changes to the predetermined Executive Officer meeting schedule will be announced to the Booster Board. The Executive Officers may invite Chairpersons to attend any of these meetings. Any Chairperson may also attend any Executive Officer meeting as the Chairperson deems necessary. Meetings related to special circumstances may be requested by any WBBC member in a formal, documented and written manner explaining the reason for the meeting and must be given to any one (1) Executive Officer as well as to the Director of Bands. Special circumstance meetings will be held as soon as possible, making sure a majority of the Executive Officers are in attendance, alongside the Director of Bands.

- 4.4 The Director of Bands shall be advised of all WBBC general meetings and shall have the option of attending such meetings. The Director of Bands, or another band director in their place, must be present at all Executive Officer meetings. In emergency situations, an Executive Officer meeting can take place, but full, detailed minutes must be submitted to the Director of Bands within 24 hours of the meeting ending.
- 4.5 All general and Executive Officer meeting minutes are available to anyone upon request. Meeting minutes must be printed and maintained in a WBBC binder in the office of the Director of Bands. Meeting minutes may not be shared electronically or on any public, web-based platform.
- 4.6 The rules contained in Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with this Constitution and Bylaws.

Article V.

Booster Board

- 5.1 The Booster Board shall consist of the elected Executive Officers, the Band Directors, and the Chairpersons of the following standing committees:

Color Guard/Winter Guard	Scholarship
Concessions	Senior Parent
Contest Host	Social Media
Finance	Spirit
Fundraising	Sponsorship
Meal	Uniform
Merchandise	Volunteer

Any current, active member in good standing or with a child in the Program for the upcoming school year shall be eligible for chairperson or committee membership. Good standing for the purposes of the WBBC means having a child in the Weiss Band and without conflict of interest for the office or chair that individual holds. Ad hoc chairs may be appointed and added during the

year as needed upon majority vote of the Executive Officers. To become a permanent fixture, the new chair(s) would need to be voted upon and added to the By-laws as an amendment at a WBBC general meeting before the current fiscal year ends.

- 5.2 If the Past President does not have a child participating in the Program during the year immediately after holding office, their participation as an Executive Officer shall be at their discretion. If they do not have a child participating in the Program, the Past President shall be a non-voting member of the Booster Board.
- 5.3 A quorum of the Booster Board shall be defined as seven (7) members and must include at least three (3) Executive Officers and a Band Director. The President or Vice President must be one (1) of the Executive Officers present.
- 5.4 The Booster Board shall act for the WBBC as necessary between regular meetings and make recommendations to the membership. No actions taken shall conflict with actions taken by the membership in regular or called meetings.
- 5.5 Each Booster Board member must be a voting member in good standing whose child is currently in the Program.
- 5.6 Prior to the end of each school year, the Booster Board will develop and vote on the upcoming year's budget. The approved budget will then be presented to the active membership at the next scheduled meeting.

Article VI.

Executive Officers and Their Elections

- 6.1 The Executive Officers shall consist of the President, Vice President, VP of Equipment, Treasurer, Secretary, and Past President. Officers are allowed to serve more than one term, but no more than two concurrent in the same position, unless voted and approved by a full WBBC meeting.
- 6.2 The Executive Officers will be elected at a meeting of the general membership towards the end of each school year. The Executive Officers shall have a student in the Program for the upcoming school year.
- 6.3 The President must have served on the WBBC Booster Board for one year within the past five (5) fiscal years before becoming President.
- 6.4 The VP of Equipment must have served with the Haulers for one year within the past five (5) fiscal years before becoming VP of Equipment.

- 6.5 The Treasurer must have served on the WBBC Booster Board for one year within the past five (5) fiscal years before becoming Treasurer. This stipulation can be bypassed with a majority vote of the WBBC at a general meeting if the interested person has professional experience in this area.
- 6.6 The terms of office for all Officers shall begin on June 1st and end on May 31st to coincide with the WBBC fiscal year, which runs for the same time period. Should a vacancy occur during the elected office term, the vacancy shall be filled for the unexpired portion of the term by the Executive Officers. During the remaining few weeks of school following the election, standing Officers are expected to transfer all relevant information, contacts and documentation required for elected officers to perform their roles effectively starting June 1st. Likewise, newly elected officers should use the remaining few weeks of school after the election to identify members to chair the necessary subcommittees within their responsibility.
- 6.7 A married couple shall be considered as one nominee for purposes of holding office, unless voted on and approved by majority vote of the WBBC at a general meeting. If they are both elected as Executive Officers, the married couple can only cast one total vote in their combined Executive Officer roles. If there is a tie in votes at an Executive Officer meeting, the matter will be brought to the full Booster Board for a majority vote.
- 6.8 Employees of PfISD shall not serve as an officer in a financial capacity.
- 6.9 Officers, except for the President, wishing not to complete their term of office should submit a letter of resignation to the Executive Officers and the Director of Bands. The current Executive Officers shall appoint a voting member in good standing to complete the resigning officer's term. This new appointment should be communicated to the full WBBC.
- 6.10 If the President submits a letter of resignation, the Vice President will assume the President's role for the remainder of President's term. The Executive Officers will appoint a new Vice President to complete the term. This newly appointed Vice President will not remain in the Vice President's role for the following school year, unless voted into office by the membership. If the current Vice President does not wish to assume the remaining term of the President, then the Booster Board will meet in a timely manner to appoint a new President for the remainder of the term. This new President must meet the requirements of 6.3, having served on the Booster Board within the last five (5) fiscal years. This new appointment should be communicated to the full WBBC in a timely manner.
- 6.11 Executive Officers may be asked to resign due to dereliction of duty or if there is a conflict of interest found that makes them unable to fulfill the roles of their office. If the Officer asked to resign refuses, then the matter must be voted on

by a quorum of seven (7) Booster Board members, inclusive of the remaining Executive Officers at an in-person meeting conducted in a timely manner. The Officer asked to resign may be present at this meeting. The current Executive Officers shall appoint a voting member in good standing to complete the term of the departing Officer. Dereliction of duty shall be determined by the Executive Officers or the Director of Bands based on concerns expressed by members of the WBBC.

Article VII.

Executive Officer Duties

- 7.1 The President shall preside at all WBBC meetings, oversee all aspects of the WBBC, call meetings of the membership and Booster Board when necessary, serve as ex-officio member of all committees, and provide assistance to the Program as requested by the Band Directors as well as perform other duties as requested by the Executive Officers. The President will have signature authority on general bank accounts. The President, in conjunction with the Band Directors shall oversee the management of the Weiss Band website.
- 7.2 The Vice President shall assume the duties of the President in the absence of the President (see 6.10), assist the President as requested, provide assistance to the Program as requested by the Directors, and perform other duties as requested by the Executive Officers.
- 7.3 The Vice President of Equipment shall work with the Band Directors and be responsible for expressing concerns over trailer maintenance; supervision of loading and unloading instruments and equipment at football games and competitions as needed, in conjunction with the Student Equipment Crew; for construction of props; and for coordinating volunteers to help with these responsibilities. They shall also oversee the equipment and prop budget and coordinate with the Director of Bands and Treasurer as needed.
- 7.4 The Treasurer shall record all financial matters of the WBBC. This includes, but is not limited to the following activities:
 - collection of receipts for all income and payment of bills for all disbursements
 - maintain a complete listing of all students and band fees or winter guard fees owed, updating each time payments are made with date, type of payment and amount; work in conjunction with Band Directors to ensure the students are paying their fees or filing for financial assistance
 - maintain detailed records for all the funds that flow through the WBBC, which must be available upon request of the President, Director of Bands, Finance Chair or any WBBC member
 - complete records must be saved in Booster Board google drive on at least a semi-annual basis, post marching season and end of fiscal year

- prepare monthly financial reports including, but not limited to, a balance sheet, profit and loss, and budget versus actual comparison
- present financial reports at the Executive Officer meetings each month as well as provide them to the Finance Chair once a month
- have signature authority on the general accounts
- manage methods of electronic payment such as square, venmo, cashapp, etc. to be the most efficient as possible with record keeping while minimizing the cost to the WBBC, but ensuring that people have common ways to submit funds (fees, donations, selling of spirit shop merchandise, concessions, etc.)
- manage the financial assistance application and awarding process, alongside the President and Director of Bands; communicate with persons who have applied and updating their student liability in the band fees and winter guard fees listing; if the amount of financial assistance requested by the student body is ever getting close to exceeding the budgeted amount, assistance awards will need to be approved with a majority of Executive Officer vote; Executive Officers, alongside the Director of Bands, will determine at the beginning of fees collection for the upcoming school year the minimum amount a student must pay – typically for physical items received that they are keeping while receiving assistance from the WBBC
- prepare an annual budget with the aid of the Executive Officers, Booster Board and Director of Bands to be reviewed and approved by the Booster Board first, and then the WBBC members at meetings prior to the end of the fiscal year
- report on any other financial matters to the Executive Officers and general membership, as well as perform other duties as requested by the Executive Officers, Finance Chair or Director of Bands.
- The Treasurer shall present current financial statements compared to budget at a minimum of two (2) general WBBC meetings.
- It is recommended that the Treasurer have a strong attention to detail, financial and/or accounting background.
- The federal tax return must be filed with the IRS by October 15 or extended and filed by the extended due date of April 15 accordingly.
- The Texas Franchise tax return must be filed with the Texas State Comptroller by May 15 or extended and filed by the extended due date of November 15 accordingly each year.
- WBBC is exempt from sales tax as long as the 501(c)(3) status is current.
- Confirmation of all government filings must be included in the Executive Officer Meeting Minutes in the meeting after which they were filed. 501(c)(3) nonprofit status will be in compliance as long as the annual 990 tax return is filed timely with the IRS.
- The Treasurer must maintain permanent financial records at the end of the fiscal year in the office of the Director of Bands. These records

shall include, but are not limited to, finalized fiscal year end financial statements, including the complete general ledger, and the related tax return when filed.

- 7.5 The Secretary shall record minutes of all Executive Officer and general membership meetings; submit minutes for approval at successive meetings and print out and file in the WBBC binder in the Director of Bands' office; prepare correspondence of the WBBC in coordination with the Director of Bands, President, and/or Executive Officers; and perform other duties as requested by the Executive Officers.
- 7.6 Signers on WBBC bank accounts can be any Booster Board member deemed necessary by the Executive Officers, with the exception of PfISD employees. The decision of who will be designated signatories will be documented in the WBBC minute notes before granting access to the WBBC bank account. Signers must be updated annually in June to reflect current Booster Board members awarded signing authority on the account. Debit cards may be given to the signers as needed. Every WBBC check written must have two signatures on it in order to be valid. There may be no more than four (4) signers on the bank accounts.
- 7.7 Elected Executive Officers may serve as committee chairs with majority approval of the Booster Board, with the exception of the Treasurer serving as the Finance Chair due to conflict of interest.
- 7.8 No Booster Board member may serve in more than one elected officer position concurrently.
- 7.9 All Executive officers must declare conflict of interest to the Booster Board in accordance with the Weiss Band Booster Club Conflict of Interest Policy (section 11).
- 7.10 Any expenditure over \$500 that is not budgeted must be approved by a majority vote of the Executive Officers.
- 7.11 An operating reserve of at least \$20,000 must be present in the WBBC checking account at fiscal year end.

Article VIII.

Standing Committees

- 8.1 Standing committee chairs shall be appointed by the President with the consent of a majority of the Executive Officers. Removal of any committee chair due to dereliction of duty or conflict of interest shall be by the President with the consent of a majority of the Executive Officers. Dereliction of duty shall be determined by the Booster Board based on concerns expressed by

members of the WBBC. The President shall appoint an active member in good standing to complete the year with the approval of the Booster Board. Committee Chairs will be responsible for recruiting volunteers and overseeing their respective committees.

- 8.2 Any voting member in good standing shall be eligible for committee chairperson or committee membership.
- 8.3 The Color Guard/Winter Guard Chair's primary role will be during the winter guard season, however, planning will start during the fall marching season. The Chair will perform the following activities, as well as any additional activities requested by the Color Guard/Winter Guard Director or the Director of Bands:
- If possible, be present if needed at the May Band Camp, Summer Band Camp and Winter Guard try outs to assist with measurements.
 - Will assist the Color Guard/Winter Guard Director in ordering and procuring items that are specific to color guard/winter guard.
 - Will work with the Volunteer Chair and the Meal Chair during winter guard season to arrange volunteers and meals as needed.
 - Will work with the Merchandise chair on the winter guard show shirt.
 - Will provide spirit goodie bags during winter guard season as deemed necessary.
- 8.4 The Concessions Chair will be responsible for ordering, storage and distribution of supplies, equipment and products required for all WBBC concession activities. This chair will be responsible for working with the Volunteer Chair to recruit volunteers to assist in these tasks. They will work with the Treasurer to maintain appropriate records and receipts, as well as obtain the necessary cash for the events. The Chair or their designee will also be WBBC's delegate to the Pfield Concessions Coop.
- 8.5 Contest Host Chair will be responsible for coordinating any hosting duties the WBBC is responsible for, including Area and TSSEC, as well as any additional contests. This person will work with the President, Director of Bands, and Volunteer Chair to determine the support needs of the band and WBBC.
- 8.6 The Finance Chair will review bank statements against income and disbursement records monthly provided by the Treasurer, maintain records of this monthly financial review, perform annual audit and review of the financial records after fiscal year ends sometime in the summer (June/July). They shall not be a signer on the WBBC general accounts. The Finance Chair shall submit a monthly report of review to the Executive Officers and Director of Bands. Any abnormalities or suggestions need to be documented and discussed with the Treasurer, finding a resolution in the best interest of the WBBC. The Finance Chair does not need to be an accountant, but should be

good with attention to detail, understanding of the Program, and willing to ask questions and be comfortable with sharing insight.

- 8.7 The Fundraising Chair shall oversee coordination and approval through PfISD for all WBBC fundraising sub-committees and fundraising activities as applicable. This includes spirit nights at restaurants, March-a-thon, and other activities identified by the Booster Board.
- 8.8 The Meal Chair shall be responsible for feeding the students, staff and bus drivers as necessary at all football games and Program contests, arranging pick up, assembly and distribution of grapes at each game, prepare bulk snack bags for the buses for each game and contest and as needed by the Director of Bands and work with the volunteer coordinator to get the necessary volunteers to help with service.
- 8.9 The Merchandise Chair will be responsible for purchasing, designing, selling, delivering, advertising, and inventorying items at Weiss Band events and in the online store. All new merchandise items will need the approval of the WBBC Executive Officers and Director of Bands prior to soliciting their creation and subsequent selling. Two quotes are required for each item. All items for sale must be posted in the booster store if they are kept on hand. Items online that are POD are not to be posted in the booster store nor inventoried but presented on the band website as available for purchase. Pre-orders of any items will be handled by the Merchandise Chair as well. Assistance with distribution of items sold is coordinated by Merchandise Chair, as well as reporting volunteer needs for selling merchandise to the Volunteer Chair. The Merchandise Chair will work in conjunction with the Treasurer to make sure all financial needs are handled appropriately and timely. The Merchandise Chair may work in conjunction with the Social Media Chair for advertising purposes on social media as well as internal band communication method as determined by the Director of Bands.
- 8.10 The Scholarship Chair will be responsible for overseeing the senior scholarship process in accordance with PfISD and UIL policies. Duties include application gathering, assembling blind voting volunteers to read the applications, and working with the Treasurer to distribute the funds awarded. They will create a scholarship review committee that includes one freshman parent, one sophomore parent, and one junior parent who do not have a senior. In addition to these three (3) individuals, the Executive Officers will find two (2) community members not related to the Weiss Band program, and the Director of Bands will find a Weiss teacher. None of these individuals can be the parent of an active senior in the Program. This review committee shall total six (6) people and they shall follow a predetermined rubric to assess the applications. The Director of Bands shall not participate in the scholarship selection process. The scholarship funds distributed to any one (1) student may not be over \$500 (to stay beneath IRS 1099 threshold of \$600).

- 8.11 The Senior Parent Chair will be responsible for the Senior Activities for the band. They must be a senior parent. If a volunteer cannot be found, the role will be completed by the Spirit Chair. The responsibilities include Fall Senior locker decorations, Senior night at the Pfield, Senior Band Breakfast, Senior Baskets, Senior Parade, and anything else they would like to do with the other senior parents for the senior class as long as presented to and approved by the Booster Board. They will manage the Senior Parent communication in the current communication method the Director of Bands has chosen to use for the Program.
- 8.12 The Social Media Chair will be responsible for advertising and publicity for the Program via social media by managing the social accounts of the WBBC and partnering with the Band Directors and Band Student Social Officers to post on all Weiss Band official pages. They will work with the Treasurer concerning any revenue earned through social media accounts, making sure everything is accounted for properly.
- 8.13 The Spirit Chair shall oversee committees for but not limited to: Program parties (including the band banquet, end of marching season band bash, and other celebrations), parent socials, and spirit goodie bags during fall marching season as indicated by the Band Directors as well as additional activities requested by the Band Directors. The Senior Parent Chair will work together with the Spirit Chair. If there is no Senior Parent Chair, the Spirit Chair will assume of all Senior Parent Chair duties.
- 8.14 The Sponsorships Chair will be responsible for soliciting and recruiting formal sponsorships for our Weiss Band Boosters Program. Additionally, they will be responsible to develop and maintain the sponsorship packages, intake forms, and work with the Director of Bands and Executive Officers to ensure that all Weiss Band logos are kept on file for required WBBC branding. They will work with the Treasurer and Social Media chairs to ensure recognition and advertisement of sponsors in a timely manner after a donation is received.
- 8.15 The Uniforms Chair shall be responsible for the care, altering, cleaning and inventory of the Program's uniforms and costumes. It is strongly suggested that they attend contests in order to carry spare pieces of the uniforms, as emergencies might arise. If they are unable to attend a contest, they are responsible for preparing a bag of these items and giving it to the Director of Bands prior to departure for such contests. They will coordinate with the Band Directors as needed.
- 8.16 The Volunteer Chair will be responsible for coordinating the volunteer needs of the WBBC for all events. They will use a cost-effective sign-up system that provides the most ease for the WBBC families and the Booster Board for recruiting and managing volunteers for events for the WBBC. They will

coordinate with the various chairs to determine volunteer needs and post sign ups. This includes the chaperone needs for football games, contests and any other events. They will manage the volunteer communication in the current communication method the Director of Bands has chosen to use for the Program. They will also manage the current approved list of volunteers from PfISD in conjunction with the President.

- 8.17 All committee chairs must declare conflict of interest to the Board in accordance with the Weiss Band Booster Club Conflict of Interest Policy.

Article IX.

Dissolution

- 9.1 A resolution to dissolve passed by a majority vote of the Executive Officers may be presented by the Director of Bands at a WBBC meeting of the membership provided that a notice in writing be sent to each WBBC member at least two weeks prior to such meeting. A majority vote of those voting members present shall be required to approve the resolution.
- 9.2 Upon dissolution of the WBBC, the Executive Officers shall, after making provisions for the repayment of all liabilities of the WBBC, dispose of all noncash assets. The assets of the WBBC shall be distributed to the Weiss High School Band program or another organization which is organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

Article X.

Amendments

- 10.1 This Constitution may be amended by a three-fourths vote of the members present provided that any amendment is presented in writing and read at the previous regular meeting. All members must be notified of the amendment at least two weeks prior to the date of the meeting in which the vote to amend is to be taken.
- 10.2 This Constitution shall be reviewed biannually or as needed by the Booster Board to ensure the WBBC operates in a manner consistent with its' purpose.

Article XI.

Conflict of Interest

- 11.1 The purpose of the conflict of interest policy is to protect this tax-exempt WBBC's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or band

director of the WBBC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

- 11.2 Interested Person - Any band director, principal officer, or chair or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- 11.3 Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the WBBC has a transaction or arrangement,
 - b. A compensation arrangement with the WBBC or with any entity or individual with which the WBBC has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the WBBC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists. Disclosure is a responsibility of each member.

- 11.4 Duty to Disclose
In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the band directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement. Any potential disclosure must occur within 30-days of the disclosure.
- 11.5 Determining Whether a Conflict of Interest Exists
After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the Executive Officers or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Officers shall decide if a conflict of interest exists.
- 11.6 Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the WBBC Executive Officers meeting, but after the presentation, they shall leave the meeting during the discussion

of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The Executive Officers of the WBBC shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Executive Officers of WBBC shall determine whether the WBBC can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the WBBC Executive Officers shall determine by a majority vote of the disinterested members of that Board whether the transaction or arrangement is in the WBBC's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

11.7 Violations of the Conflicts of Interest Policy

a. If the WBBC Executive Officers has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the WBBC Executive Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

11.8 Records of Proceedings

The minutes of the WBBC Executive Officers and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

11.9 Compensation

None of the WBBC Executive Officers or Committee Chairs or WBBC Membership or the Weiss Band Directors shall receive compensation from the WBBC. None of the membership shall receive direct financial benefit from their involvement in the WBBC.

11.10 Annual Statements

Each member of the WBBC Executive Officers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the WBBC is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

11.11 Periodic Reviews

To ensure the WBBC operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the WBBCs written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

11.12 Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the WBBC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

We, the undersigned officers of the Board, do hereby certify and adopt the foregoing Bylaws of the WBBC on this 2nd day of May, 2024.

Reshille Angule

President

Corde Mendez Garcia

Vice-President

Robert J. Garcia

VP of Equipment

Amanda Walkup

Treasurer

[Signature]
Secretary