



Titan Band Booster Association

A Texas Nonprofit Corporation

BYLAWS

**Adopted May 13, 2003
Revised December 18, 2023**

ARTICLE I NAME AND LOCATION

1.01 - Name

The name of this corporation shall be Titan Band Booster Association. The business of the corporation may be conducted as TBBA.

1.02 - Location

The principal office of the TBBA shall be located at 6901 Coit Rd, Frisco, TX 75035, or at such other location as may be determined by the TBBA Board of Directors.

ARTICLE II PURPOSE AND MISSION

2.01 – Purpose

TBBA is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

2.02 - Mission

The Titan Band Booster Association is dedicated to achieving the following mission:

- A. Promote, encourage, and support the Centennial High School Titan Band and its director(s)
- B. Broadening the involvement of students and their families in activities
- C. Coordinate logistics and volunteer support for the Frisco Centennial High School Band program as determined by the band directors and principal
- D. Provide a positive environment for student's educational and artistic growth
- E. Promote a closer relationship between the parents, students, and staff in an atmosphere of mutual cooperation, support, and respect

- F. Encourage a high level of achievement for the band and its members
- G. Provide resources to band activities – including, but not limited to, an end of year banquet and post-graduation academic scholarships
- H. Promote and recognize the band and its students' accomplishments
- I. Maintain a positive standing with both the State and Federal governments by adhering to all applicable state and federal regulations, including compliance with Section 501(c)(3) of the US Internal Revenue Service Code.

ARTICLE III

TBBA PARTNERSHIP WITH CHS TITAN BAND

3.01 – Partnership

The partnership between TBBA and the Centennial HS Titan Band is cooperative in nature and the primary business driver behind the TBBA organization.

3.02 – Partnership Dissolution

If this partnership devolves from the mission defined in ARTICLE II PURPOSE AND MISSION of these Bylaws, the partnership can be dissolved by either TBBA (through a TBBA Board of Directors two-thirds majority approval vote) or by the CHS Principal and/or the CHS Head Band Director. In the case of said partnership dissolution, the TBBA Board will determine if the non-profit corporation continues operations. If the TBBA Board determines that future operations are untenable, the Board will vote to dissolve the 501(c)(3) nonprofit corporation. The voluntary dissolution of TBBA's 501(c)(3) nonprofit corporation status requires a two-thirds majority approval vote of the TBBA Board of Directors.

ARTICLE IV

POWERS AND NONPROFIT STATUS

4.01 – Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the corporation is organized and to aid or assist the Centennial High School Titan Band program whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

4.02 - Nonprofit Status and Exempt Activities Limitation

A. Nonprofit Legal Status

TBBA is a Texas non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

B. Exempt Activities Limitation

Notwithstanding any other provision of these Bylaws, no Board Member or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any Board Member or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

C. Distribution Upon Dissolution

Upon termination or dissolution of the TBBA and after all liabilities of TBBA in the process of winding up are paid, satisfied, and discharged, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) that have a charitable purpose which, at least generally, includes a purpose like the terminating or dissolving corporation.

The organization to receive the assets of the TBBA hereunder shall be selected at the discretion of a majority of the managing body of TBBA, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the TBBA by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court, upon a finding that this section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Texas.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it that has a charitable purpose, which, at least generally, includes a purpose similar to the TBBA, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.

ARTICLE V

PRINCIPLES AND POLICIES

5.01 - Principles and Policies

- A. TBBA Board Members and volunteers must always conduct themselves morally and ethically
- B. Outgoing Board Members are encouraged to serve as mentors to the incoming Board Members
- C. TBBA Board Members that are FISD administration and/or employees may not serve TBBA in a financial capacity
- D. TBBA and all of its Board Members shall be noncommercial, nonsectarian, and nonpartisan
- E. The chain of command to be adhered to by TBBA is the following:

TBBA ➡ CHS Head Band Director or delegate ➡ CHS Principal ➡ FISD

Personnel Members

- F. The principles, policies, and operations of TBBA shall act in accordance with and not conflict with UIL Booster Club Guidelines and FISD Booster Club Requirements & Operational Guidelines. This includes, but is not limited to, the following:
 - a. Awards that students may receive are specifically outlined in Subchapter O. Section 480(a)(2) of the UIL Constitution and Contest Rules
 - b. No gifts or purchases that individually benefit students shall be made outside of UIL guidelines
- G. TBBA shall not directly or indirectly participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office
- H. The name of this organization shall not be used for any purpose not appropriately related to the promotion of the objectives of this organization or in any way that contradicts the policies of the Frisco Independent School District (FISD) or Centennial High School
- I. TBBA may not contribute funds in an effort to increase district employee allocations

- and/or stipends of a particular program or campus
- J. Commitment to inclusiveness, equality, and professional expertise shall be guiding principles for service in the TBBA
 - K. TBBA must benefit a group as a whole, not individual members of a group. The IRS has indicated that a Booster Club may establish criteria that could be used to determine if a student is in financial need. If these criteria are met, the TBBA could provide a greater benefit to a particular student. The criteria for granting the increased benefit should be established by the TBBA prior to a particular situation arising and should be applied consistently for all students.
 - a. If the criteria is met for granting a greater benefit to a particular student, the TBBA Board of Directors must determine whether providing said benefit is financially responsible and feasible based on TBBA's financial position at the time of the request
 - b. If the TBBA Board of Directors determine that providing the greater benefit is responsible and feasible, the TBBA Board must approve said benefit via a two-thirds majority approval vote
 - L. TBBA must maintain annual insurance policies as such: Fiduciary (Bonding/Crime) and Directors/Officers, at a minimum, with an analysis of whether an additional General Liability policy is recommended. All insurance policy purchasing, renewals, extensions, and/or cancellations will be handled and maintained by the Treasurer. All changes in insurance coverage will require the approval of the TBBA Board with a majority vote.

ARTICLE VI

OPERATIONAL GUIDELINES

6.01 - Operational Guidelines

- A. The fiscal year of the TBBA shall begin July 1st and end on the following June 30th.
- B. All TBBA general membership meetings should take place on school premises; however, can take place virtually based on unforeseen circumstances
- C. In order to provide an optimum level of communication and teamwork between TBBA and the CHS Titan Band program, TBBA Board Meetings should be held in the presence of the CHS Principal and/or CHS Head Band Director
- D. TBBA may hold one mid-year and one end-of-year banquet to celebrate parent and student achievements for the year
- E. Events must be reviewed by the CHS Principal and/or CHS Head Band Director prior to establishing any related reservations for the proposed event. Tickets sold for these events may be subject to state sales tax. Please review the Texas Comptroller's Office website to determine if sales tax is required.

ARTICLE VII

MEMBERSHIP, REGISTRATION FEES AND FUNDRAISING

7.01 – Membership

- A. General Membership in the TBBA is inherent to the parents and/or the guardians of students who participate in the Band
- B. Any person who supports the objectives of the TBBA, currently has a student enrolled in the Band program, and is willing to uphold its policies and subscribe to its Bylaws may become a Board Member
- C. The Centennial High School Principal and Head Band Director shall be considered honorary non-voting TBBA Board Members
- D. The membership year coincides with TBBA's fiscal year from July 1 through June 30

- E. TBBA may charge dues to their members; however, parents shall not be required to be members of the TBBA for their children to participate in the student group that receives benefits from TBBA activities

7.02 – Registration Fees

- A. Registration fees shall be determined by the TBBA Board of Directors on an annual basis
 - a. If it is deemed necessary to increase registration fees, the fees shall be increased at a rate that is in line with the current area inflation rate with justification that includes supporting financial information as well as any other requisite information; however, will not exceed 10% year over year.
 - b. In the case of proposed registration fees that exceed 10% year over year, a Registration Fees Committee must be formed to determine the appropriateness of the proposed registration fees increase. The committee will review financial information, make a determination, and present their recommendation to the Board of Directors.
 - c. A two-thirds majority approval vote of the TBBA Board of Directors is required to pass all proposed registration fees increases.

7.03 – Fundraising

- A. All fundraising activities conducted by or on behalf of TBBA shall primarily benefit and support students participating in the CHS Titan Band program. The purpose of this clause is to ensure that funds raised are allocated almost entirely to enhance and further the experiences of students engaged in CHS Titan Band-related activities.
 - a. TBBA may engage in various fundraising activities to generate financial support for the CHS Titan Band program.
 - b. Fundraising activities may include, but are not limited to, events, sponsorships, donations, and sales of merchandise.
 - c. TBBA shall maintain accurate and detailed records of all fundraising activities and the allocation of funds to CHS Titan Band-related activities.
 - d. The Board of Directors shall provide regular reports to its members, stakeholders, and relevant authorities detailing the financial transactions related to fundraising and the utilization of funds for CHS Titan Band purposes.

ARTICLE VIII

ELECTION OF OFFICERS/APPOINTMENT OF BOARD MEMBERS AND NOMINATING COMMITTEE

8.01 - Election of Executive Board Members

- A. The election of executive Board Members shall occur no later than the end of May each year so that the newly elected officers may be in place for the start of the new fiscal Board Membership year. The transfer of records and audit of the accounts should be completed no later than July 1st of each year.
- B. Executive Board Members may be elected by majority of General Membership votes. The election of officers should be from a slate of officers presented by the nominating committee in the spring of each school year. Recommendations may also be taken from

the floor at the time of the vote in accordance with Robert's Rules of Order. At no time should executive Board Members be appointed without the input and approval of the general membership.

8.02 - Appointment of (Non-Executive) Board Members

A. Appointment

The appointment of non-executive Board Members shall collaboratively be made by the President and Vice President

B. Board Approval

All non-executive Board Member appointments must be approved with a two-thirds majority approval vote by the executive Board Members

8.03 - Nominating Committee

A. Purpose

This committee is responsible for verifying that any candidate for Executive Board positions meet all qualifications for said position based on the criteria set aside for these positions in the Bylaws and has the authority to reject a candidate if so decided. The reason for the candidate rejection would be kept confidential within the Board, and the candidate would be notified of the rejection via registered mail.

B. Composition

The nominating committee shall consist of one Board Member and two general membership members with one alternate that is a Board Member. The president shall not serve as a member of this committee nor appoint any member of this committee.

C. Eligibility

- a. Subscribe to, believe in and support the Bylaws, purpose, and policies of the TBBA
- b. Join the TBBA if a membership fee is required for membership
- c. Receive no compensation except reimbursement for reasonable expenses as set forth by 12.03 (A)(a) of ARTICLE XII - BUDGETING AND FISCAL ACCOUNTABILITY
- d. Not serve two consecutive terms on the committee

D. Election of Committee

TBBA recognizes the importance of a well-structured Nominating Committee in the governance and leadership selection process. The Board of Directors of TBBA will convene a meeting no later than January 31st of each calendar year for the purpose of nominating and approving candidates to form a Nominating Committee. The formation of the Nominating Committee shall be conducted through a two-thirds majority approval vote of the Board of Directors.

E. Alternates

When there is a vacancy or absence on the nominating committee, the alternate shall serve

F. Duties

- a. Sign the nominating committee confidentiality agreement before any discussion takes place

- b. Elect its chair
- c. Consider only candidates who meet eligibility requirements set forth by the TBBA Bylaws and who have signed their consent to serve if elected
- d. Seek additional candidates if eligibility requirements are not met
- e. By majority vote of committee members present, approve and submit only one candidate for each position to be filled
- f. Be prepared to speak to the qualifications of the slated candidates should there be a contested election at the election meeting

G. Meetings

The Nominating Committee will set up committee meetings to execute the candidate review/selection process beginning February 1st through April 15th.

H. Report of the Nominating Committee

The nominating committee report shall be shared/published with the Board and general membership through regular publicity channels at least 15 days before the General Membership May election meeting. The report shall be read at the election meeting.

I. Dissolution

Upon completion of the election, the nominating committee shall dissolve.

8.04 - Executive Board Member Election Process

A. Election

- a. The election shall take place annually at the General Membership meeting taking place closest to May 31st.
- b. Nominees from the floor shall be accepted at the election meeting.
- c. The officers shall be elected by written ballot if there is more than one candidate for any office, otherwise the election may be a voice vote. (e.g., nominating committee candidate and floor nominee)
- d. The election shall be by simple majority of the members present at the meeting provided a quorum is present.
- e. These officers will remain officers elect until formally taking office July 1st

ARTICLE IX
BOARD OF DIRECTORS

9.01 - Composition

The elected executive Board Members consist of the following positions in order of succession in the case of a vacancy in the office of President:

- A. President
- B. Vice President
- C. Parliamentarian
- D. Technology Officer
- E. Fundraising Officer
- F. Secretary
- G. Treasurer

The TBBA Board appointed positions consist of the following positions:

- H. Volunteer Coordinator

- I. Socials Coordinator
- J. Food Services Coordinator
- K. Concessions Coordinator
- L. Equipment and Props Coordinator
- M. Uniforms and Concert Attire Coordinator
- N. Media Coordinator
- O. Spirit Wear Coordinator
- P. Guard Coordinator
- Q. Percussion Coordinator

9.02 - Eligibility

- A. Subscribe, believe in, and support the TBBA including adhering to TBBA Bylaws and Standing Rules
- B. The President and Vice President executive Board positions cannot be held by two individuals from the same household and/or family
- C. Board Members shall be a member of the Titan Band Booster Association
- D. Board Members must be a parent and/or legal guardian of an active student

9.03 - Sharing of Non-Executive Board Member Positions

Non-executive Board Member positions can be shared by a team of no more than two individuals

9.04 - Term of Office

TBBA Board members shall assume their official duties following the end of the fiscal year and serve a term of one year. A TBBA Board Member who has served more than one-half a term shall be credited with having served that term.

9.05 - Board Member Term Limits

In order to ensure continuity, fresh perspectives, and sustained effectiveness within the leadership of TBBA, the following policy regarding the term limits for Board Members is hereby established:

- A. **Limitation on Consecutive Terms**
 - a. Executive Board Members shall serve no more than two consecutive terms in the same position.
 - b. Appointed Board Members shall serve no more than two consecutive terms in the same position.
- B. **Appointed Board Members Extension with Executive Board Member Majority Vote**
 - a. Notwithstanding the consecutive term limitation, an appointed Board Member may serve an additional term, extending their tenure to a third consecutive year, subject to approval by a two-thirds majority vote of the executive Board Members.
- C. **Consideration for Extension**
 - a. The decision to grant an extension beyond the two consecutive terms will be based on a thorough evaluation of the Board Member's performance, commitment, and the overall needs and strategic objectives of the organization.
- D. **Transparent Voting Process**
 - a. The vote for an extension shall be conducted in a transparent manner, with each executive Board Member having an equal opportunity to express their support or reservations regarding the extension.
- E. **Reasoning for Extension**

- a. Executive Board Members considering an extension vote should take into account the unique contributions, expertise, and leadership qualities that the Board Member brings to the organization and how their continued service aligns with the organization's goals.

F. Communication of Decision

- a. The outcome of the vote, along with the rationale for the decision, will be communicated and appropriately documented in the minutes of the Board Meeting.

This policy aims to strike a balance between providing experienced leadership and fostering opportunities for new voices and perspectives within the Board. It ensures that any extension is a thoughtful and intentional decision made in the best interests of TBBA.

9.06 - Vacancy in Office

- A. In the event of a vacancy in the office of President, the Vice President shall become the President with proper title and all duties of the office for the remainder of the term in which the vacancy occurred. The Parliamentarian shall become the Vice President with proper title and all duties of the office for the remainder of the term in which the vacancy occurred. The new President and new Vice President shall follow the following defined process to fill the Parliamentarian position: ARTICLE IX BOARD OF DIRECTORS 9.05 D (a. through d.)
- B. In the event of a vacancy in both the office of President and Vice President concurrently, the Parliamentarian shall become the President with proper title and all duties of the office for the remainder of the term in which the vacancy occurred, and the Technology Officer shall become the Vice President with proper title and all duties of the office for the remainder of the term in which the vacancy occurred. The new President and new Vice President shall follow the following defined process to fill the Parliamentarian and Technology Officer positions: ARTICLE IX BOARD OF DIRECTORS 9.05 D (a. through d.)
- C. In the event of a vacancy in the office of Vice President, the Parliamentarian shall become the Vice President with proper title and all duties of the office for the remainder of the term in which the vacancy occurred. The President and new Vice President shall follow the following defined process to fill the Parliamentarian position: ARTICLE IX BOARD OF DIRECTORS 9.05 D (a. through d.)
- D. In the event of a vacancy in any office other than President and Vice President, the following must take place:
 - a. President and Vice President shall collaboratively fill the vacancy by appointment
 - b. The appointment must be approved with a two-thirds majority approval vote of the TBBA Board of Directors
 - c. The appointed Board Member shall assume the title and duties of said office for the remainder of the term in which the vacancy occurred
 - d. Such action shall be read into the minutes

9.07 - Removal and Resignation

- A. Any TBBA Board Member may be removed for not adhering to the TBBA's Bylaws, standing rules, and/or dereliction of duty by a two-thirds majority vote of the Board of Directors.
- B. Any TBBA Board Member may resign by delivering a written resignation to the TBBA Board President. Once the resignation is accepted by the TBBA Board, the Secretary shall record it in the next Board Meeting Minutes.
- C. Removal or resigning from a Board position constitutes ineligibility for current and future roles associated with TBBA.

- D. Eligibility for Board Members that resigned can be reinstated through a TBBA Board Member motion, a second TBBA Board Member motion, and a unanimous acceptance vote by all TBBA Board Members.
 - a. In the case of an open elected executive Board position and if eligibility is reinstated by a unanimous acceptance vote by all TBBA members, the potential member has to follow the nomination and subsequent voting process to fill an open position on the Board.

9.08 - TBBA General Board Responsibilities

Each TBBA Board Member shall carry out the fiduciary responsibilities for the TBBA by exercising duty of care, duty of loyalty, and duty of obedience.

- A. The duty of care requires each TBBA Board Member to use the same care and concern for TBBA Board responsibilities as any ordinary person would, including:
 - a. Lead by example
 - i. Paying registration fees in full
 - ii. Paying spring trip fees in full by the defined deadline
 - iii. Be an excellent steward of the Board and band
 - b. Complete all TBBA training requirements
 - c. Create standing and special committees as needed
 - d. Each Board Member is responsible for submitting an annual budget related to their Board role where applicable (i.e., not all positions/functional areas may require budgetary considerations)
 - e. Fill TBBA Board vacancies
 - f. Have access to a copy and be familiar with the TBBA Bylaws and Standing Rules. Deliver all official materials to successor or the President no later than 15 days following end of term
 - g. Attend all meetings
 - h. Present a Board report, financial report, and all other necessary reports at each Board and membership meeting
 - i. Present publicly a united front on all decisions made as a TBBA Board
 - j. Maintain confidentiality
 - k. Don't communicate with school district personnel unless authorized to do so by the President or TBBA Board
- B. The duty of each Board Member is to adhere to the law, purposes, and governing documents:
 - a. Comply with the legal filing requirements of state and federal government agencies
 - b. Annually review the financials with a financial reconciliation committee and/or an audit committee

9.09 - Additional Duties of Officers

- A. **Newly elected President.** The newly elected President, no later than 30-days after the beginning of their term, shall call a meeting of the newly-elected executive Board Members to execute the following:
 - a. Appoint all non-executive Board Member positions in collaboration with the Vice President, subject to approval by the newly elected executive Board Members
 - b. Appoint all committee chairs (with the exception of the nominating and financial reconciliation/audit committees), subject to approval by the newly-elected executive Board Members
 - c. Conduct any other necessary operational business

9.10 - Board of Directors/Volunteers Privileges

- A. TBBA Board Members/volunteers shall not be entitled to privileges that are not due to any other school district taxpayer because of their position on the TBBA Board. This includes but is not limited to, the following:
 - a. In the interest of maintaining transparency, integrity, and ethical conduct within TBBA, no Board Member or volunteer position shall exploit their position to obtain things like complimentary or subsidized travel arrangements, including but not limited to free trips, accommodations, or other travel-related benefits for personal gain or advantage.

ARTICLE X

MEETINGS AND VOTING

10.01 - General Meetings

- A. Shall be held a minimum of three times a year
 - a. The first General Membership meeting shall take place at the beginning of the school year (Band Preview Concert held during Band Camp in August or as soon as practical after the commencement of the school year)
 - i. Financial report and budget shall be presented to the general membership
 - b. The second General Membership meeting shall take place during the middle of the school year (typically around the December holiday)
 - i. Financial report shall be presented to the general membership
 - c. The third General Membership meeting shall take place towards the end of the school year (no later than the end of May)
 - i. Financial report shall be presented to the general membership
 - ii. New/next school year TBBA Board candidates selected by the Nominating Committee presented and voted on by general membership
- B. All general meetings shall be called by the TBBA President
- C. General members present shall constitute a quorum for the transaction of business at any General Meeting of the TBBA provided due notice of the meeting has been given.

10.02 - Board Meetings

- A. TBBA Board Meetings shall be held at least four times a year prior to general meetings during the school year and at other times as necessary.
- B. A financial report, prepared and presented by the Treasurer, is required as part of the business agenda for each TBBA Board Meeting. The report should include at a minimum an accounting of the following:
 - a. Current year revenues
 - b. Current year expenses and year to date net profit (current actuals vs budget)
 - c. Current adjusted bank balance (outstanding cash position)
 - d. Status of any applicable regulatory filings (state sales tax or franchise tax filings and/or form 990 filings)

10.03 - Voting

- A. For purposes of Board voting, each Board position shall have one vote.
- B. All voting shall be documented and published in the Board Minutes. This will include

individual motions, seconds, and vote outcome.

- C. This universal principle applies to all methods of voting such as, but not limited to, e-mail; phone; texting; or face-to-face voting.

10.04 - Special Meetings

- A. May be called by any member of the Board of Directors as necessary provided all Board Members are properly notified in writing, including email, at least 3 days before the meeting. No other business may be conducted except for the original business for which the meeting is called.

10.05 - Virtual Meetings

- A. Except for the first meeting and one additional meeting, Board Meetings may be held virtually following these guidelines:
 - a. Regular virtual meetings require a three day notice
 - b. Special meetings require a three day notice
 - c. A change of meeting date requires a three day notice
 - d. The meeting chair shall present meeting technology and rules prior to conducting any business
 - e. The meeting chair must allow each member in attendance to communicate with all others in attendance at the meeting

10.06 - Parliamentary Procedure

The Parliamentarian shall advise the TBBA Board of Directors on parliamentary procedure to ensure business is conducted properly. If the Parliamentarian is not present, the President or Vice President shall appoint an acting Parliamentarian.

10.07 - Quorum

- A. To conduct any business at a TBBA Board Meeting, the majority of the TBBA Board of Directors shall be present
- B. 50% + 1 Board Members shall constitute a quorum at Board Meetings

10.08 - Proxy Voting

There shall be no proxy voting.

10.09 - Emergency Voting

In an emergency, the TBBA Board of Directors may vote by phone, email, or other electronic means if authorized by the President or a majority vote of the Board.

- A. TBBA Board Members shall have at least 24 hours to cast their vote
- B. A vote of two-thirds majority of the TBBA Board of Directors is required for adoption
- C. No discussion is allowed. If discussion is needed, a special meeting shall be held.
- D. The meeting chair shall announce results by phone, email, or other means, as long as by the same means as the vote.
- E. The vote shall be recorded in the minutes of the next TBBA Board of Directors meeting.

10.10 - Recording

Meetings may be recorded by one Board Member, preferably the Secretary, for the purpose of accurately documenting business.

- A. Members shall be notified the meeting is being recorded at the start.
- B. TBBA Board Members may request recording be paused during discussion.
- C. Recordings shall only be used for the purpose of accurately documenting business conducted at the meeting.
- D. Recordings shall be permanently destroyed after minutes are documented.
- E. All other attendees are prohibited from recording meetings.

10.11 - Minutes

All Board Minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion of the minutes confidential.

ARTICLE XI **COMMITTEES**

11.01 - Committees

The TBBA Board may create standing and special committees as may be deemed necessary to promote the objectives and carry on the work of the TBBA.

- A. The President shall be an ex-officio member of all committees except the Nominating and Financial Responsibility/Audit Committee.
- B. The President shall appoint the chair of each committee (with the exception of the Nominating and Financial Responsibility/Audit committee) subject to the approval of the TBBA Board
- C. The chair of each committee shall be an ex-officio member of all subcommittee committees within the respective committee.

11.02 - Eligibility to Serve

- A. Subscribe, believe in, and support the Bylaws of the TBBA.
- B. Be a member of the TBBA if a membership fee is required.
- C. Receive no compensation except reimbursement for reasonable expenses set forth in the TBBA policies and procedures.
- D. The chair shall not have served in the same office for more than two consecutive years.

11.03 - Term

Committee members and the chair shall assume their official duties after their appointment and subsequent Board approval. Committee members and the chair shall serve until the end of the fiscal year or until their committee's purpose is complete, whichever comes first. Anyone who has served more than one-half of a term shall be credited with having served that term.

11.04 - Committee Chair Duties

- A. Have access to a current copy of the TBBA Bylaws
- B. Appoint committee members with the approval of the TBBA Board
- C. Hold meetings to conduct business of the committee
- D. Allow members to have an equal say in the committee decisions
- E. Report back to the TBBA Board the results of committee outcomes
- F. Deliver all official materials to successor or the President within 15 days of the end of term or completion of purpose, whichever comes first

G. Perform duties assigned by the President

11.5 - Quorum

The quorum of any committee shall be a majority of its members.

11.06 - Proxy Voting

There shall be no proxy voting.

ARTICLE XII

BUDGETING, FISCAL ACCOUNTABILITY AND FINANCIAL RESPONSIBILITY/AUDIT COMMITTEE

12.01 - Signers and Non-signers

Signers and non-signers on the bank account shall not be related by blood or marriage and may not reside in the same household.

12.02 - Unbudgeted Expenditures

- A. No unbudgeted expenditures shall be made without approval through a majority vote of the TBBA Board.
 - a. TBBA Board Members may be reimbursed for expenses incurred on behalf of the TBBA as long as the member follows TBBA's official reimbursement process and the reimbursement is not in conflict with TBBA's Bylaws and/or standing rules.

12.03 - Loans

The purpose of this clause is to establish a clear policy prohibiting TBBA from taking out loans or incurring any form of indebtedness on its behalf.

A. Prohibition

- a. TBBA shall not, directly or indirectly, take out loans or borrow money on its behalf.
- b. No individual, officer, or representative of TBBA shall have the authority to create or assume any indebtedness on behalf of TBBA without the explicit approval of the TBBA Board of Directors.

B. Documentation and Transparency

- a. The Board of Directors shall ensure that this prohibition is communicated to all members, officers, and representatives of TBBA.
- b. TBBA shall maintain clear and accurate records of all financial transactions and commitments to prevent unauthorized loans or indebtedness.

12.04 - Check Signatures

Two authorized signatures shall be required on all checks over the amount of \$1,000.

12.05 - Financial Responsibility

TBBA shall adhere to all applicable local, state, and federal laws regarding financial transactions and shall conduct its affairs in a manner consistent with the principles of fiscal responsibility and transparency.

12.06 - Financial Reconciliation/Audit

- A. A financial reconciliation/audit shall be performed for the following events:
 - a. End of the fiscal year
 - b. When any authorized signer is added or deleted on any bank account
 - c. At any time deemed necessary by the President or three or more members, as documented by written request
- B. For the required year-end financial reconciliation/audit, the FRC/Audit Committee shall be formed no later than April 30th.
- C. For any other financial reconciliation/audit events, the FRC/Audit Committee shall be formed within ten days of the event, and the financial reconciliation/audit must occur within 20 days of formation.

12.07 - Financial Responsibility/Audit Committee**A. Purpose**

This committee is responsible for overseeing the financial dealings of TBBA including, but not limited to, ensuring expenditures are appropriate with our Bylaws. In addition, the committee is responsible for the periodic and annual review of TBBA's annual budget.

B. Composition

The FRC/Audit committee shall consist of one Board Member and two general membership members with one alternate that is a Board Member. The President shall not serve as a member of this committee nor appoint any member of this committee.

C. Eligibility

- a. Subscribe to, believe in, and support the Bylaws, purpose, and policies of the TBBA
- b. Join the TBBA if a membership fee is required for membership
- c. Receive no compensation except reimbursement for reasonable expenses as set forth by 12.03 (A)(a) of ARTICLE XII - BUDGETING, FISCAL ACCOUNTABILITY, AND FINANCIAL RESPONSIBILITY/AUDIT COMMITTEE
- d. Not be an authorized signer
- e. Not be the current Secretary
- f. Not be the incoming Treasurer
- g. Not be related by blood or marriage to any other committee member
 - i. Not be related by blood or marriage to anyone defined by 12.07 (C)(d. through f.) of ARTICLE XII - BUDGETING, FISCAL ACCOUNTABILITY, AND FINANCIAL RESPONSIBILITY/AUDIT COMMITTEE
- h. Not reside in the same household as the authorized signers or current Secretary

D. Election of Committee

TBBA recognizes the importance of a well-structured FRC/Audit Committee in the governance process. The Board of Directors of TBBA will convene a meeting for the purpose of nominating and approving candidates to form a FRC/Audit Committee. The formation of the FRC/Audit Committee shall be conducted through a two-thirds majority approval vote of the Board of Directors.

E. Alternates

When there is a vacancy or absence on the FRC/Audit committee, the alternate shall serve

F. Duties

- a. Sign the FRC/Audit committee confidentiality agreement before any discussion takes place
- b. Elect its chair
- c. For all financial reconciliation/audit reviews, ensure due diligence is applied and a comprehensive report of all findings is generated/provided to the Treasurer and subsequently the TBBA Board of Directors

G. Meetings

The FRC/Audit Committee will set up committee meetings to execute the review/audit process based on the needs of the situation.

H. Report of the FRC/Audit Committee

The FRC/Audit Committee shall provide a copy of the committee's findings to the Treasurer following the conclusion of the financial reconciliation/audit. The committee shall review the findings and recommendations noted on the report at the next regularly scheduled TBBA Board Meeting. A member of the FRC/Audit Committee shall present the committee's report for adoption by a majority vote of the members present and voting. The Secretary shall include the report as an attachment to the meeting minutes.

I. Dissolution

Upon completion of the financial reconciliation/audit, the FRC/Audit Committee shall dissolve.

ARTICLE XIII

DOCUMENT RETENTION POLICY

13.01 - Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of TBBA records.

13.02 - Policy**General Guidelines**

From time to time, TBBA may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance and also to accomplish other objectives such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation-relevant documents and any other pertinent factors.

Exception for Litigation Relevant Documents

TBBA expects all Board Members to comply fully with any published records retention or destruction policies and schedules, provided that all Board Members should note the following general exception to any stated destruction schedule: If you believe, or the TBBA informs you, that

corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Minimum Retention Periods for Specific Categories

A. Corporate Documents

Corporate records include TBBA's Articles of Incorporation, Bylaws, and IRS Form 1023, Application for Exemption under Section 501(c)(3). Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

B. Tax Records

Tax records include, but may not be limited to, documents concerning expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

C. Board and Board Committee Materials

Meeting minutes should be retained in perpetuity in the corporation's minute book as well as a digital copy stored on the TBBA-MINUTES share. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by TBBA.

D. Press Releases/Public Filings

TBBA should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against TBBA.

E. Legal Files

Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

F. Contracts

Final, execution copies of all contracts entered into by the corporation should be retained. TBBA should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

G. Correspondence

Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

H. Banking and Accounting

Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips, and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

I. Insurance

Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

J. Audit Records

External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Electronic Mail. E-mail that needs to be saved:

- A. Printed in hard copy and kept in the appropriate file
- B. Downloaded to a computer file and kept electronically or on disk as a separate file. The

retention period depends upon the subject matter of the e-mail, as covered elsewhere in the Bylaws or Standing Rules.

ARTICLE XIV

DATA CLASSIFICATION POLICY

14.01 - Purpose

TBBA Data is information generated by or for, owned by, or otherwise in the possession of TBBA that is related to TBBA activities. TBBA Data may exist in any format (i.e. electronic, paper) and includes, but is not limited to, day to day operations, financial, and any other CHS Titan band-related data, as well as the computing infrastructure and program code that supports the business of TBBA.

In order to effectively secure TBBA Data, we must have a vocabulary that we can use to describe the data and quantify the amount of protection required. This policy defines four categories into which all TBBA Data can be divided:

- Public
- Internal
- Confidential
- Restricted

TBBA Data that is classified as Public may be disclosed to any person regardless of their affiliation with the TBBA. All other TBBA Data is considered Sensitive Information and must be protected appropriately. This document provides definitions for and examples of each of the four categories.

The various business functions of TBBA have a multitude of types of documents and data. When classifying data, each Board Member should weigh the risk created by an unintended disclosure, modification, or loss against the need to encourage open discussion, improve efficiency, and further TBBA's goals of the creation and dissemination of knowledge. TBBA Board Members should be particularly mindful to protect sensitive personal information such as Social Security Numbers, drivers' license numbers, and financial account numbers, disclosure of which may create the risk of identity theft.

Some information could be classified differently at different times. For example, information that was once considered to be Confidential data may become Public data once it has been appropriately disclosed. Everyone with access to TBBA Data should exercise good judgment in handling sensitive information and seek guidance from management as needed.

14.02 - Scope

This classification scheme is to be applied to all TBBA Data, both physical and electronic. No data item is too small to be classified.

14.03 - Classification Levels

Public

Public data is information that may be disclosed to any person regardless of their affiliation with TBBA. The Public classification is not limited to data that is of public interest or intended to be distributed to the public; the classification applies to data that do not require any level of protection from disclosure. While it may be necessary to protect original (source) documents from unauthorized modification, Public data may be shared with a broad audience both within and outside of TBBA, and no steps need be taken to prevent its distribution.

Examples of Public data include press releases and other general information that is openly shared. The type of information TBBA would choose to post on its website is a good example of Public data.

Internal

Internal data is information that is potentially sensitive and is not intended to be shared with the public. Internal data generally should not be disclosed outside of TBBA without the permission of the person or group that created the data. It is the responsibility of the data owner to designate information as Internal where appropriate. If you have questions about whether information is Internal or how to treat Internal data, you should talk to the technology officer (CTO).

Examples of Internal data include some memos and correspondence; contact lists that contain information that is not publicly available, and procedural documentation that should remain private.

Confidential

Confidential data is information that, if made available to unauthorized parties, may adversely affect individuals or the business of TBBA. This classification also includes data that TBBA is required to keep confidential, either by law or under a confidentiality agreement with a third party such as a vendor. This information should be protected against unauthorized disclosure or modification. Confidential data should be used only when necessary for business purposes and should be protected both when it is in use and when it is being stored or transported. Any unauthorized disclosure or loss of Confidential data must be reported to the technology officer via cto@centennialband.com.

Examples of Confidential data include the following:

- Personally identifiable information entrusted to our care that is not otherwise categorized as Restricted data
- Legally privileged information
- Information that is the subject of a confidentiality agreement

Restricted

Restricted data includes any information that TBBA has a contractual, legal, or regulatory obligation to safeguard in the most stringent manner. In some cases, unauthorized disclosure or loss of this data would require TBBA to notify the affected individual and state or federal authorities. In some cases, modification of the data would require informing the affected individual.

TBBA's obligations will depend on the particular data and the relevant contract or laws. The Minimum Security Standards sets a baseline for all Restricted data. Systems and processes protecting the following types of data need to meet that baseline:

- Personally Identifiable Information (PII) covered under Texas General Law, including an individual's name plus the individual's Social Security Number, driver's license number, or a financial account number.
- Unencrypted data used to authenticate or authorize individuals to use electronic resources, such as passwords, keys, and other electronic tokens.
- An Individual's biometric data (e.g., fingerprints, face scans, etc.) stored for authentication purposes.

Restricted data should be used only when no alternative exists and must be carefully protected. Any unauthorized disclosure, unauthorized modification, or loss of Restricted data must be reported to the technology officer via cto@centennialband.com.

14.04 - Resolving Conflicts between this Guideline and Other Regulations

Some data may be subject to specific protection requirements under a contract or according to a law or regulation not described here. In those circumstances, the most restrictive protection requirements should apply. If you have questions, please contact the technology officer via cto@centennialband.com.

14.05 - Adherence to Policy

Failure to comply with this data classification and protection standard may result in harm to individuals, organizations, and/or TBBA. The unauthorized or unacceptable use of TBBA Data, including the failure to comply with these standards, constitutes a violation of TBBA policy and may subject the User to revocation of the privilege to use TBBA Data or Information Technology or disciplinary action up to and including the Board Member(s) removal from the TBBA Board of Directors.

ARTICLE XV

ELECTRONIC COMMUNICATION AND SOCIAL MEDIA

15.01 – Purpose

TBBA recognizes the prevalence of electronic communication and social media in today's world. While TBBA acknowledges the value of these methods of communication, TBBA also realizes that there are associated risks that must be considered with these methods of communication.

15.02 – General Content

All TBBA communications must be professional in nature and for the purpose of communicating information about CHS Titan Band and TBBA related activities. The content and intent of all electronic communications leveraged by TBBA for TBBA/CHS Titan Band communication must minimally adhere to the following principles:

- A. Shall not contain or relate to any of the following:
 - a. Drugs or alcohol use
 - b. Sexually oriented conversation
 - c. Sexually explicit language
 - d. Sexual activity

- e. The Board Member's personal life, social activities, relationship or family issues, or personal problems
- f. Inappropriate or sexually explicit pictures

The guiding principle to always use in communication is to ask: "Is this communication something that someone else would find appropriate or acceptable in a face-to-face meeting?" or "Is this something you would be comfortable saying out loud to the intended recipient of your communication?"

15.03 – T.A.P.

With respect to electronic communications, a simple test that can be used in most cases is whether the electronic communication is Transparent, Accessible, and Professional.

Transparent:

All electronic communication is to be transparent. Your communication should not only be clear and direct but also free of hidden meanings, innuendo, and expectations.

Accessible:

All electronic communication should be considered a matter of record and part of TBBA's records. Whenever possible, include other TBBA Board Members in the communication so there is no question regarding accessibility.

Professional:

All electronic communication shall be conducted professionally as a representative of TBBA. This includes word choice, tone, grammar, and subject matter that model the standards and integrity of a Board Member.

If your communication meets all three of the T.A.P. criteria, then it is likely your method and manner of communication will be appropriate.

15.04 - Misconduct

Because electronic communications and social media can be used to commit misconduct (e.g., emotional, sexual, bullying, harassment, etc.), such communications by TBBA Board Members will not be tolerated and are considered a violation of the policy.

15.05 – Adherence to Policy

Failure to comply with this electronic communications and social media standard may result in harm to individuals, organizations, and/or TBBA. Failure to comply with this standard constitutes a violation of TBBA policy and may be subject to disciplinary action, up to and including the Board Member(s) removal from the TBBA Board of Directors.

ARTICLE XVI
INFORMATION TECHNOLOGY SYSTEMS MANAGEMENT
POLICY

16.01 - Purpose

Information technology systems are computer-based systems/platforms that can reside on premise and/or in the cloud that TBBA leverages in the day-to-day operations of TBBA in support of the Centennial HS Titan Band. This policy defines responsibility for these information technology systems/platforms.

16.02 - Systems Management Policy

All information systems/platforms, social media, blogs, etc. leveraged by TBBA shall be managed by designated TBBA Board Members only. This policy includes systems like, but is not limited to, the following:

- A. Productivity and email systems (e.g., All Google Workspace components)
- B. Photo repository systems (e.g., SmugMug)
- C. DNS (Domain Name System) and website hosting (e.g., Wix)
- D. Official CHS Titan Band websites (e.g., centennialband.com)
- E. Domain registration and SSL certificates (e.g., GoDaddy)
- F. Social Media (e.g., The official CHS Titan Band Facebook, Instagram pages, X (formerly Twitter))
- G. Video streaming (e.g., The official CHS Titan Band YouTube channel)
- H. Password management systems (e.g., 1Password)

ARTICLE XVII
INFORMATION TECHNOLOGY SYSTEM USER AND
PRIVILEGED USER PASSWORD MANAGEMENT POLICY

17.01 - Purpose

This policy defines the requirements for establishing and maintaining account settings for all privileged accounts on all TBBA leveraged information technology systems/platforms.

17.02 - Scope

This policy applies to all TBBA roles responsible for setting up and maintaining privileged accounts related to TBBA electronic information resources. Resources include any systems managed by TBBA, both on-premise and in the cloud.

17.03 - Policy

- A. **Default Password Changes**
All vendor-supplied default passwords must be changed before any system is used for TBBA business.
- B. **Privileged User ID Review**
Before any information technology system/platform is implemented at TBBA, all privileged user IDs must have their passwords changed to large random values. These should be recorded in the privileged access management system with appropriate permissions for the TBBA Board Member responsible for managing these accounts.
- C. **Password Categorization**

- a. **User Account Passwords** - A password is a “secret” that allows the use of an account. A user account is typically tied to a unique individual, for example, an Active Directory user account. Therefore, that password determines a human identity and the password is the secret known by the human that connects that human to the system. A goal is to strive for as few user account passwords per human user as possible; ideally, a single user account password should be maintained per human user.
- b. **Privileged Account Passwords** - Privileged account passwords provide administrative or specialized levels of access to enterprise systems and sensitive data based on higher levels of permissions. A privileged account can be associated with a human being or non-human IT system.

D. Password Composition

- a. **Role-Based Password Length** - The minimum length for fixed passwords, or passwords created by users, must be set to 10 for TBBA user accounts and 16 for administrator and other privileged user IDs.
- b. **User Account Password Complexity** - All user-chosen passwords for user accounts must meet the following complexity requirements:
 - i. Must contain at least one alphabetic, one numeric, and one symbol character.
 - ii. Must be at least 10 characters in length.
 - iii. Ideally passphrases should be used to increase length. Increased length provides more security than complexity and is easier for a human to memorize.
- c. **Privileged Account Password Complexity** - These passwords should be optimized for the maximum lengths of the platform. Random passwords should be generated between 80 and 127 characters in length to provide the maximum security. The following requirements should be followed for privileged account passwords:
 - i. Must be at least 16 characters in length.
 - ii. Maximize the possible length of password for each platform.
 - iii. Passphrases *should not be used* to avoid memorization.
 - iv. Should have a complete mix of upper case, lower case, numbers, and symbols.

E. Null Passwords Always Prohibited

At no time may any Systems Administrator or Security Administrator enable any user ID that permits password length to be zero (a null or blank password).

F. Enforce Password Complexity

All passwords must meet the above complexity requirements, and this complexity must always be checked automatically at the time the password is created or changed.

G. Password Change Interval

- a. **User Account Password Changes**

User passwords must be changed at least once every 180 days. Users may be required to change passwords, or this may be done automatically.
- b. **User Account Password Change Reuse**

Users must not be permitted to reuse their password. This requirement is only helpful for passwords that users are memorizing (user accounts) and is used to

prevent users from changing the password multiple times back to a previously used password (therefore defeating the requirement to change the password).

c. **Privileged Account Password Changes**

All privileged accounts must be automatically required to change their passwords at least once every 90 days. This time interval should be set based on an internal risk assessment for any potential disruption to TBBA. An organizational administration account password change would have zero disruption to the business and is very high risk. These accounts should have their passwords changed as often as possible – ideally after every use to reduce exposure to abuse, misuse, or exploits.

H. **Compromised Passwords**

a. **Password Changes After Privileged User Credential Compromise**

If a privileged user credential has been compromised by an intruder or another type of unauthorized user, all passwords on that system and any related systems must be immediately changed.

b. **Fixed Password Change Confirmation**

The technology officer via cto@centennialband.com must be immediately notified when fixed passwords are changed or updated outside of the central privileged access management system. (e.g., Password for the administrative account is reset on Wix.com)

I. **Acceptable Use of Accounts**

a. **User Account Password Sharing**

User account passwords must never be shared or revealed to anyone other than the authorized user. If they are shared, then they are no longer considered a user account since the identity of the user is not known.

b. **Privileged Account Password Sharing**

Privileged account passwords should not be shared, and each privileged account must have a unique password. Passwords for privileged accounts can be shared among administrators only if controls are in place to know which administrator is using the account at any one time. This must include full auditing and non-repudiation mechanisms.

c. **Password Display and Printing**

The display and printing of account passwords must be masked, suppressed, or otherwise obscured so that unauthorized parties will not be able to observe or subsequently recover them. Any display of a privileged account password to a user must be audited and the password should be changed after it has been used.

J. **Privileged Account Approval**

a. **Privileged Account Requirements**

All privileged accounts on TBBA systems must employ greater security than non-privileged accounts. This includes longer, more secure passwords and greater audit accountability.

b. **Privileged User Account Approval**

The creation or modification of privileged user accounts must be approved by at least three TBBA Board Members: the technology officer and two other TBBA Board Members. System administrators/technology officers must not be allowed to create other privileged accounts without authorization.

c. **Number of Privileged User IDs**

The number of privileged user IDs must be strictly limited to those individuals who absolutely must have such privileges for authorized business purposes.

d. **Role-Based Account Privileges**

To facilitate secure management of systems, wherever possible, privileged accounts must be defined based on the specific role of the system administrator.

K. Privileged Account Construction

a. **Privileged User ID Construction**

All privileged user IDs on TBBA information technology systems must be constructed according to the TBBA user ID construction standard and must conform to one of the following:

- i. Must clearly define the account (i.e., purpose of the account, type of account, etc.)
- ii. Must be managed in a system that can clearly associate a single user account to each use of the privileged account to document accountability for the use of the privileged ID

b. **Service Account Governance**

User IDs for service accounts and other application accounts should also follow the TBBA naming convention and requirements outlined in ARTICLE XVII INFORMATION TECHNOLOGY SYSTEM USER AND PRIVILEGED USER PASSWORD MANAGEMENT POLICY 17.03 K(a) above.

c. **Generic User IDs**

Generic user ID creation must be based on job function, organizational title or role, descriptive of a project, and anonymous must be avoided wherever possible. (e.g., president@centennialband.com)

d. **Separate System Administrator User IDs**

System administrators managing information technology systems with more than one user must have at least two user IDs, one that provides privileged access and is logged and the other that provides the privileges of a normal user for day-to-day work.

L. Privileged Access Management

a. **Central Management System**

All privileged accounts on TBBA information technology systems must minimally be vaulted in a central password management system. This system must provide an audit trail that tracks specific additions, changes, and deletions.

b. **Password Vault**

The technology officer and designated TBBA Board Members must have access to a vault system that enables access to privileged accounts and passwords.

c. **Password Vault Encryption**

TBBA must maintain any credentials stored in a central management system within an encrypted password vault using strong encryption algorithms that meet compliance and/or regulatory requirements.

d. **Privileged Account Inventory**

TBBA must maintain an inventory of all accounts with privileged access to information technology systems.

e. **Account Inventory Update**

The privileged account inventory must be updated at least quarterly to identify new or changed accounts.

f. **Inactive Account Maintenance**

All inactive accounts over 90 days old must be either removed or suspended/disabled.

M. **Privileged Account Logging**

a. **Privileged User ID Activity Logging**

All user ID creation, deletion, and privilege change activity performed by systems administrators and others with privileged user IDs must be securely logged.

b. **Privileged User ID Activity Log Review**

All logs recording privileged ID activity must be reviewed at least quarterly via periodic management reports.

17.04 - Adherence to Policy

Failure to comply with this user and privileged user account password management standard may result in harm to individuals, organizations, and/or TBBA. Failure to comply with this standard constitutes a violation of TBBA policy and may be subject to disciplinary action, up to and including the Board Member(s) removal from the TBBA Board of Directors. TBBA reserves the right to notify the appropriate law enforcement authorities of any unlawful activity and to cooperate in any investigation of such activity. TBBA does not consider conduct in violation of this policy to be within a Board Member's course and scope of service.

17.05 - Definitions

Account (User ID or Username) – A unique string of characters assigned to a user by which a person is identified to a computer system or network. A user commonly must enter both a user ID and a password as an authentication mechanism during the logon process.

Fixed Password – A password created by a user for an account or credential.

Least Privilege – Least privilege means that for each task or process, the user or system is granted the minimum rights required to perform the task.

Password – An arbitrary string of characters that is used to authenticate an account when attempting to log on to prevent unauthorized access to the account.

Privileged Account – An account that can either be a user account on any system that has system privileges beyond those of a normal user or an account that does not represent a human use. Privileged accounts are typically not assigned to a user, but can, in some cases, be dedicated user accounts that are given more permissions than a typical user account.

System Administrator – A TBBA Board Member who is responsible for managing a TBBA multi-user computing environment. The responsibilities of the system administrator typically include configuring systems/platforms, establishing and managing user accounts, and managing backup and recovery tasks.

ARTICLE XVIII
TRANSPARENCY AND ACCOUNTABILITY
DISCLOSURE OF FINANCIAL INFORMATION WITH THE
PUBLIC

18.01 - Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, TBBA practices and encourages transparency and accountability to the general public. This policy will do the following:

- A. Indicate which documents and materials produced by TBBA are presumptively open to Board Members and/or the public
- B. Indicate which documents and materials produced by TBBA are presumptively closed to Board Members and/or the public
- C. Specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

18.02 - IRS documents (The form 990 and the form 1023), Financial, and Bylaws/Standing Rules

- A. TBBA shall provide its Internal Revenue forms (990, 990-T, and 1023) and financial statements to the general public for inspection free of charge.
- B. The TBBA Bylaws & Standing Rules shall always be made available in electronic format to the Board of Directors, FISS employees, Frisco Centennial High School Staff, and general public upon request.

18.03 - Means and Conditions of Disclosure

TBBA shall make "Widely Available" the aforementioned documents on its internet website, centennialband.com, to be viewed and inspected by the general public.

- A. The documents shall be posted in a format that allows an individual using the Internet to access, download, view, and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements such as contributor lists).
- B. The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- C. TBBA shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- D. TBBA shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

18.04 - IRS Annual Information Returns (Form 990)

TBBA shall submit the Form 990 to its Board of Directors prior to the filing of the Form 990. While neither the approval of the Form 990 nor a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the Board of Directors via hard copy or email at least 10 days before the Form 990 is filed with the IRS.

18.05 - Board

- A. All Board Minutes shall be open to the public once accepted by the Board, except where the Board passes a motion to make any specific portion confidential.

- B. All papers and materials considered by the Board shall be open to the public following the meeting at which they are considered, except where the Board passes a motion to make any specific paper or material confidential.

18.06 - Donor Records

- A. All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- B. No donor records shall be made available to any other person outside TBBA except the authorized governmental agencies.

ARTICLE XIX RULES OF ORDER

19.01 - Parliamentary Guidelines

Robert's Rules of Order (Newly Revised) shall govern this Association in all cases when applicable and when they are inconsistent with the Bylaws.

ARTICLE XX CONFLICT OF INTEREST

20.01 - Purpose

The purpose of this Conflict of Interest Clause is to establish guidelines and procedures for the identification, disclosure, and management of conflicts of interest within the TBBA to ensure the organization's best interests are prioritized in decision-making processes.

20.02 - Definition of Conflict of Interest

A conflict of interest at TBBA arises when an individual's personal or financial interests, or those of a close associate, may compromise or appear to compromise their ability to act in the best interest of the Titan Band Booster Association.

20.03 - Identification and Disclosure

- A. Board Members and volunteers of TBBA shall promptly disclose any actual or potential conflicts of interest to the TBBA Board of Directors.
- B. The disclosure shall include all relevant facts about the financial or other interest that could reasonably be construed as conflicting with the best interests of the TBBA.

20.04 - Review and Determination

- A. The Board of Directors of TBBA shall review all disclosures of conflicts of interest to determine whether a conflict exists.
- B. If a conflict is identified, the affected individual shall recuse themselves from any discussions or decisions related to the matter in question.

20.05 - Management of Conflicts

- A. The Board of Directors shall take appropriate actions to manage conflicts of interest, which may include, but are not limited to, the following:
 - a. Abstaining from voting on or participating in discussions related to the conflicted matter.

- b. Seeking alternative solutions that do not pose a conflict.
 - c. Requiring divestment of the conflicting interest.
- B. In cases where the conflict is significant and cannot be adequately managed, the affected individual may be asked to resign from their position with TBBA.

20.06 - Documentation

All disclosures, determinations, and actions taken to manage conflicts of interest shall be documented in the minutes of the TBBA Board Meeting.

20.07 - Periodic Review

The Board of Directors of TBBA shall conduct an annual review of this conflict of interest policy to ensure its effectiveness and make any necessary revisions.

20.08 - Confidentiality

All disclosures and discussions related to conflicts of interest within TBBA shall be treated with the utmost confidentiality, and only individuals directly involved in the resolution process shall have access to such information.

20.09 - Legal Compliance

TBBA shall comply with all applicable laws and regulations related to conflicts of interest, including any reporting requirements to regulatory authorities.

ARTICLE XXI

INDEMNIFICATION

21.01 - Purpose

The purpose of this Indemnification Clause is to provide indemnification and protection to the Board of Directors and volunteers of the TBBA to the fullest extent permitted by law for actions taken in good faith on behalf of TBBA.

21.02 - Indemnification

TBBA shall indemnify, to the fullest extent permitted by law, any Board Member or volunteer (each, an "Indemnitee") against all expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with any threatened, pending, or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) in which the Indemnitee may become involved by reason of their association with TBBA.

21.03 - Qualifications for Indemnification

- A. Indemnification under this clause shall be provided only if the Indemnitee acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of TBBA.
- B. Indemnification shall not be provided in respect to matters for which the Indemnitee has been adjudged liable to TBBA for negligence, misconduct, or other breach of duty.

21.04 - Advancement of Expenses

Expenses incurred by an Indemnitee in defending a civil or criminal action, suit, or proceeding may be advanced by TBBA prior to the final disposition of such action, suit, or proceeding upon

receipt of an undertaking by or on behalf of the Indemnitee to repay such amount if it is ultimately determined that the Indemnitee is not entitled to indemnification.

21.05 - Non-Exclusivity

The indemnification and advancement of expenses provided under this clause shall not be deemed exclusive of any other rights to which an Indemnitee may be entitled under any bylaw, agreement, vote of Board Members or otherwise, both as to action in their official capacity and as to action in another capacity while holding their position as an Indemnitee.

21.06 - Insurance

TBBA may purchase and maintain insurance on behalf of any person who is or was an Indemnitee against any liability asserted against them and incurred by them in their capacity as an Indemnitee, or arising out of their status as such, whether or not TBBA would have the power to indemnify them against such liability under the provisions of this clause.

21.07 - Severability

If any provision of this Indemnification Clause or its application to any person or circumstances is held invalid, the remainder of the clause or the application of the provisions to other persons or circumstances shall not be affected.

ARTICLE XXII WHISTLEBLOWER

22.01 - Whistleblower

TBBA requires and encourages its Board Members to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The representatives of TBBA must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of TBBA to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all Board Members is necessary to achieve compliance with various laws and regulations.

22.02 - Reporting Violations

If any Board Member reasonably believes that some policy, practice, or activity of TBBA is in violation of law, a written complaint must be filed by that person with the Vice President or the Board President.

22.03 - Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

22.04 - Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of TBBA and provides the TBBA with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

TBBA shall not retaliate against any Board Member who, in good faith, has made a protest or raised

a complaint against some practice of TBBA or of another individual or entity with whom TBBA has a business relationship on the basis of a reasonable belief that the practice is in violation of law or a clear mandate of public policy.

TBBA shall not retaliate against any Board Member who discloses or threatens to disclose to a supervisor or a public body any activity, policy, or practice of TBBA that the individual reasonably believes is in violation of a law, a rule, or a regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

22.05 - Whistleblower Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

22.06 - Handling of Reported Violations

The Board President or Vice President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and the executive committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all Board Members, and they shall have the opportunity to ask questions about the policy.

ARTICLE XXIII **CONFIDENTIALITY**

23.01 – Confidentiality Policy

Respecting the privacy of our Board Members, volunteers, vendors, and of TBBA itself is a basic value of TBBA. Personal and financial information are classified either as confidential or restricted and should not be disclosed or discussed with anyone without permission or authorization from the President with a majority Board vote of approval. Care shall also be taken to ensure that unauthorized individuals do not overhear any discussion of confidential information and that documents containing confidential information are not left in the open or inadvertently shared.

TBBA Board Members and volunteers of TBBA may be exposed to information that is confidential and/or privileged in nature. It is the policy of TBBA that such information must be kept confidential both during and after Board Member/volunteer service. TBBA Board Members are expected to return materials containing privileged or confidential information at the time of separation or expiration of service.

23.02 – Adherence to Policy

Unauthorized disclosure of confidential or privileged information is a serious violation of this policy and will subject the person(s) who made the unauthorized disclosure to disciplinary action, up to and including (in the case of a Board Member) the Board Member(s) removal from the TBBA Board of Directors.

ARTICLE XXIV

VENDOR SELECTION PROCESS POLICY

24.01 - Purpose

The purpose of this Vendor Selection Process is to establish a systematic and transparent procedure/policy for the selection of vendors by TBBA. This process aims to ensure the procurement of goods and services that align with TBBA's values, goals, and regulatory requirements.

24.02 - Vendor Selection Committee

- A. The TBBA Board of Directors shall form a Vendor Selection Committee.
- B. The Vendor Selection Committee shall be responsible for overseeing the vendor selection process and ensuring compliance with applicable laws, regulations, and corporate policies.

24.03 - Vendor Evaluation Criteria

- A. The Vendor Selection Committee shall establish and periodically review criteria for evaluating and selecting vendors. These criteria may include, but are not limited to, cost competitiveness, quality of products or services, reputation, financial stability, and compliance with ethical and sustainability standards.
- B. The Vendor Selection Committee may consult with other Board Members or volunteers within TBBA to determine specific criteria for each procurement.

24.04 - Request for Proposals (RFP) or Quotations

- A. TBBA shall, whenever feasible and appropriate, issue a Request for Proposals (RFP) or quotations to potential vendors.
- B. The RFP or quotations shall clearly outline the TBBA's requirements, evaluation criteria, and any other relevant information.

24.05 - Vendor Selection Process

- A. The Vendor Selection Committee shall review and evaluate all proposals or quotations received in response to the RFP.
- B. The Vendor Selection Committee may conduct interviews or seek additional information from vendors as part of the evaluation process.
- C. Based on the evaluation, the Vendor Selection Committee shall recommend the selection of the vendor(s) that best meet the TBBA's needs and criteria.

24.05 - Board Approval

- A. The Vendor Selection Committee shall present its recommendations to the Board of Directors for approval.
- B. TBBA Board of Directors shall review the Vendor Selection Committee's recommendations and may approve, modify, or reject the proposed vendor selection.
 - a. Approval of the Vendor Selection Committee's recommendations requires a two-thirds majority approval vote.

24.05 - Documentation and Transparency

- A. TBBA shall maintain detailed records of the vendor selection process, including the RFP, evaluation criteria, vendor proposals, Vendor Selection Committee recommendations, and Board of Directors approvals.
- B. TBBA shall strive for transparency in the vendor selection process, providing information to stakeholders as required by applicable laws and regulations.

24.06 - Conflict of Interest

- A. Vendor Selection Committee members and individuals involved in the vendor selection process shall disclose any potential conflicts of interest and refrain from participating in the evaluation or selection of vendors where such conflicts exist.
- B. TBBA shall take appropriate measures to address and mitigate conflicts of interest in the vendor selection process.

ARTICLE XXV **AMENDMENTS**

25.01 - Bylaws Amendments

- A. These Bylaws shall be reviewed by the Board of Directors at a minimum annually, prior to the end of the fiscal Board year.
- B. These Bylaws may be amended, altered, repealed, or restated by a two-thirds majority approval vote of the TBBA Board of Directors at any meeting of the Board, provided, however,
 - a. that no amendment shall be made to these Bylaws that would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Federal tax code; and
 - b. that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a two-thirds majority vote of a quorum of Directors at a Board Meeting; and
 - c. that all amendments be consistent with the Articles of Incorporation.
- C. Notice of each proposed amendment shall be provided to Board Members through regular publicity channels including a TBBA Google Board Space, official Board email, and/or a physical copy 30 days prior to the meeting at which the amendment(s) are voted upon.