

# **Peters Township Music Boosters, Inc.**

## **BYLAWS**

### **ARTICLE I — NAME AND PURPOSE**

Section 1 – The name of the corporation shall be, Peters Township Music Boosters, Inc. (“the Corporation”). (PTMB)

Section 2 – The purposes for which the Corporation is formed are exclusively charitable, civic, educational or scientific within the meaning of §501(c) (3) of the Internal Revenue Code of 1986, as amended (the “Code”), including, without limitation, all purposes, powers and privileges conferred upon the Corporation by the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa.C.S.A, §§5101 through 5998, as amended (the “PNCL”).

The primary purpose of the Corporation, also referred to as organization herein, is to provide moral, social and possible supplementary financial support to any of the music department programs and music department program groups (instrumental, auxiliary, or vocal) of the Peters Township High School (hereinafter sometimes referred to as PTHS). As used herein, the term Marching Band refers to its instrumentalists and any auxiliary units. As used herein, the term Music Student(s) shall refer to any part of the PTHS music department program or program group, collectively or individually.

Section 3 – No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. The Corporation may, however, involve itself in issues of public policy to the extent that it may, comment on current issues and provide information and statements relevant to the Corporation’s purpose stated above.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, 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 herein.

Notwithstanding any other provisions set forth herein, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under §501(c) (3) of the Code, or corresponding provisions of any subsequent Federal tax laws, or (ii) by a corporation contributions to which are deductible for Federal income tax purposes.

Upon the dissolution, liquidation or termination of the Corporation, no assets shall be distributed to its directors or officers or any other private persons. In the event of the Corporation’s dissolution, the board of directors shall, after paying or making provision for the payment of all corporate liabilities and after provision is made for the disposition of any property committed to charitable purposes, transfer and convey the remaining assets to another charitable organization consistent with the Corporation’s charitable mission provided, however, that such organization shall qualify within the meaning of §501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax law.

Section 4 – The Corporation shall have its principal office anywhere the Board of Directors may designate from time to time.

### **ARTICLE II — MEMBERSHIP**

Section 1 – The Corporation shall have no members within the meaning of the PNCL. All Applications for membership shall include the appropriate membership fee and be in writing. The corporation will not restrict membership based upon race,

sex, national origin, sexual orientation or other federally restricted classes.

Section 2 – All membership dues and fees shall be paid according to a table of amounts and due dates as established by Corporation from time to time. Every right and all interests of each Member to the privileges of the Corporation shall cease upon termination of their membership or death. Membership in the Corporation shall be by family unit for the period of July 1 through June 30. There shall be one category of membership: Active.

Active Membership may be extended to any family with a registered/enrolled student in a PTHS music department program or program group. Active Membership includes voting rights, the ability to hold office, chaperone privileges and possible discount on any applicable PTMB activity or item–

Active Membership annual dues for full rights and privileges shall be:

- Fifty dollars (\$50.00) per family of participating Music Student(s) provided the dues are paid by December 20<sup>th</sup> of the corresponding school year.
- Active memberships are accepted after Dec 20<sup>th</sup>, for fifty dollars (\$50.00) however the family and participating Music Student(s) will be a) ineligible for any discount/lower price/monetary award for a trip or activity where PTMB is providing additional money for the Music Student(s) whose family is an active PTMB member for the corresponding school year and b) ineligible for the senior scholarship for the Music Student(s) whose family is an active PTMB member for the corresponding school year.
- Any family new to Peters Township School District and newly entering a PTHS music department program or program group after the start of the year will be charged fifty dollars (\$50.00) to join and are eligible for all rights and privileges of membership.

Section 3 – Resignation shall be in writing to the corporation and may be accepted by the Board of Directors provided the Member resigning has discharged all their dues and obligations.

Section 4 - In case a member shall be guilty of any violation of these bylaws or rules, or in case their conduct may endanger, or tend to endanger the welfare, interest or character of the corporation, the Executive Board, at a regular or special meeting, may censor or suspend, or by a 3/4 majority vote of the Executive Board, may expel the offending Member; but before each Member shall be expelled, twenty (20) days' notice in writing shall be given to the Member, and who shall be furnished with a copy of the charges.

### ARTICLE III — OFFICERS

Section 1 – There shall be four officers of the Executive Board, consisting of a President, Vice President, Secretary, and Treasurer (collectively, the "Officers")

Section 2 - Their duties are as follows:

- a. The **President** shall preside at all meetings of the Corporation; shall act as an ex-officio member of all committees except the nominating committee; shall appoint and/or approve any committee chairs and/or co-chairs; shall appoint any standing committee that is needed during the term of office; shall assist with the preparation of the annual budget.
- b. The **Vice President** shall be vested with all the powers and required to perform all the duties of the President in the absence of the President; shall serve as assistant to the President; assist in the preparation of the annual budget and serve on the nominating committee.
- c. The **Secretary** shall be responsible for keeping records of Executive Board actions, including overseeing the taking of minutes at all meetings
- d. The **Treasurer** shall receive and deposit all funds of the organization; shall keep an accurate record of all receipts and disbursements; make payments as authorized; obtain officers signatures for bank signature cards. All officers may sign corporate checks. All checks require two (2) Officers signatures. The Treasurer will prepare and

present the annual budget for Active Membership approval and provide a current monthly report for general membership meetings.

#### **ARTICLE IV- ELECTION OF OFFICERS**

Section 1 – The Officers shall be elected each year at the May membership meeting. They shall assume office July 1<sup>st</sup> with a period of transition at the mutual agreement of the outgoing and incoming Officers. The term of office shall be July 1<sup>st</sup> to June 30<sup>th</sup>.

Section 2 – A Nominating Committee will be selected and voted on from the Active Membership at a General Membership meeting. The President shall provide each member of the Nominating Committee with a copy of the By-Laws and a membership list. The Nominating Committee will consist of not less than three Active Members: two shall be selected from the active membership and the vice president shall be from the current Executive Board. The chairman of the Nominating Committee will be selected by the committee members. The President shall not be a member of the Nominating Committee.

Section 3- The Nominating Committee will submit nominations at the April membership meeting. Nominations may also be made from the floor at the April and May membership meetings. The consent of all candidates for officer must be obtained before their name is placed in nomination. All nominated candidates must be Active Members. More than one nomination name may be given for each officer position.

Section 4- The Officers will be elected by ballot from a slate prepared by the Nominating Committee and/or from nominations from the floor. However, if there is only one nominee for any office, upon adoption of the motion from the floor, the election for that office may be by voice vote. More than one nomination name may be given for each officer position.

Section 5- No Officer shall serve more than two (2) consecutive terms in the same office. A term is defined as one year. However, in the event that an office cannot be filled by a new Active Member, an Officer serving two (2) consecutive terms in the office in question may be extended for not more than one (1) additional term. Members cannot hold more than one (1) elected position at the same time.

Section 6- A vacancy occurring in the office of President shall be filled immediately by the Vice-President. Other vacancies shall be filled by appointment of the current Executive Board to fill the remainder of the elected term.

Section 7- Resignation from the Executive Board must be in writing and received by the Secretary. Any Executive Board Member may resign at any time providing notice is provided.

#### **ARTICLE V- BOARD OF DIRECTORS (EXECUTIVE BOARD)**

Section 1 – The Board of Directors (herein referred to as the “Executive Board” or the "Board") shall consist of the following members: the President, the Vice-President, the Secretary, and the Treasurer.

Section 2 – The Executive Board shall transact necessary business in the intervals between membership meetings and such other business as may be referred to it by the Corporation and shall refer to the Corporation such matters as require Corporation approval.

Section 3 – Specific duties of the Executive Board shall be:

- a. To select, biannually, an auditor or auditing committee to audit the Corporation’s financial records as maintained by the Treasurer.
- b. To appoint a Nominating Committee for membership approval.
- c. To create special committees as needed.

Section 4 – The Executive Board may initiate and maintain a set of Standing Rules.  
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- a. Standing Rules are motions of an ongoing nature used to supplement the by-laws. They are intended to cover situations without the formal procedure of amending the by-laws. It requires a majority at a membership meeting.
- b. Standing Rules continue in force until temporarily suspended, amended, or rescinded by the Corporation. They should be reviewed at least once a year and updated as necessary.
- c. No Standing Rule shall be adopted that conflicts with the by-laws of the Corporation.

Section 5- Meeting of the Executive Board shall be called by the President or by a majority of the Executive Board. A majority of the Executive Board members shall constitute a quorum for an Executive Board Meeting.

Section 6 – The Executive Board is authorized to spend up to \$500.00, per month, for an urgent-need situation when approval by the Corporation is not practical. The Executive Board must agree by a three fourths vote on the expenditure.

Section 7- By three-fourths vote of the Executive Board, an officer or committee Chair may be removed from office for failure to perform duties.

## **ARTICLE VI — GENERAL BOARD**

The General Board shall consist of the Executive Board and Chairpersons of all Standing Committees. The purpose of The General Board is to act as an advisory board to the Executive Board.

## **ARTICLE VII – MUSIC DIRECTORS AND STAFF**

Section 1- The Music Directors and Staff of the PTHS music department may act as liaisons between the Peters Township School District, the PTHS Administration and the Corporation.

Section 2- The Music Directors may attend personally or send a representative to membership meetings.

## **ARTICLE VIII — COMMITTEES**

The Corporation may establish or remove committees as it deems necessary or appropriate to assist it in carrying out its functions.

## **ARTICLE IX-CONFLICT OF INTEREST**

**Existence of Conflict, Disclosure.** Directors, officers, employees and contractors of Corporation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Corporation. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Corporation. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

**Nonparticipation in Vote.** The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

**Minutes of Meeting.** The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

## **ARTICLE X – MEETINGS**

Section 1- The Corporation shall meet monthly (except June, July and December).

- a. The number of members present shall constitute a quorum.
- b. The date, time, and place of these and any additional meetings shall be set by the Executive Board and announced to the membership with a minimum of five (5) days notice.

Section 2- General Board meetings may also be held as the Executive Board deems necessary.

Section 3- Executive Board meetings shall be called by the President or by a majority of the Executive Board.

- a. The meetings shall be held at such time and place as deemed necessary and convenient to the Officers.
- b. The presence of a majority of members of the Executive Board shall constitute a quorum.

## **ARTICLE XI – FUNDRAISING and EVENTS**

Section 1- Fundraising and event activities shall be organized by the various committees. The Chair of each committee shall report the participation result to the Treasurer within one week after the conclusion of the activity. The chair of each committee must remain within the general membership/vote approved spending budget to receive reimbursement for the event. Receipts must be turned in to the treasurer within one month of the conclusion of the activity for reimbursement.

## **ARTICLE XII-FINANCIAL ADMINISTRATION**

**Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

**Deposits and Accounts.** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

**Financial controls.** The organization shall adopt appropriate financial controls to ensure the integrity of its funds. At least two unrelated volunteers are required to be present at all times when collecting and/or counting cash receipts. In addition, the organization shall maintain separation of financial controls so that, minimally: all expenses must be approved by the Board of Directors, either by way of approval within a budget annually approved by the Board, or, if not included in the approved budget, by separate resolution of the Board and/or General Membership.

### **NSF Checks**

Any participant (PTMB member or not) that writes an insufficient funds check must pay for complete restitution of the check before the student will be permitted to participate in any PTMB sponsored payment-required activity or purchase any additional PTMB sponsored items. In addition, after the writing of the insufficient funds check, the participant will be required to pay in cash or money order, for all PTMB future activities or items, for one calendar year, starting from the date of the first insufficient funds check. PTMB reserves the right to pursue legal action against the participant to reclaim the necessary insufficient funds and at that time to suspend booster membership rights and privileges.

## **ARTICLE XIII – SENIOR AWARDS**

The Corporation may, but is not obligated to, present scholarships each spring to graduating seniors committed to attending a post high school educational institution. Recipients shall be decided by a committee appointed by Music Directors. The committee should consist of non-booster members.

#### Section 1-Criteria

Student's active participation and membership in a PTHS Music Department program or program group.

Essay topic to be determined by the Executive Board and the Music Director(s).

Reliability.

Applicant's parents must be Active members in good standing with PTMB.

The student must be a member in good standing of his or her PTHS graduating class.

#### Section 2-Amount

- a. Annual scholarship amounts will be designated in the annual budget or amended budget approved by the Corporation.
- b. Awards shall be presented by the President or his/her designee, at the PTHS Senior Awards.

### **ARTICLE XIV- FISCAL YEAR**

The fiscal operating year of the Corporation shall begin on July 1<sup>st</sup> and end on the following June 30<sup>th</sup>.

### **ARTICLE XV- AMENDMENTS AND REVISIONS: BY-LAWS**

Section1- These by-laws may be amended at any meeting of the Corporation by a two-thirds vote of the members present and voting, provided notice of the proposed change has been made prior to the meeting for 30 days.

Section2- These by-laws shall be subject to review every two years by a special committee consisting of members of the Executive Board and members of the Corporation.

### **ARTICLE XVI – INDEMNIFICATION**

Section 1 – No Board Member or Officer shall be personally liable for monetary damages for any action taken by the Corporation unless (i) the Board Member or Officer has breached or failed to perform the duties of his office under the PNCL; and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. However, this paragraph shall not apply to: (i) the responsibility or liability of a Board Member or Officer pursuant to any criminal statute; or (ii) the liability of a Board Member or officer for the payment of taxes pursuant to Federal, state, or local law.

Section 2 – The Corporation shall indemnify any person who was or is a party or is threatened to be 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) by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation for-profit or nonprofit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere*, or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 3 – The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation for-profit or nonprofit, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. No indemnification shall be made in respect of any claim, issue or matter as to which the person has been adjudged to be liable for negligence or misconduct in the performance of his or

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her duty to the Corporation, unless and only to the extent that the Court of Common Pleas of Washington County or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 4 – 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 referred to in Article IV Sections 6 or 7 above, that representative shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

Section 5 – Unless ordered by a court, any indemnification under Article IV Sections 6 or 7 above shall be made by the Corporation only as authorized in the specific case upon determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in those sections. The determination shall be made:

- a. by the board by vote of directors who were not parties to the action, suit or proceeding; or
- b. by independent legal counsel in a written opinion, if a quorum is not obtainable.

Section 6 – Expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Article III above may be paid by the Corporation in advance of the final disposition of the action, if authorized by the board in a specific case upon receipt of an undertaking by or on behalf of the representative to repay the amount advanced if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation.

Section 7 – The Corporation shall have the 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 another corporation for-profit or nonprofit, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her, in any capacity or arising out of that person's status, whether or not the Corporation would otherwise have the power under this Article to indemnify him or her against that liability.

Section 8 – Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.