

**BY-LAWS**  
**of the**  
**West Johnston High School**  
**BAND PARENT'S ASSOCIATION**

**ARTICLE I – NAME, PURPOSE AND TAX STATUS**

**Section 1. Name**

The West Johnston Band Parent's Association, Inc., hereinafter referred to as the “Association”, is a non-profit corporation formed and operating under the laws of the State of North Carolina.

**Section 2. Purpose**

The purposes of the Association shall be to assist, sponsor and support, financially and otherwise, the band program at West Johnston High School in Johnston County, North Carolina (hereinafter called the “Band”) in its various competitions, concerts, and other events and to assist with the purchase of items and services that are not otherwise available through the school budget. These purposes shall be carried out in a manner consistent with all applicable laws, these by-laws, the Articles of Incorporation of the Association, and any policies, rules, handbooks, ordinances, etc. that may from time to time be promulgated by the Johnston County Board of Education or the Johnston County Board of Commissioners that are applicable to booster organizations of Johnston County Schools. While the Association is a nonprofit organization established to support the WJHS Band programs, it is not a part or division of the Johnston County Public School System.

**Section 3. Prohibited Activities**

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in the Association’s Articles of Incorporation and these bylaws. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in (including the publishing or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of the Articles of Incorporation of the Association or these bylaws, the Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the United States Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the said Code.

**Section 4. Distributions Upon Dissolution**

Upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner to West Johnston High School or the Johnston County School Board. Should those entities not accept such assets then disposal of said assets shall go to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as

shall at the time qualify as an exempt organizations or organizations under Section 501(c)(3) of the United States Internal Revenue Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

#### **Section 5. Tax Status**

The Association is a non-profit, charitable organization created under Chapter 55A of the North Carolina General Statutes and is exempt from taxation under 26 USC § 501(c)(3) of the Internal Revenue Code formed for the purpose of supporting educational activities. The Association shall at all times comply with all terms and conditions contained in its Articles of Incorporation, these bylaws, and all applicable State and Federal laws related to such tax-exempt status.

### **ARTICLE II – MEMBERSHIP**

#### **Section 1. Membership**

Membership in the Association is open to interested individuals as described herein.

#### **Section 2. Types of Membership**

There shall be three types of members in the Association: Voting Members, Associate Members, and Volunteer Members

##### **A. Voting Members**

A Voting Member is the parent, legal guardian or legal custodian of a student enrolled in any of the various instrumental, ensemble or guard units of the West Johnston High School Band Program, which parent, legal guardian or legal custodian has accepted membership in the Association in writing.

Such Voting member shall continue to be a Voting Member of the Association until such time as the earliest of the following occurs:

- i. Such Voting Member resigns in accordance with these by-laws;
- ii. The student whose enrollment in the Band qualified such Voting Member for membership in the Association resigns, graduates or otherwise ceases to be enrolled in the Band; or
- iii. The Voting Member is otherwise removed from membership in accordance with these by-laws.

Except as otherwise specified herein, voting Members shall have full voting rights on all issues that properly come before the membership of the Association for a vote.

For purposes of this Article, enrollment means that a student has completed and submitted the necessary course registration documents to be in the band program.

Eligibility to be a Voting member for parents, legal guardians, or the legal custodians of an enrolling eighth (8th) grade student begins at the beginning of the Fiscal year that first follows the 8th grade student enrollment, but only if the conditions noted in section A above are met.

**B. Associate Members**

The following persons are eligible to become Associate Members of the Association, upon providing their written consent to such membership to the Association.

- i. Grandparents/relative of any student currently enrolled in the Band;
- ii. Parents, grandparents, legal guardians, or legal custodians of any alumni of West Johnston High School (WJHS) who had been enrolled in the Band while attending said high school;
- iii. Parents, grandparents, legal guardians, or legal custodians of any current eighth (8th) grade student that has initiated contact regarding participation in the WJHS Band program,
- iv. Any alumnus of WJHS that was previously enrolled in the Band while a student at said high school;
- v. The administrative and professional staff at WJHS; and
- vi. The band directors of the bands at the WJHS feeder middle schools.

**Associate Members shall not have any voting rights in the Association**, nor shall they be eligible to serve on the Board of Directors or as an Officer. The membership of an Associate Member shall continue until such Associate Member resigns their membership, or their qualifying conditions for membership changes, or membership is otherwise removed in accordance with these by-laws, whichever first occurs.

**C. Volunteer Members**

Any individual interested in promoting the welfare of the band may volunteer to assist the Association. Such person must have a recommendation from a current Association Voting Member, the director of the Band (hereinafter the “Band Director”) or the principal of WJHS. After such recommendation is received by the Association, such person may become a Volunteer Member upon tendering their written consent to such membership to the Association. **Volunteer Members shall have no voting rights in the Association and shall only have limited contact with band students**, nor shall they be eligible to serve on the Board of Directors or as an Officer. The membership of a Volunteer Member shall continue until such member resigns from the Association or is otherwise removed from membership in accordance with these by-laws.

**Section 3. Removal and Suspension of Members**

Following formal disciplinary proceedings conducted by the Board of Directors, a voting member, associate member or volunteer member, after being given a right to be heard by the Board of Directors, may be removed from the membership, or suspended from attending meetings, by a two-thirds (2/3) vote of the Board of Directors (with voting authority) for reasons of misconduct or inappropriate actions.

In lieu of suspension, voting members can have their voting privileges suspended for a set period of time as determined by the Board.

Inappropriate actions include but are not limited to:

- Repeated belligerent and rude behavior around any students of WJHS while working at band program events or otherwise;
- Repeated interruptions at an Association meeting;
- Misuse or illegal use of alcohol or the illegal use of any controlled substances while chaperoning students, or working at or during a band event or function.
- Failure to return funds raised or remaining products as agreed.

For the purposes of this Section, two or more occurrences shall be deemed to be “repeated” occurrences.

The Board of Directors shall only consider first-hand information when ascertaining if allegations brought forward warrant the removal or suspension of a member.

Should the Board of Directors take any disciplinary action against a member, the Board shall notify the affected member in writing as to their actions and the member's right to appeal their decision.

#### **Section 4. Appeal Process**

Upon written notification of disciplinary action by the Board, the aggrieved member may notify the President in writing of their desire to appeal the decision of the Board. Pending the determination of the appeal, the aggrieved party shall be reinstated to their status held prior to the disciplinary action. Within five (5) days of receipt of the request, the Board shall appoint a three member panel to review the action taken. The panel shall only review and consider the first-hand information used to initiate the disciplinary action and will use it to determine if the original allegations brought forth support the removal or suspension of the aggrieved party. Within ten (10) days of appointment the panel shall provide their decision to the President regarding reinstatement. Their decision shall be binding. The President shall communicate the decision of the panel to the affected member in writing.

### **ARTICLE III – MEMBERSHIP MEETINGS**

#### **Section 1. Place of Meetings**

All member meetings shall be held at a location as close as possible to WJHS. Every effort shall be made to obtain a location for membership meetings at no cost to the Association.

#### **Section 2. Regular Meetings**

The members of the Association shall meet the first Monday night of each month from July through the following June, inclusive. The president may occasionally change the meeting date due to holidays or other band events with a minimum of one weeks notice to the membership.

**Section 3. Special Meetings**

Special meetings of the membership may be called at any time by the President, or thirty percent (30%) of the Voting Members, upon a minimum of three days notice to all members entitled to attend such special meeting.

**ARTICLE IV – QUORUM**

Upon the giving of proper notice for a regular or special membership, board, or committee meeting to all members entitled to attend such meeting, the members in attendance and entitled to vote at such meeting shall constitute a quorum and only voting members shall have voting privileges.

**ARTICLE V – BOARD OF DIRECTORS**

**Section 1. Structure of the Board of Directors**

**A. Membership:**

The Board of Directors shall be elected from among Voting members of the Association and comprised of the following positions:

- i. The President,
- ii. Vice President of Ways and Means,
- iii. Vice President of Events,
- iv. Vice President of Operations,
- v. Secretary,
- vi. Treasurer, and
- vii. Financial Secretary.

Each of which are voting members of the Board of Directors; and

- viii. Two (2) at large Voting Members nominated by the nominating committee and elected by the membership to serve a one year term.

The at large members are voting members of the Board of Directors; and

- ix. The Band Director, Assistant Band Director(s) and School Principal are non-voting, ex officio members.
- x. If the VP of Events or VP of Operations are not filled through the election process, the President with input from the Board of Directors shall appoint chairpersons for those positions.

**Section 2. Duties and Meetings**

- A. It shall be the duty of the Board of Directors to ensure that the purpose and mission of the Association is carried out in an effective, planned manner, consistent with North Carolina

- law, these by-laws and conducive with the fiduciary trust placed in them by the membership.
- B. Regular Meetings-The Board of Directors shall meet prior to all regularly scheduled Association meetings.
  - C. Special Meetings - The Board of Directors may also meet from time to time as called by the President or by at least thirty percent (30%) of the Board of Directors requesting one with no less than three (3) days prior notice given thereof to all persons entitled to attend such meeting.
  - D. On an annual basis and no later than January 31st of each year the Board shall appoint a budget committee. Upon receipt and review of the proposed budget from the budget committee, the Board shall submit the proposed budget for the upcoming fiscal year to the membership for approval prior to or during the association's last regular meeting of the fiscal year.
  - E. The Board of Directors shall appoint a Nominating Committee each year as provided for in Article VII.
  - F. The Board shall ensure periodic, effective, timely communication with the membership regarding Association activities and fund raising events.

## **ARTICLE VI – OFFICERS**

### **Section 1. Qualifications**

Officers must be voting member of the Association. In addition to the duties listed for each office below, officers agree to those other and further duties as may be, from time to time, requested by the President and Vice Presidents.

If prior to or during fall marching season the student whose enrollment in the Band qualifies an Officer to be a Voting Member of the Association ceases to be enrolled in the WJHS band program, the officer shall be removed within thirty (30) days of the board being notified. The removed officer's position shall be replaced by special vote as noted in Section 5 of this Article.

### **Section 2. Duties**

The officers of the Association shall timely transfer all records under their control to their respective successor(s).

The duties of each respective officer are:

#### **A. President**

- i. Presides at all regularly scheduled meetings and special meetings;
- ii. Set the agenda for all Association and Board meetings.
- iii. Serve as the Chairperson of the Board of Directors.
- iv. Serve as a non-voting, ex-officio member of all committees, except the nominating committee.
- v. Ensure the efficient operation of the Association through the committee structure and to generally promote the welfare and advancement of the Association.
- vi. Act as the Association's representative for all coordinating activities that require the Association's participation.

- vii. Except as otherwise provided in these by-laws, and in consideration of the recommendations offered by prior committee chairpersons, with the consensus of the Board;(consensus will be given within 5 days of notification) appoint the standing committee chairpersons by May 15th each year, if possible and the chairpersons of any special committees as noted or as he/she deems necessary from time to time.
- viii. Appoint the Parliamentarian noted in Article XIII.

**B. Vice President of Ways and Means**

- i. Serves as the chairperson of the Ways and Means Committee and oversees ongoing programs whose primary function is fund raising including but not limited to West Band Bucks, grocery cards, reverse raffle, RBC/Mudcats, and golf tournament.
- ii. In the temporary absence of the President, the Vice President of Ways and Means shall perform the duties of the President.
- iii. The VP of Ways and Means must have at least one or more years of active involvement within the Association including participating in the WJHS Band Parent Association in any capacity in previous or current years

**C. Vice President of Events**

- i. Serves as member of the Ways and Means Committee, and is responsible for those contests, competitions, and performances or other functions that involve significant volunteer support such as Mule Days, Fall Marching Band Invitational, Winterfest, and special performances such as Macy's.
- ii. The VP of Events must have at least one year of active involvement within the Association including participating in the WJHS Band Parent Association in any capacity in previous or current years

**D. Vice President of Operations**

- i. Coordinates Travel (local and out-of-state), Travel Hospitality, Chaperone, Uniform, Prop and Instrument Transport committees; works with the directors as needed to aid and secure lodging options and assist with transportation contracts; and travels with the band and ensembles or ensures a competent proxy does so.
- ii. The VP of Operations must have at least one year of active involvement in one or more operation committees noted above In previous or current years.

**E. Secretary**

- i. Attend all regular and special called Association meetings and keep an accurate and permanent record (meeting minutes) of any actions taken at meetings of the Association and report same at next regular meeting or when called on to do so by the President.
- ii. Attend all regular and specially called Board of Director meetings and keep an accurate and permanent record (meeting minutes) of any actions taken at Board of Director meetings. Upon acceptance of the board meeting minutes by the voting members of the Board, the action items and motions, including the outcome,

passed or failed, shall be provided to the membership no later than the next meeting of the Association.

- iii. Ensure that copies of the approved minutes are maintained at the West Johnston High School Band room and copies are provided to the membership.
- iv. Maintain an up-to-date roster and contact information of voting members, associate members and volunteer members of the Association as provided by the Association members.
- v. Record attendance of Board members at all scheduled Board and member meetings.
- vi. Ensure that all meeting notices, letters, and thank-you notes are sent out in a timely manner as instructed by the President.

**F. Treasurer**

- i. Shall have experience in accounting, cash management and internal controls. If there is not a member who is willing and possesses the required experience then the association will solicit an outside source to provide the accounting function required for the Association.
- ii. Receive financial documents and maintain all checking and savings accounts, including paying bills and monthly reconciliation.
- iii. Is responsible for the cash flow and financial management of the association, including managing financial commitments within the budget, collecting on NSF checks, and assigning a designee to handle any necessary funds when the organization travels.
- iv. Document electronic transfers including monies received and require similar receipts for monies transferred to others (electronic deposits and payments), keeps a record of receipts for all such transactions, and maintains the computerized financial records of the Association.
- v. Keep the Board of Directors informed as to the accounting and balances of budgeted items on a monthly basis.
- v. Submit a financial report and status of all sub-accounts to the Board of Directors and membership at the Association's meetings and as otherwise requested by the President.
- vii. Ensures that the Association's tax returns are prepared and filed in a timely manner.
- viii. Oversee and review the reports of the Financial Secretary and Fair Share Coordinator to verify accuracy and that proper internal controls are in place, reporting deficiencies to the Board immediately.
- ix. Prepare student fair share notifications, recording fair share account activity.
- x. Ensure that the Association's financial records are prepared for the annual "Agreed Upon Procedures Examination" by a Certified Public Accountant outside of the Association.
- xi. Does not directly receive incoming cash flow as that is handled by the Financial Secretary.



## **G. Financial Secretary**

- i. Receives, records and deposits all incoming monies collected by organization in a timely manner
- ii. Receives monies, reconciles cash boxes with actual balances before witnesses, and makes deposits from all events.
- iii. Gives Treasurer a verified copy of all deposit slips.
- iv. Prepares any reports requested or assigned by the Treasurer or President.

### **Section 3. Attendance Requirements**

With exception of prior notification to the President or Recording Secretary, Board members, including officers, shall attend Board and Association meetings. Failure to attend a minimum of seventy-percent (70%) of regularly scheduled meetings or missing more than three (3) consecutive meetings shall be grounds for removal from office.

### **Section 4. Removal and Suspension of Officers**

The officers of the Association shall be subject to the same rules regarding discipline of members and appeals thereof as contained in Article II Sections 3 and 4 herein; provided, however, that the officer subject to the discipline shall not be allowed to vote on his or her discipline; and provided further that the Board of Directors and/or the Committee hearing the appeal of the discipline may, in their discretion, as an additional form of discipline, simply remove the officer from office but allow such officer to remain a Voting Member of the Association.

### **Section 5. Elections of Officers and Terms of Office**

- A. Timeframe for Election of Officers and Terms
  - i. Election of Officers shall be held at the April regular membership meeting.
  - ii. Nominations from the floor shall be accepted from Voting and Associate Members at the March regular membership meeting for those agreeing to serve. The names of all nominees shall then be submitted to the membership, in writing, prior to the April meeting.
  - iii. Officers shall be elected and serve a term of one year, or until their successors have been elected. Elected officers shall assume their office and duties on April 15th following the election. The incoming Treasurer assumes their duties beginning with the Fiscal year following the election.
  - iv. In no case shall any elective office be held by the same person more than three (3) consecutive years, except that of the President, which shall be limited to two (2) consecutive years.
  - v. The method of balloting shall be decided upon by the Board of Directors in accordance with current *Robert's Rules of Order*. Voting Members who are not able to attend the election meeting may request an absentee ballot in writing by March 31<sup>st</sup>. Absentee ballots must be signed, notarized, and returned prior to the April regular membership meeting.
  - vi. In the event any Association office is vacated prior to the end of the term of that office, the Board shall appoint an interim officer who meets the qualifications, until a special election can be held. The Special Election may be held anytime

during the year provided the membership is notified no less than two weeks in advance.

## **ARTICLE VII – STANDING COMMITTEES AND SPECIAL COMMITTEES**

### **Section 1. Identification and Purpose of Standing Committees and Appointments**

The name and purpose of each standing committee is as follows:

- A. **Ways and Means** is responsible for ensuring that fund raising activities are made available for both the general fund and student fair share accounts. It is responsible for recommending to the Board of Directors annual fund raising projects and activities that provide opportunities for Association members, associate members and volunteers to participate in. The VP of Ways and Means is the chairperson of this committee.
- B. **WJHS Marching Band Invitational** – Works with the Band Director, President, VP of Events and others to coordinate all aspects of the Invitational.
- C. **Winterfest** - Works with the Band Director, President, VP of Events and others to coordinate all aspects of Winterfest..
- D. **Guard (Winter and ColorGuard)** - Works for the specific needs of the colorguard and winterguard. Helps with all aspects of the guard uniforms and coordinates sewing needs (uniform, flags, etc.) as needed.
- E. **Transportation/ Props/ Pit Crew** –Works with the VP of Operations to ensure transportation of equipment, props, musical instruments and pit instruments to and from events and helps getting these items on and off the field at events.
- F. **Prop Construction** - Works with the directors in all phases of prop design and construction for props of all band units. Upon budgetary approval from the Board, prepares/obtains design drawings for director's approval and then obtains materials needed to construct props and constructs them.
- G. **Chaperone** – Works with the band director and VP of Operations to establish the number of chaperones needed for trips and events. Helps in obtaining chaperones for trips, competitions and home football games from among the member or associate member group.
- H. **Communications** – Ensures information is timely communicated to the public and membership consistent with its operations manual. Ensures webmaster and publicity functions are operational.
- I. **Historian** –Shall maintain a record of all activities and public recognition of the band program's accomplishments through the collection and retention of photographs, newspaper articles, etc. As deemed by the President, historical records shall be maintained in such a manner that they may be easily retrieved.

- J. **Instrumentalist Uniform** – shall be responsible for student uniforms each school year.
- K. **Hospitality** – Organizes a budget and ensures staffing for events where a social or hospitality function is provided.
- L. **Benevolence/Scholarship** – Using existing policies assists with the benevolence and scholarship funds. Identifies fund raising efforts to grow the funds. Works with the Treasurer and utilizes any information brought forward from the Director regarding student financial needs and uses current practices in the benevolence policy to ensure that funding assistance is provided where necessary.
- M. **Travel** – Works with the Band Director, President, VP of Operations and others to coordinate all operational aspects of the travel needs (transportation, lodging, etc.) of students and staff to competitions and performances.
- N. **Fair Share Coordinator** – Works with The Treasurer, Ways and Means, and committee chairs to document fundraising properties in a regular and timely manner to prevent loss
  - i. Processes and documents RBC, Mudcats, and similar Fair Share income statements for Treasurer.
  - ii. Provides accurate and timely data to be posted to the Fair Share accounts.
  - iii. Oversees the Grocery Card and West Band Bucks Programs.
- O. **West Band Bucks Chair** – Orders, documents, receives, sorts, distributes and reports to Fair Share Coordinator on purchase of gift cards from the West Band Bucks Program.
- P. **Grocery Card Chair**
  - i. Orders, documents, receives, sorts, distributes, receives payments, and reports to Fair Share Coordinator on purchase of gift cards from the Grocery Card Program.
  - ii. Submits all monies received to Financial Secretary
- Q. **Apparel Chair**
  - i. Orders logo apparel, such as varsity jackets, wind suits, hooded sweatshirts, golf/polo shirts, t-shirts, ball caps, and other logo items such as car magnets, and gel wristbands.
  - ii. Must obtain in advance from Treasurer approval for ordering stock to keep on hand.
  - iii. Responsible for maintaining a written inventory of items kept on hand, ordering special order items (i.e. varsity jackets), and recording payments of sales.
  - iv. Reports to the VP of Ways and Means.

**Section 2. Duties Common to All Standing Committees**

Each committee chair shall attend Board meetings during the months preceding and following any event where their committee is involved. Each committee chair shall work with the President, or Vice Presidents to ensure that financial controls, budgeting and funding is available for their respective committee requirements. The President and VPs shall keep the Treasurer

informed as to expenditure needs for their events. Committee chairs are responsible for ensuring that information about their events is forthcoming in a timely manner to the appropriate committee for timely dissemination. The Vice President of Ways and Means is the primary point of contact for the Ways and Means committee. All other standing committees utilize the President or appropriate VP as their primary point of contact.

Each standing committee is responsible for maintaining and updating an operations manual containing its committee responsibilities and operational processes. Each year the manual shall be passed on to the incoming chairperson.

Committees involved in fund raising activities shall maintain and provide pre- and post event financial details of the event. Upon request of the budget committee, each committee chair shall provide information to the budget committee as it relates to the committee's budgetary needs for the upcoming fiscal year.

### **Section 3. Special Committees**

In addition to those appointed from time to time the Special Committees of the Association are:

#### **A. Nominating Committee**

In January of each year the Board of Directors shall appoint a Nominating Committee. It shall be responsible for nominating at least one nominee per office to the membership. The committee shall have 5, 7 or 9 members as determined by the Board of Directors. Its members shall be comprised of representative Association Voting members as follows:

- i. One Voting Member each whose "qualifying student" enrolled in the Band is currently in the 9th, 10th, 11th and 12th grade; and,
- ii. A parent representative of each **band unit** in the current band program. (If represented above, the committee only needs to add a member from the missing band unit. (i.e., Marching, Concert, Jazz, Percussion, or Guard.)

Prior to the March membership meeting, the nominating committee shall notify the President that a slate of officers is ready to be presented to the membership at the March meeting. The committee shall then present its list of nominees to the members in attendance at the March membership meeting.

Nominations from the floor shall be accepted from Voting and Associate Members at the March regular membership meeting for those agreeing to serve. The names of all nominees shall then be submitted to the membership, in writing, prior to the April meeting.

This committee shall be disbanded after the election is held and reconvened only to secure nominations for an empty Association office or a vacated board member position during the school year.

#### **B. By-Laws Committee**

Members of the by-laws committee are appointed by the President with input from the nominating committee. The Parliamentarian is an ad hoc member.

C. **Budget Committee**

No later than January of each year the Board shall appoint a budget committee. Prior to their meeting, the Chairperson shall request that the Band Director provide a proposed travel, band camp and competition itinerary and projected budgetary needs for all participating band units to the chair for the upcoming school year.

The committee shall have Voting Member representatives from each band unit and the Treasurer and Financial Secretary shall serve as ex officio members and the Vice President of Ways and Means is an ad hoc member. The committee shall use information provided by the directors, the treasurer's, and past experience to prepare a budget for the upcoming fiscal year and shall submit it to the Board of Directors no later than their regular meeting held in April.

D. **Committee Meetings**

- i. **Regular Meetings.** Each committee chairperson may set a time and place for regular committee meetings each fiscal year. *As soon as is practicable after such time and place for regular meetings has been set, the time and place of such regular meetings shall be communicated in writing to all committee members once.* No further notice of the regular meeting shall be required unless the place for such meeting is changed, in which case the committee members shall be notified, in writing, of the new location.
- ii. **Special Meetings.** Special meetings of each committee may be called at any time, upon at least three (3) days prior notice of the time and place for the special meeting to each committee member, by the chairperson of the committee, or by thirty (30%) percent of the committee members.
- iii. **Minutes.** The chairperson of each committee shall appoint a committee member to record minutes of each committee meeting where any motions are made and accepted or defeated or business is conducted. A copy of such minutes shall be provided to the president. The minutes shall also be made available to the next chairperson of the committee.

**ARTICLE VIII – FINANCIAL ACCOUNTS, CONTROLS  
AND FISCAL YEAR**

**Section 1. Band Parent’s Association Account**

The Association may create and maintain in a local bank such accounts as the Board of Directors, with input from the Treasurer, may from time to time determine is necessary for the efficient operation of the Association. Establishment and the location of such accounts shall be communicated to the Board of Directors and membership. The Treasurer, President and Vice President of Ways and Means shall be signatories on all such accounts. The accounts shall be identified as the West Johnston High School Band Parent’s Association accounts. At minimum a

checking account and interest bearing savings account in the name of the organization shall be maintained.

**Section 2. Special Trip Account**

A trip account to cover travel-related expenses may be opened in an interest-bearing account as deemed necessary by the Treasurer and Board of Directors.

**Section 3. Benevolence and Scholarship Account**

Account(s) shall be established and maintained for benevolence and post-secondary scholarships.

**Section 4. Prepaid Student's Fair Share Account**

An interest bearing savings account shall be maintained at all times to maintain monies received above the student's fair share. The balance in the prepaid student's fair share account must, at a minimum, equal the total of the balance of all prepaid student's fair share accounts. The interest earned on this account shall be credited to the general fund.

**Section 5. Financial Accounting Controls**

The Association shall authorize deposits and disbursements through its Treasurer in accordance with this article. Checks require two signatures, one being the Treasurer and the other being the President or in his/her absence the Vice President of Ways and Means. In the event the Treasurer is unable to withdraw start up funds for authorized BPA events, the President or the Vice President of Ways and Means has the authority to do so with the written approval of the Treasurer.

**A. Band Parent's Association Account**

Receipts to this fund shall be collections from fund raising projects, fair share contributions, donations and other miscellaneous revenues promoted by the Association and charges imposed by the Association.

**B. Special Trip Account**

Deposits to this account may come from any special donations specifically earmarked for trips, any grants for trips, or a transfer of funds from another Association account as authorized by the Board of Directors (so long as such authorization is not inconsistent with the Association Budget) or the member approved budget. Disbursements from this account shall be directly related to band trips.

**C. Benevolence and Scholarship Account**

Deposits to this account may come from any special donations or fund raisers specifically earmarked for benevolence or scholarships, any grants for the same, or a transfer of funds from another Association account as authorized by the Board of Directors (so long as such authorization is not inconsistent with the Association Budget) or the member approved budget. Receipts, disbursements, and qualifications for awards from this account shall be as established in the most current Benevolence and Scholarship policy as it exists at the time of the enactment of these bylaws or as may from time to time be amended. The most current policy is hereby incorporated into the by-laws by reference. Disbursements from this account shall be only for benevolence or scholarships.

- D. All monies received from Association members, the community and sponsors shall be accounted for and deposited into their respective Association account(s) by the Financial Secretary on a periodic basis.
- E. On a monthly basis the Treasurer shall provide to the membership and board a detailed report of all receipts brought forth from all sources and all disbursements made.
- F. Money turned in for a student's fair share account on behalf of a student shall be in such a manner to ensure proper documentation and accounting.
- G. Expenditures shall be made for items only as directed by the Association. Any purchases made for and not authorized by the Association may not be reimbursed, will be considered a donation and a tax receipt will be provided upon request.
- H. Expenditures to support the band program shall not exceed income on an annual basis

**Section 6. Fiscal Year**

The fiscal year of the Association shall be July 1 to June 30 inclusive. All budgeting and financial accounting shall be executed on this basis.

**Section 7. Review of Accounts and Tax Preparation**

The Association's Treasurer shall ensure that an examination of the organizations' financial records shall be conducted annually and completed by October 1<sup>st</sup> by an outside CPA or professional accountant approved by the board. Copies of the annual report shall be provided to the Principal and School Superintendent no later than October 1st for the preceding fiscal year. Additional examinations of financial records may be requested at any time by a majority vote of the Board or membership.

All Federal and State tax preparations and filings on behalf of the Association shall be completed for each tax year prior to their respective deadlines.

**Section 8. Bonding**

President, Vice President of Ways and Means, Treasurer, Financial Secretary, West Band Bucks Chairperson, and Grocery Card Chairperson shall be bonded at limits equivalent to the Association's annual budget.

**ARTICLE IX – FAIR SHARE ACCOUNTS**

**Section 1. Fair Share Program**

A Fair Share Program is established for the WJHS Band Parents Association to provide a cooperative means for the achievement of the operating budget for each year. The Officers of the Band Parents Association shall maintain the Fair-Share Program as provided in these bylaws and such resolutions as the Board of Directors or membership shall from time to time impose.

The Fair Share for each parent, guardian or custodian of a student enrolled in the various band programs shall be determined yearly using a formula that strives for an equitable contribution by parents, guardians or custodians towards the band program's approved yearly expenses. The balance in the individual students' accounts shall be kept confidential.

There shall be fund-raising opportunities provided to help any parent, guardian or legal custodian of a student enrolled in the Band to meet his/her Fair Share goal. Direct contributions can be made to the student's fair share goal account in lieu of fundraising.

Each new band year the Fair-Share Program will be adjusted to reflect the anticipated costs for the band program budget.

### **Section 2. Transfers and Reversion of Fair Share Funds and Use of Reverted Funds**

Legal Guardian of any student account may, at any time while the student is an active member of the program, stipulate transfer of excess funds to any program account

If a student leaves the band program because of graduation, transfer, or for any other reason, the balance remaining in that student's Fair Share Account may be transferred at the member's discretion to another student's account, to Benevolence Fund, Scholarship Fund, or the General Fund. The deadline for designating where the excess funds shall be applied is January 31 if the student leaves the program after the first semester, and May 31 if the student leaves at the end of the school year. If these deadlines are not met, the excess funds will automatically be transferred to the General Fund to be used at the Board of Director's discretion. However, a family may request excess Fair Share funds held for up to 24 months for a sibling with written notification to the Treasurer by May 31 of the year of the graduating or departing student.

## **ARTICLE X – TRAVEL EXPENSES**

### **Section 1. Travel Expenses**

To cover travel-related expenses such as transportation and lodging costs to/from competitions and events, payment of travel expenses not covered by Fair share contributions or the Association's general budget is expected from the members of participating students.

## **ARTICLE XI – INTERACTIVE PARENT PROGRAM**

In order to create and maintain a strong, vibrant and continuous core of parents that support and promote involvement in the band parent's association, an Interactive Parent program shall be developed and initiated whereby experienced members of the Association become personally involved with integrating new member parents/legal guardians and their student into the band family.

## **ARTICLE XII – AMENDMENTS**



These By-Laws may be amended only by a two-thirds (2/3) majority of the votes cast by Voting Members at a regular or special membership meeting. Proposed amendments or revisions shall be provided prior to, or read at, a regular membership meeting and presented in writing to the membership no less than two weeks prior to voting on the amendment or revisions.

### **ARTICLE XIII – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Each May, the President-elect, in consult with the outgoing President and Vice President of Ways and Means -elect may appoint a member with the ability and willingness to serve as parliamentarian. The Parliamentarian shall serve a term of one year, ending upon the appointment of their successor.

### **ARTICLE XIV – CONFLICT OF INTEREST POLICY**

#### **Section 1. Purpose**

The purpose of the conflict of interest policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **Section 2. Definitions**

- A. Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
  
- B. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - i. An ownership or investment interest in any entity with which the Association has a transaction or arrangement,
  - ii. A compensation arrangement with the Association or with any entity or individual which the Association has a transaction or arrangement, or
  - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as insubstantial gifts or favors.

A financial interest is not necessarily a conflict of interest. Under Section 3, Subsection B of this Article, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3. Procedures**

- A. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
  
- B. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
  
- C. **Procedures for Addressing the Conflict of Interest.**
  - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - iii. After exercising due diligence, the governing board or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
  
- D. **Violations of the Conflicts of Interest Policy.**
  - i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Section 4. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Section 5. Compensation**

- A. A voting member of the governing board who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Section 6. Compliance**

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement which affirms such person:

- A. Has read and understands the conflicts of interest policy,
- B. Has agreed to comply with the policy, and
- C. Understands the Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **Section 7. Periodic Reviews**

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section 7, the Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.