

# **NEWTOWN HIGH SCHOOL BAND PARENTS CORPORATION BYLAWS**

## **I. NAME**

1. The name of this association shall be the NEWTOWN HIGH SCHOOL BAND PARENTS CORPORATION, herein referred to as the Corporation.

## **II. OBJECTIVE**

The objectives and purpose of this Corporation, as set forth in the Certificate of Incorporation on file in the office of the Secretary of the State of Connecticut, shall be to be organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of any future federal tax law, as follows:

1. To support, assist and promote the general activities of the Newtown High School Band and Color Guard programs (including winter guard programs, winter percussion and other such programs) herein referred to as the Ensembles.
2. To raise funds for music, scholarships, awards, trips and to supplement the equipment as well as to support the general activities of the Ensembles as approved by the board of directors.
3. To promote the musical education of all members of the Ensembles.
4. To engage, subject to the foregoing limitations and any further limitations set forth in the Certificate of Incorporation, in any lawful act or activity for which a corporation may be organized under the Connecticut Revised Nonstock Corporation Act. In the event of any conflict between the purposes set forth in these bylaws and those set forth in the Certificate of Incorporation, the provisions of the Certificate of Incorporation shall prevail. This provision shall not be amended without simultaneous amendment of the Certificate of Incorporation.

## **III. MEMBERS**

1. The membership of this Corporation shall include all parents and guardians of the students actively participating in the Ensembles who have paid their dues. Anyone interested in the progress and development of said band or color guard and who has paid their dues shall also be a member of the Corporation.
2. Each paid member shall be entitled to one vote. A vote can be cast in person or via a signed and authenticated paper ballot.
3. Annual membership dues will be set by the board of directors.

#### IV. BOARD OF DIRECTORS

1. General: The board of directors shall be responsible for the general supervision of the affairs of the Corporation between its meetings, making recommendations to the Corporation and performing such other duties as required.

2. Number and Term of Office: The board of directors shall consist of five (5) members of the Corporation and the band director for the marching band at Newtown High School. Each director, except the band director, shall be elected by the members at the annual meeting held in May and shall hold office starting July 1 until the following June 30 and until that director's successor shall have been elected and qualified. Each candidate running for the position of director shall also declare an officer position in which they would serve; thereby the membership shall directly elect the directors and declared officers. Any unfilled officer position may be filled by the board of directors in accord with Section IV herein. A slate may be presented by the nominating committee and additional nominations from the floor shall be accepted consistent with Robert's Rules of Order. The vice president, as membership chairperson, will certify those members eligible to vote for directors/officers.

3. Regular Meetings: A regular meeting of the board shall be held without notice immediately following and at the same place as the annual members' meeting for the purposes of electing officers and conducting such other business as may come before the meeting. The board, by resolution, may provide for additional regular meetings that may be held without notice, except to members not present at the time of the adoption of the resolution.

4. Special Meetings: A special meeting of the board may be called at any time by the president or by one-half of the directors for any purpose. Such meeting shall be held upon not less than five (5) days notice if given orally (either by telephone or in person,) or by email, or upon not less than ten (10) days notice if given by depositing the notice in the United States mails, postage prepaid. Such notice shall specify the time, place and purposes of the meeting.

5. Action Without Meeting: The board may act without a meeting if, prior to such action, each member of the board shall consent in writing thereto. Such consent or consents shall be filed in the minute book.

6. Quorum: Three (3) directors shall constitute a quorum for the transaction of business.

7. Vacancies in Board of Directors: Vacancies in the board, whether caused by removal, death, mental or physical incapacitation or any other reason, including vacancies caused by an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the board, or by a sole remaining director.

## V. OFFICERS

1. Officers shall aid in the daily operations of the Corporation as directed by the board of directors and consistent with their duties described herein.
2. Any officer position not directly filled by the general election of the directors may be filled by appointment of the board of directors. The board of directors may create such officer positions that it deems necessary and appropriate. Any officer thereby appointed need not be a director or member of the Corporation.
3. The band director shall be a director and an officer of the Corporation.
4. It shall be the duty of the president to: preside over all general membership meetings of the Corporation; prepare an agenda for each meeting with the prescribed order of business; conduct meetings in an orderly and fair fashion according to the parliamentary authority adopted; call special meetings in the event of urgent and unforeseen business; and recommend to the general membership, for their approval, committee chairpersons or co-chairs. The president shall be an ex-officio member of all committees except the nominating committee.
5. It shall be the duty of the vice president to assist the president and to assume the chair in his or her absence. In the event that neither the president nor the vice president is available to assume the chair, a chairperson pro-tem may be elected just for the time of absence of the president or vice president during a particular meeting. In the event of resignation of the president, the vice president shall assume the duties of the president until a special election is held by the general membership. A nominating committee will be appointed by the general membership and an election held, in accordance with the by-laws, at the next monthly meeting. It shall be the duty of the vice president to keep an accurate membership list of the Corporation members.
6. It shall be the duty of the treasurer to have custody of the funds of the Corporation. The treasurer shall present a complete financial report for the month's activity and year-to-date activity at each monthly meeting. The monthly report will include statements from all the fundraising committees and all other accounts being handled by other members. The treasurer's books shall be audited annually by the audit committee of three. The treasurer shall present an annual report of all financial activities of the Corporation at the September meeting. The treasurer shall be responsible for the timely filing of all state and federal financial reports required of the Corporation. All other members handling funds will do so under the auspices of the elected treasurer. Any member has the right to examine the treasurer's records or the records of any member handling funds at a reasonable time and place, subject to appropriate provisions to protect sensitive, personally identifiable information.
7. It shall be the duty of the recording secretary to keep a record of all the proceedings and attendance of the organization in a permanent file, including all special meetings and regular meetings of the Corporation, and to keep on file all committee reports. Any member has the right to examine the secretary's minutes at a reasonable time and place.
8. It shall be the duty of the corresponding secretary to notify members of all special meetings and to conduct the general correspondence of the Corporation and maintain a permanent

correspondence file. Any member has the right to examine the secretary's correspondence at a reasonable time and place.

9. The band director shall be an ex-officio member of all committees. The band director shall exercise such control and management of the marching band program consistent with his or her normal and customary duties.

10. The term of office for newly elected officers shall begin July 1. No officer shall hold more than one office at a time and all officers with the exception of the president and vice president may hold office for three consecutive years in the same office. The president and vice president may hold the same office for no more than two consecutive years.

11. Non-budgeted expenses of up to \$1,000 maximum will require the approval of any two directors. Non-budgeted expenses in excess of \$1,000 require the approval of a majority of the directors.

## VI. MEETINGS

1. General membership meetings will generally be held on a monthly basis, except for July, and are open to all members. Email communication from the corresponding secretary will constitute official notification of all meetings. Members are responsible for providing a current email address to the corresponding secretary.

2. Additional meetings may be held when petitioned by 12 bona fide members of the Corporation.

3. Regular meetings of the Corporation are held monthly on the third Wednesday of the month or as communicated by email by the corresponding secretary.

4. The members present at a general meeting will constitute a quorum for conducting business providing that a minimum of three (3) directors are in attendance.

5. It shall be the duty of the board of directors to permit and approve any and all uses of the Newtown High School Band seal, name or logo.

## VII. COMMITTEES

1. The board of directors may create such *ad hoc* or standing committees as it in its discretion deems necessary or proper for the prudent governance of the Corporation. Any committee shall have only those powers and responsibilities conferred upon it by the resolution creating the committee. In no event shall any committee have any powers that, under the Act, may not be conferred upon a committee of the board of directors of a Connecticut nonstock corporation.

2. The budget committee shall consist of the directors, including the band director, and shall meet in the spring to draft a budget for the coming fall season, and in the fall for the winter program(s). All budgets shall be approved by the directors.

3. The audit committee shall consist of three members appointed by the board of directors, which should preferably include at least one CPA, accountant or bookkeeper, and shall meet

annually. Upon completion of their work, they will submit the audited findings at the next regular meeting of the general membership.

4. The nominating committee shall consist of one to three members and shall be appointed by the board of directors prior to the April meeting. It shall be the duty of the nominating committee to seek out and nominate candidates for the directors and officer positions to be filled for the coming term. It shall present the slate in writing and in advance of the May meeting to the general membership.

5. A chairperson shall be elected by the members of the committee at their first meeting.

6. No committee shall have the power to exercise any power of the board of directors, fill vacancies, amend the Certificate of Incorporation, or adopt, amend or repeal the bylaws.

#### VIII. PARLIAMENTARY AUTHORITY

1. The rules contained in Robert's Rules of Order, newly revised, shall govern this Corporation in all cases in which they are applicable.

#### IX. SCHOLARSHIPS

1. Scholarships awarded each year are based upon available funding as approved by the directors. Scholarships are administered by the Newtown Scholarship Association, whereby the Corporation will draft funds to the Association in the form of a donation, earmarked for disbursement to Ensemble members as the Newtown Scholarship Association may deem appropriate. The Corporation and/or band director will assist the Association with any needed information as requested.

#### X. AMENDMENT OF BYLAWS

1. Amendments of these bylaws shall be approved by a two-thirds majority of the general membership present at a regular meeting called for that purpose, providing that a minimum of three directors are in attendance. Proposed amendments and scheduled voting date shall be presented to the general membership in writing prior to the voting date. Every three years in May, these bylaws will be reviewed and updated as needed.

Last Amendments to Bylaws: May 2016

#### XI. INDEMNIFICATION

1. Except as otherwise provided in this article, the Corporation shall indemnify any director, officer or member (and may indemnify any employee or agent) of the Corporation who was or is a party or is threatened to be made a party to a potential, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that

such person is or was a director, officer, member, employee or agent of the Corporation. Indemnification shall be limited to expenses, including attorney's fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the action, suit or proceeding; if, and only if, the person acted in good faith, with the care an ordinary prudent person in a like position would exercise under similar circumstances. For persons other than directors, officers or members of the Corporation, indemnification shall only be made after an affirmative vote of a majority in interest of the directors.