

BVA Marching Band Boosters, Inc.
By-Laws

ARTICLE I. NAME.

The name of this organization shall be “BVA Marching Band Boosters, Inc.”

ARTICLE II. MISSION.

The mission of BVA Marching Band Boosters, Inc. (hereafter referred to as “the Corporation”) is:

To foster and maintain enthusiastic interest in the various phases of the Marching Band of the Belle Vernon Area High School. The Marching Band is defined as: instrumentalists, auxiliaries (dance team, majorettes, color guard, and honor guard, as established and determined by the Band Director and/or the School Administration) and band managers.

To lend all possible support-- moral, educational, physical and financial-- to the Marching Band of the Belle Vernon Area High School, including, but not limited to, providing chaperone and similar type services to the Marching Band, hosting events, providing accessories, items and services for the benefit of the members of the Marching Band based on the availability of funds.

To cooperate with and assist those in charge of the Marching Band, the School Board, and the Administration, to ensure that this program is at the highest possible degree of performance and efficiency, and to maintain an organization which will help promote and enhance the general activities of the Marching Band.

To exist solely for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation shall not directly or indirectly participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or opposed to any candidate for public office. The Corporation shall not have objectives or engage in activities which would characterize it as an “action” organization as that term is defined in Treasury Regulation 1.501 (c) (3) – 1(c) (3).

To conduct the affairs of the Corporation so that no distinction shall be made as to race, color, creed, sex, age or handicap with regard to membership or delivery of services.

ARTICLE III. MEMBERSHIP AND DUES.

The membership of this organization shall be open to anyone interested in the progress and development of the Marching Band program in the Belle Vernon Area High School. The initial membership of this Corporation shall consist of all those who are currently members in good standing of the BVA Band Parents organization who wish to transfer their membership to this Corporation.

The membership dues shall be as established by the Board in the Standing Rules of the organization as may be amended from time to time. Individuals will be considered Active Members upon payment of current year's dues. The "current year" shall begin on July 1st of each year. Active Members are voting members. Membership closes, and payment must be made, as of December 31st of the current school year.

Each officer and committee chairperson must be a parent or legal guardian of a student currently in the Marching Band and must be a current member in good standing of this Corporation at the time of his or her nomination or appointment to the Board or standing committee, and must continue to maintain active membership throughout his or her term of office. The Financial Secretary, or such other person as may be appointed by the Executive Board, shall maintain a complete and accurate record of all members. In the event that the child of an officer or member of the Board should quit the band during that officer or Board member's term, the officer or Board member shall forfeit his or her position as an officer or Board member.

ARTICLE IV. OFFICERS

The officers of this organization shall be: President, Vice President, Secretary, Financial Secretary, and Treasurer. No office shall be held by any one person for more than two consecutive years. To be nominated for the office of President, an individual must have been on the Executive Board in the year immediately preceding the nomination, unless no such member of the Executive Board is willing to accept the nomination. No person shall hold more than one officer position simultaneously, unless that should become necessary temporarily because of an unplanned vacancy in that office, which vacancy shall be filled as promptly as possible in accordance with these By-Laws. Each officer shall serve for a term of approximately one (1) year commencing immediately after his or her installation, which installation shall occur immediately after the elections held in accordance with Article IX of these By-Laws. All officers shall be elected to their respective offices in accordance with these By-Laws.

ARTICLE V. DUTIES OF OFFICERS

SECTION I

The President shall be considered as the Chief Executive Officer of the Corporation; shall preside over all meetings of the Board and the membership; shall have the powers and duties of management and direction as are usually vested in the office of President and CEO of a

Corporation; shall sign all official documents, contracts, titles, and any other kind of binding written document in behalf of the Corporation as may be approved by the Board of Directors in accordance with these By-Laws; and shall be ex-officio of all committees.

SECTION II

The Vice President shall assume all duties and authority of the President in his or her absence; shall oversee the activities of the Fundraising/Special Events Committee; shall solicit bids from tour companies regarding the Marching Band's trip; shall serve as Tour Sponsor for the trip; and shall perform such additional duties as may be designated by the President and/or the Executive Board from time to time.

SECTION III

The Secretary shall keep all the minutes of all meetings and shall attend to all correspondence and publicity. The Secretary shall compile and publish a newsletter on a regular basis.

SECTION IV

The Financial Secretary shall keep an accurate record of all receipts and disbursements, showing each activity separately. He or she shall also keep a complete record of all the organizations' funds and shall present a financial statement at every meeting. The Financial Secretary shall receive all bank statements and all canceled checks, and shall arrange for an audit of all accounts at the end of each school year. The Financial Secretary shall keep an accurate record of all student credits. The Financial Secretary shall attend all hoagie sales and collect all hoagie sales proceeds money and issue the Hoagie Sale reports.

SECTION V

The Treasurer shall receive and deposit all funds of the organization. The Treasurer shall keep a record of all disbursements on a financial ledger for the Executive Board. All membership dues, fundraising money, donations, etc. collected will be turned over to the Treasurer for deposit. All bills will be turned over to the Treasurer for payment.

The Treasurer shall arrange for a Bonding Policy annually; the bond will cover all officers and members handling Band Parents funds.

SECTION VI

All checks must carry three (3) of the following signatures: President, Financial Secretary, Treasurer, or Band Director. Spouses cannot both be authorized to sign checks.

Spouses shall not hold the offices of Financial Secretary and Treasurer simultaneously.

ARTICLE VI. BOARD OF DIRECTORS.

SECTION I

The Executive Board of Directors shall consist of all the Officers (See Article IV) and the Band Director, or, in the absence of the Band Director, the Assistant Band Director.

SECTION II

The Voting Board shall consist of the Executive Board as defined in Section I of this Article, together with the Chairpersons of the Hoagies, Concessions and Fundraising/Special Events Committees, which Committees are hereby designated as the Permanent Committees.

SECTION III

The Executive Board of Directors shall, by majority vote, select the Chairpersons and members of the Hoagies, Concessions and Fundraising/Special Events Committees, which are hereby designated as the Permanent Committees; shall determine and create such other Committees as it may deem appropriate; shall select people to fill those other Committees, including selecting Chairpersons and Assistant Chairperson of those Committees; shall appoint a Safety Director who shall be a member of the General Board of Directors; shall adopt the Standing Rules of the Organization which shall remain in effect until amended or modified or replaced by the Executive Board in its discretion from time to time; and shall select people to fill vacated offices temporarily until such Office is filled through an election as provided in these By-Laws. Each committee shall have a Chairperson and may have, as determined by the Executive board, one or two Assistant Chairperson. In the absence of the Chairperson at a meeting of the Board, an Assistant Chairperson of a committee represented on the Voting Board may exercise a right to vote at a meeting of the Board of Directors. However, each committee shall have only one (1) vote. Adopted with these By-Laws is the initial set of Standing Rules for the Corporation, a copy of which is attached hereto.

SECTION IV

The Voting Board of Directors shall, by majority vote, unless otherwise specified in these By-Laws, establish the policies and transact the business of the Corporation, which shall include, but is not limited to, approving the plans of the committees, approving and making arrangements for the annual band trip, approving all expenditures of the organization, and approving all fundraising projects.

SECTION V

A quorum of the Voting Board of Directors shall consist of 6 members.

SECTION VI

The General Board of Directors shall be comprised of the following:

The Voting Board of Directors (See Section II of this Article);
Committee members of the Permanent Committees (See Section II of this Article) in addition to the Chairpersons of those Permanent Committees (which Chairpersons are members of the Voting Board);
The Assistant Director;
The Auxiliary Sponsors;
The Chairpersons and Assistant Chairpersons of such other Committees as may be established by the Executive Board of Directors pursuant to Section III of this Article;
The Safety Director, to be appointed by the Executive Board pursuant to Article VI, Section III.

Those members of the General Board of Directors who are not members of the Voting Board shall have the power, right and authority to participate in discussions of issues pending before the Board of Directors, but shall not have the right to participate in voting on such issues or to make motions or resolutions or to second the same.

PROVIDED, that nothing herein is intended to preclude a non-voting member of the General Board of Directors from suggesting or recommending motions or resolutions for adoption by the Voting Board. However, such Motion or Resolution may not be considered by the Voting Board of Directors unless the Motion or Resolution is made and seconded by a member of the Voting Board of Directors.

SECTION VII

The General Board of Directors, The Executive Board of Directors and the Voting Board of Directors shall have the power and authority by majority vote of the Voting Board members present at a meeting to go into Executive Session to discuss legal issues, personnel issues, or issues of a sensitive personal nature involving members or students. Minutes of those Executive Sessions will be maintained separately.

SECTION VIII

The members of the General Board of Directors shall act as chaperones and participate in activities and functions to support the objectives listed. The spouse of the Director and Assistant Director shall also be eligible to serve as chaperones. All chaperones shall be required to have all clearances required by law. Due to financial constraints, the number of chaperones participating in the spring trip may have to be limited. The Executive Board shall make the final determination as to which chaperones shall be entitled to have their trip expenses paid for by the Corporation.

SECTION IX

Meetings of the General Board of Directors shall normally be held monthly on dates to be determined by the Executive Board of Directors, with the exception of December, when there shall not be a regular meeting of the Board unless the President should determine that such a meeting is necessary. A schedule of regular meetings shall be published in the Standing Rules of the Corporation. Any deviation from that schedule shall require at least three (3) days notice by means provided for in Section X of this Article. Special meetings may be called by the President or by at least two officers and one other Executive Board member at any time with proper notice to all members in the manner provided for in Section X of this Article.

SECTION X

Notice of meetings may be provided via email, U. S mail, or telephone.

SECTION XI

Robert's Rules of Order shall guide all procedures not otherwise herein specified.

SECTION XII

In the event that the President or at least two officers of the Executive Board of Directors deem it necessary to obtain a decision on an issue before the next scheduled Executive Board meeting, the issue may be presented to the General Board of Directors prior to the meeting via email communications. The General Board members may then communicate such discussion of the issue as they deem necessary via email, culminating in the submission of a vote by each member of the Voting Board of Directors via email communication to the President. A quorum of the Board shall be required in terms of the number of votes cast (see Section V, above) before the vote can be considered to be the decision of the Board. In the event that a vote is taken in the manner provided for in this Section, the Voting Board of Directors shall, at its next meeting, ratify the action taken by email vote, so that it is properly recorded in the Minutes of the Corporation. A copy of the printed email messages representing votes cast by the Executive Board members who voted on the issue shall be attached to the Minutes.

PROVIDED, that in the event that at least three members of the Executive Board should object to the submission of the issue to the Board via email communications and email vote, then such vote shall not be taken and, if taken, shall not be considered to be the decision of the Board of Directors, and the issue shall be submitted to the Board at the next special or regular meeting of the Board. **PROVIDED FURTHER**, that the Officers shall utilize email voting only when absolutely necessary to obtain a Board decision which requires action before a meeting can be held, it being recognized that the give and take of open discussion at a meeting is the preferred manner in which to take action on issues presented to the Corporation.

SECTION XIII

It shall be the function and responsibility of the Voting Board of Directors annually to prepare a budget for presentation to the Membership of the Corporation no later than the May general

membership meeting. The Budget shall be prepared by a Budget Committee consisting of the Band Director, the Financial Secretary, the Treasurer, and two other members to be appointed by the President, including an active member who is not a member of the Board of Directors.

SECTION XIV

The Board of Directors shall report on its activities to the Membership at the regular general Membership meetings.

ARTICLE VII. GENERAL MEMBERSHIP MEETINGS

SECTION I

The general membership meetings of this Corporation shall be held on the fourth Tuesday of each calendar month, excluding December, beginning in August and ending in May. The meeting shall be held at 7:00 pm at a meeting place determined by the Executive Board. The Annual Meeting shall be the regular meeting in May. The date of a general membership meeting may be changed by the Executive Board provided that at least ten (10) days notice of the changed meeting date is given in the manner provided herein.

SECTION II

Notice of a change in the date of a regular general membership meeting shall be provided via email, U. S mail, or telephone, or by announcement at a regularly scheduled general membership meeting, or by posting on the Corporation's website.

SECTION III

The General Membership shall have the following functions and powers:

To elect officers in accordance with these By-Laws;

To vote on a budget to be presented to the Members of the Corporation by the Board of Directors no later than the May general membership meeting. The Budget shall be voted on by the General Membership in the month following the month in which it is initially presented to the members.

To authorize non-budgeted expenditures of the Corporation in amounts in excess of One Thousand Five Hundred (\$1,500.00) Dollars;

To authorize and approve merger, consolidation or dissolution of the Corporation.

SECTION IV

A quorum of a general membership meeting shall consist of a minimum of ten Active Members.

SECTION V

Robert's Rules of Order shall guide all procedures not otherwise specified.

SECTION VI

Special meetings may be called by the President or the Band Director at any time by means of notice as set forth in these By-Laws at least three (3) days in advance of the meeting date.

ARTICLE VIII. PERMANENT COMMITTEES

SECTION I

The Permanent Committees shall consist of the Hoagies, Concessions and Fundraising/Special Events Committees.

SECTION II

The President and the Director of the Marching Band shall be ex-officio of all committees.

ARTICLE IX. ELECTIONS

SECTION I

A nominating committee consisting of at least three (3) Active Members and the Band Director shall be appointed by the President at the regular March meeting each year. Nominations may be made from the floor after the nominating committee's report.

SECTION II

Any person nominated for office shall be an Active Member and must have participated in fundraising activities sponsored by the Band Parents (e.g. Concession, Hoagie Sales, etc). Eligibility will be determined by the Nominating Committee based on an activity list provided by the President.

SECTION III

Officers will be elected at the April meeting and will be installed at the May meeting.

SECTION IV

Election of officers shall be determined by means of a majority vote of the active members present at the meeting at which the election is being held.

SECTION V

In the event of a vacancy in one of the Officer positions due to resignation, death, incapacity or removal from office, the Executive Board shall appoint a member in good standing of the Corporation to fill that position on a temporary basis. At the time that the Executive Board temporarily fills that position, the President shall appoint a Nominating Committee consisting of

at least three (3) Active Members and the Band Director to nominate someone to fill that vacancy. The election to fill that position shall be held at the regular membership meeting to be held in the month following the appointment of the Nominating Committee.

ARTICLE X. COMPENSATION AND NET EARNINGS

SECTION I

No member, officer, director, committee chairperson or committee member shall receive any compensation for his or her services to the Corporation. PROVIDED, that nothing herein is intended to preclude the Corporation from providing reimbursement to such persons for out-of-pocket expenses actually incurred by him or her, upon presentation of appropriate documentation of the incurring of such expense. It is acknowledged that certain members of the Board of Directors consist of professional staff, including, but not limited to, the Band Director, the Assistant Band Director, the Auxiliary sponsors. Those persons are not compensated for their services to the Corporation, nor are they nor will they receive their compensation from the Corporation.

SECTION II

No part of the Corporations net earnings will inure to the benefit of members, directors, officers or other private persons.

ARTICLE XI. AMENDMENT

SECTION I

A proposed Amendment to these By-Laws shall be presented to the Voting Board at least ten (10) days in advance of the meeting at which such Amendment is to be considered by the Board. An Amendment shall be approved by the Board for presentation to the Membership of the Corporation if voted on favorably by two-thirds (2/3) of those members of the Voting Board present at the meeting at which the vote is taken, provided that there is a quorum present at that meeting. After approval by the Voting Board, the proposed Amendment shall thereafter be presented to the members at the next general membership meeting and shall be adopted if voted upon favorably by majority vote at the next general membership meeting held after the presentation of the proposed Amendment, provided that a quorum is present at that meeting.

SECTION II

Alternatively, a proposed Amendment to these By-Laws may be adopted upon Petition of fifteen (15) members in good standing of the Corporation in accordance with the following procedure: the Petition setting forth the proposed amendment shall be presented to the President of the Corporation, who shall present it to the members of the Corporation at the next

scheduled general membership, and shall be adopted if voted upon favorably by majority vote at the next general membership meeting held after the presentation of the proposed Amendment, provided that a quorum is present at that meeting.

ARTICLE XII INDEMNIFICATION OF OFFICERS AND BOARD MEMBERS, BONDS AND INSURANCE

SECTION I

Such officers, Board members, committee chairpersons, etc., as the Executive Board shall designate, shall be covered by bonds of fidelity, secured from a guaranty company, in amounts determined and approved by the Board. The Corporation shall pay the cost of any fidelity bond so required.

SECTION II

Liability insurance may be secured by the Corporation covering the officers, Board members, committee chairpersons, etc., as the Executive Board shall designate, in amounts determined and approved by the Executive Board.

SECTION III

The Corporation shall, to the extent permitted by the Pennsylvania Non-Profit Corporation Law, the Directors' Liability Act and any other laws of the Commonwealth of Pennsylvania, as amended from time to time, defend and indemnify against any liability not covered by liability insurance or other insurance, any person who was or is a party or is threatened or made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), including anti-trust, civil rights and punitive damage claims, by reason of the fact that such person is or was a member of the Board of Directors, an officer, committee chairperson, or agent of the Corporation designated to receive this protection, or is or was at the request of this Corporation a Board member, officer, committee chairperson or agent of another Corporation, partnership, joint venture or enterprise, and as such, designated to receive this protection.

SECTION IV

Unless ordered by a Court, any indemnification from a third party of derivative action claim shall be made by the Corporation in the specific case upon determination that indemnification is proper in this circumstance because the applicable statutory standard of conduct has been met by acting in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation. Such determination shall be made by Voting Board of the Corporation.

ARTICLE XIII, DISSOLUTION

Upon dissolution of this Corporation, which dissolution can only occur by majority vote of the members of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal government, or to a state or local government, including the Belle Vernon Area School District, for a public purpose.

ARTICLE XIV. FUND RAISING AND CREDITS

SECTION I

Moneys earned over and above the amount specified for the current year's trip will automatically carry over to the student's credits for the following year's trip. Any student who does not participate in the Marching Band the following year forfeits any carry over credits.

SECTION II

A binding commitment to the band trip must be made by the first week of January or at such time as declared by the Executive Board. If a student does not participate in the trip after binding commitment is made, payment for the full amount of the trip will be owed to the Corporation and payment must be made on or before the last day of the current school year; credits earned that year will be forfeited and any additional amounts must be paid.

SECTION III

Credits earned can not be returned as cash to any student; however any direct cash payments made by the student or parent in the current year will be refunded if requested by the parent and only if expenses are not incurred for the student's trip.

SECTION IV

Credits of a graduating senior can only be transferred to an underclass sibling. The sibling must be a member of the Belle Vernon Area High School Marching Band in the school year immediately following graduation of the senior sibling.

SECTION V

Any person who issues a check to the Band Parents that is returned for Non Sufficient Funds (NSF) will be assessed the prevailing Bank charge for the NSF check: further, the Band Parents & Boosters Organization reserves the right to request that all future payments be made by either Cash or Money Order.

Any member of the Marching Band that submits a "third party" check for any payment shall be liable for all payments, charges and fees associated with collection, if that check is returned for NSF.

SECTION VI

The accumulation of required credits for the trip shall be in accordance with a schedule to be determined by the Voting Board each year.