

Central Bucks High School East Band Parents Association (CBHSEBPA)

By-Laws

Updated July 17, 2018

This document replaces and supersedes any previous By-Laws for the Central Bucks High School East
Band Parents Association

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Article I - Corporate Name

The name of the corporation shall be stated as CENTRAL BUCKS HIGH SCHOOL EAST BAND PARENTS ASSOCIATION to be abbreviated CBHSEBPA and hereafter within these by-laws referred to as "The Corporation."

Article II - Objectives

The objectives of The Corporation shall be:

1. To encourage and maintain enthusiastic interest in the Band programs of the Central Bucks High School East.
2. To lend all possible support, both moral and financial, to the Band programs of Central Bucks High School East.
3. To cooperate with the School District authorities and with those in charge of the Band programs to maintain the highest degree of efficiency and proficiency, and to achieve the basic objective of the Band music programs.
4. To build and maintain an organization that will promote and further the general activities of the Band and music program.

Article III - Mailing Address

The registered office of The Corporation shall be that of The High School as follows:
2804 Holicong Road, Doylestown, PA 18902

Access to mail at The Corporation's mailing address shall be limited to The Corporation's Board of Directors.

Article IV - Membership

General membership in The Corporation is open to all parents and legal guardians of students who are members in good standing of the band ensembles of The High School. This will include students attending other schools who are members of The High School's ensembles. All parents and legal guardians of such students are automatically general members of The Corporation. A student's good standing will be in accordance with the determination of The High School's Band Director of those same ensembles.

Honorary membership in The Corporation can be granted by majority vote of its Board of Directors. The High School's Director of Bands is automatically an honorary member of The Corporation. Honorary members may not hold office or vote within The Corporation.

Article V - Board of Directors

The Board of Directors shall be responsible for the management of the business of The Corporation. In addition to the powers and authorities expressly conferred upon it by the by-laws, the Board of Directors may exercise all such powers of The Corporation and perform all such lawful acts as are not restricted by statute or by these by-laws.

The Board of Directors shall consist of at least nine but no more than 16 individuals from and elected by the general membership to serve on that board. The Board may be extended beyond 16 members if two General Directors serve together as co-chairs of a committee; however, only one will be designated as "lead" chair and have voting rights. Honorary members may not be members of the Board of Directors. The officers of The Corporation, will be among the members of the Board of Directors and will consist of:

- 1 President
- 2 Vice President
- 3 Secretary
- 4 Treasurer

The remaining members of the Board of Directors will serve as General Directors.

Article VI - Duties of Officers and General Directors

President

- 1 Presides at all meeting of the Board of Directors and general membership, hereafter called "board meetings" and "regular meetings" respectively.
- 2 Exercises general and active management of the business of The Corporation.
- 3 Ensures that all orders and resolutions of the Board of Directors are carried out.
- 4 Executes bonds, mortgages, and other contracts requiring a seal, under the seal of and on behalf of The Corporation.
- 5 Exercises general supervision of all other officers of The Corporation and shall see that their duties are properly performed.
- 6 Ensures that reviews of the Treasurers' records are performed in accordance with these by-laws.
- 7 Functions as liaison between The Corporation and the Director of Bands.

Vice President

- 1 Performs all the duties of the President in his or her absence.
- 2 At all meetings of The Corporation in which a quorum is required, verifies that a quorum exists and attests to this fact to attendees.
- 3 Ensures that all motions, seconding of motions, and votes of the Board of Directors and/or the general membership are performed only by members of The Corporation who are authorized to do so.
- 4 Performs other such duties as may be prescribed by the Board of Directors or The President.

Secretary

- 1 Keeps complete minutes and records all votes at all board meetings and regular meetings.
- 2 Renders reports of minutes at regular meetings for approval of general membership.
- 3 Provides notification of all meetings to members.
- 4 Maintains the non-financial records of The Corporation.
- 5 Maintains a list of the current members of The Corporation.
- 6 Performs other such duties as may be prescribed by the Board of Directors or The President.

Treasurer

- 1 Keeps full and accurate accounts of receipts and disbursements from The Corporation's general fund in financial records belonging to The Corporation.
- 2 Deposits all monies in the name of and to the credit of The Corporation to its general fund, in such depositories as may be designated by the Board of Directors.
- 3 Disburses funds of The Corporation from its general fund, as directed by the Board of Directors, provides proper vouchers for such disbursements, and renders a report of such transactions at all board meetings.
- 4 Maintains financial records of all fundraising and the apportioning of such funds to individual students, hereafter called "student accounts."
- 5 Keeps full and accurate accounts of student accounts in financial records belonging to The Corporation.
- 6 Deposits all monies in the name of and to the credit of The Corporation for the student accounts, in such depositories as may be designated by the Board of Directors.
- 7 Disburses funds of The Corporation from the student accounts, as directed by the Board of Directors, provides proper vouchers for such disbursements, and renders a report of such transactions at all board meetings.
- 8 Renders reports on the financial condition of the student accounts at board meetings and regular meetings.
- 4 Renders reports on the financial condition of The Corporation and its general fund at board meetings and regular meetings.
- 5 Is prepared to give the status of each student's student account at all regular meetings.
- 5 Ensures full compliance by The Corporation with all federal, state, and local tax laws.
- 6 Performs other such duties as may be prescribed by the Board of Directors or The President.

General Directors

- 1 Performs such duties as may be prescribed by the Board of Directors or The President.

Article VII - Election for Board of Directors

Election of officers and directors will take place at the February general meeting. Nominations will be made from the floor by any member of The Corporation eligible to vote. Officers and Directors will be elected by a majority of votes using secret ballot.

It should be the aim of The Corporation to elect one Director with a student in each of the four grades (9th grade through 12th grade).

The term of office for each Officer and General Director will be from May 1st to April 30th.

No one shall hold the same office for longer than two consecutive years. No one shall serve on the Board of Directors for more than four consecutive years. Only with a special vote from the general membership of The Corporation can any change in the length of an officer's term of office be made.

Article VIII - Board of Directors Vacancies

If any office or General Director position becomes vacant for any reason, the remaining members of the Board of Directors shall choose a replacement by majority vote. The replacement shall serve in that position until April 30th of that same year. This partial year of service will count as one full year for purposes of calculating term limits.

Any Officer or General Director may resign from his or her office at any time by submitting a written notification to the President. The resignation will take effect upon receipt of the written notification. Concurrence with the resignation by any or all members of the Board of Directors is not required in order for the resignation to take effect.

Any member of the Board of Directors who is absent from three consecutive board meetings or three consecutive general meetings shall be considered for involuntary relief from their office by the Board of Directors. A member can be deemed absent for whatever the reason, whether by omission, commission, or incapacitation. Such absent members will be relieved of their office by a majority vote of the Board of Directors. The President or Vice President will contact the absent board member before this vote to determine his or her intentions regarding serving on the Board and report the results of this contact to the Board. This report will be recorded in the minutes of the board meeting at which the vote for relief is taken.

In the event The Corporation's offices are all vacant, the Central Bucks High School East Director of Bands may act as moderator to convene a general meeting for the purpose of elections to the Board of Directors. Such elected members of the Board will serve in their positions until April 30th of that same

year. This partial year of service will not count as one full year for purposes of calculating term limits.

Article IX - Meetings

A meeting of the Board of Directors with a majority of the members from that Board will constitute a quorum for that meeting. A meeting of the general membership, termed a general meeting, with five members from the Board of Directors and ten other general members will constitute a quorum for that meeting. At all meetings, each member present shall be entitled to one vote on any motion. Meetings will be conducted in accordance with Robert's Rules of Order.

It will be the responsibility of each Director to attend meetings of the Board of Directors and of the General Membership.

The Secretary will furnish a copy of the list of members to the Vice President. The Treasurer will furnish a copy of the members who are ineligible to vote because of non-payment of student activity/participation fees. The Treasurer will make available the status of each student account at every general meeting.

General meetings will be held quarterly in February, May, August and November, and at other times as determined by the Board of Directors. Meetings will take place at a place, date, and time as determined by the Board of Directors.

A special general meeting may be called by:

- 1 The President;
- 2 By a written request to the President signed by a majority of the members of the Board of Directors;
- 3 By a written request to the President signed by ten members of The Corporation; or
- 4 By a written request to the President signed by the Director of Bands.

Special general meetings will be convened within five days following the President's receipt of the request for a special general meeting.

Board of Director's meetings will be held quarterly in February, May, August and November, and at other times as determined by the President. Meetings will take place at a place, date, and time as determined by the President.

A special Board of Director's meeting may be called by:

- 1 The President;
- 2 By a written request to the President signed by at least three other members of the Board of Directors; or
- 3 By a written request to the President signed by the Director of Bands.

Notification of a special Board of Director's meeting must be received by the other members of the Board of Directors at least one full calendar day before the meeting is to take place.

Article X - Committees

The Board of Directors may establish standing and *ad hoc* committees to conduct the activities of The Corporation. Both general and honorary members can comprise these committees. The Board of Directors may delegate such responsibilities as it deems fit to these committees with the following exceptions:

The Board of Directors cannot delegate to a committee or its members any powers expressly reserved to the Board of Directors or its individual members as stated in these by-laws or the rules and regulations of The Corporation.

Article XI - Financial Management

Fiscal Year

The fiscal year of The Corporation will consist of the twelve month period from July 1st to June 30th. For tax purposes, The Corporation will use the calendar year.

Funds and Disbursements

The Corporation will maintain two separate funds. The general fund, managed by the Treasurer, will be used for expenses incurred by The Corporation. The student accounts, also managed by the Treasurer on behalf of students, will be used for expenses incurred by those students as members of The High School's Band ensembles.

All deposits and receipts must be received by the Treasurer within a timely fashion. The Treasurer shall receive all monies of The Corporation and shall deposit same in such banks as directed by The Corporation. He or she shall keep an accurate accounting of each deposit transaction.

Individual disbursements in the amount of \$1,500 or less may be paid by the Treasurer without prior authorization. Disbursements exceeding the \$1,500 limit will require approval by majority vote of the Board of Directors.

Disbursements will be made via check. Checks in the amount of \$250 or less may be signed by the Treasurer from the general fund or from the student accounts. Checks exceeding the \$250 limit will be co-signed by the President or Vice President.

No member will be authorized to expend money or to obligate the expenditure of money on behalf of The Corporation without authorization of the Board of Directors by majority vote. Such authorization will be provided only during a board or general meeting and will be recorded in the minutes of said

meeting. Provision of authorization *ex post facto* for unauthorized expenditures or obligations may be provided at the discretion of the Board of Directors by majority vote.

Student Accounts

Upon a student's graduation from The High School, the balance remaining in his/her student account will be passed to his/her sibling under the following conditions:

- 1 The sibling is currently a student at The High School *or* becomes a student at The High School within two years of the graduation, unless written documentation is received by a parent or legal guardian advising The Corporation that additional time is required; *and*
- 2 The sibling is a member of a band ensemble at The High School.

If the above conditions are not met, the Treasurer will transfer the balance in the student account to the general fund for use as general fund monies. The balance in a student account will not be transferred to any other individual, unless by special vote of the general membership of The Corporation. Under no circumstances will there be a cash refund of any balance in a student account.

If a student owes an obligation to the corporation, and has not paid the obligation, The Corporation reserves the right to debit the student account for all or part of the monies owed. The student and parents/guardians will be notified of the debit reason, and amount by the Treasurer.

Annual Financial Review

The President will ensure that a review of the Treasurer's records takes place during December of each year. The President will also direct a review to be taken of a Treasurer's records should that Treasurer's office become vacant. Reviews will be conducted by an *ad hoc* voluntary committee appointed by the President and consisting of a General Director and two general members. Once the review is completed, a report of the review's results will be submitted at the next general meeting.

Article XII - Indemnification

Except as expressly prohibited by applicable law, the Corporation shall indemnify every person who is or was an Officer or Director of The Corporation and who, by reason of such fact, is a party to or is threatened to be made a party to, any action, suit, or other proceeding of any nature (whether civil or criminal, and whether or not brought by or in the right of The Corporation) against all liability for judgments, fines, damages, punitive damages, penalties, excise taxes assessed with respect to employee benefit plans, amounts paid in settlement of or in connection with such action, suit, or other proceeding, and all expenses including attorney's fees incidental thereto.

A person who is not an officer of The Corporation in circumstances in which such person is a party to a proceeding referred to in this article may be indemnified by The Corporation at the discretion of the Board of Directors by majority vote to the same extent that The Corporation would be required by this article to indemnify such person if he or she had been a member of The Corporation's Board of

Directors.

The right of indemnification provided in this article shall constitute a contract between The Corporation and each of its Officers and Directors or other indemnities and shall be deemed exclusive of other rights to which any Officer or Director may be entitled as a matter of law or under any by-law, agreement, vote of the Board of Directors or general membership, or otherwise. Said right of indemnification shall continue as to persons who have ceased to be Officers or Directors of The Corporation and shall inure to the benefit of their personal representatives, heirs, and assignees. The Corporation's obligation to indemnify under this article, however, shall be limited to the assets of The Corporation from time to time and shall not extend to the personal assets of its members.

To the extent that a representative of The Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referenced to herein, or in defense of any claim, issue, or matter herein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection therewith.

Expenses incurred in defending a similar criminal action, suit, or proceeding shall be paid by The Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors or other body in a specific case upon receipt of an undertaking by or on behalf of the representative to pay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Board of Directors as authorized by this article.

The indemnification provided in this article shall not be deemed exclusive of any rights to which a person seeking indemnification may be entitled under any agreement, vote of members of disinterested Officers, Directors, or members, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a representative and shall inure to the benefit of the heirs and personal representatives of such a person.

The Corporation shall have power to purchase and maintain insurance on behalf of any [person who is or was a representative of The Corporation, or is or was serving at the request of The Corporation, as a representative of The Corporation as a representative of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her in any such capacity or arising out of his or her status as such, whether or not The Corporation would have the power to indemnify him or her against such liability under the provisions of this article. Such insurance is declared to be consistent with the public policy of the Commonwealth of Pennsylvania.

Article XIII - Effective Date and Amendments

These by-laws were originally adopted at a meeting of The Corporation convened by Mr. Randall Deihl, Central Bucks High School East Band Parents Association President, on _____.

These by-laws or any section thereof may be amended or repealed by a two-thirds vote of the general membership constituting a quorum at any general meeting. Written notice must be made to all members at least thirty days prior to the meeting in which the vote is to take place. Such amendments will take effect immediately upon their approval.

Adopted this day of _____

President
Central Bucks High School East Band Parents Association

Record of Amendments

Amendment #	Date of Approval	Notes
(Date)		Modified Article(s)... See amendment for details