

**BRIDGEWATER-RARITAN HIGH SCHOOL
BAND PARENTS ASSOCIATION, INC.
BY-LAWS**

**Article I
Name**

The name of this organization shall be the Bridgewater-Raritan High School Band Parents Association, Inc. (the “Association”).

**Article II
Objectives**

The activities of the Association shall serve the following objectives:

- A. To stimulate and sustain an enthusiastic interest among both students and parents in the band and guard programs at Bridgewater-Raritan High School (“BRHS”).
- B. To provide in-kind and financial support to the band and guard programs at BRHS.
- C. To build and maintain an organization of parents of band and guard students and other interested adults to help promote the general activities of the BRHS band and guard programs.

**Article III
Membership**

- A. General Membership. Membership in the Association shall be open to all parents and legal guardians of actively enrolled BRHS band and guard students and all other persons 18 years or older who are interested in promoting the objectives of the Association (hereinafter referred to as “Members”).
- B. Voting Members and Associate Members. All parents and legal guardians of actively enrolled BRHS band and guard students who have paid the Association’s membership dues for the current fiscal year shall be eligible to vote on all matters presented to the membership for a vote in accordance with these By-Laws (hereinafter referred to as “Voting Members”); Provided, however, where a membership is comprised of an individual household, only one vote shall be permitted for each household. All other Members who are not a parent or guardian of an actively enrolled BRHS band or guard student and have paid the Association’s membership dues for the current fiscal year shall have the right to be heard on all matters which the membership may be heard, but shall not have the right to vote on any such matters (hereinafter referred to as “Associate Members”).

- C. Membership Roster. The Corresponding Secretary shall maintain a list of Voting Members and Associate members and shall maintain such contact information as is provided by such Members. The list of the names (but not the contact information) of the Members shall be available for inspection by any Member upon reasonable request to the Corresponding Secretary.
- D. No Member shall have the power to bind the Association. No Member shall have any right to any income or property of the Association, nor shall any Member receive compensation in consideration of being a Member and/or an Officer of the Association. No Member shall be personally liable for any debt or obligation of the Association.
- E. When engaged in any activity of the Association, Members shall comply with the rules and regulations of the Association as may be adopted by the Board of Directors and communicated to the Members from time to time.
- F. These By-Laws, the current year's minutes of the meetings of the Board of Directors and Members and the monthly Treasurer's Reports shall be available for review by all Members upon reasonable request made to the Recording Secretary.

Article IV Meetings

- A. Schedule and Notice of Regular Meetings. Regular meetings of the Members shall be held monthly, September through June, at BRHS or such other location within the Bridgewater-Raritan School District and at such times as shall be determined by the Board of Directors. Written notice of all regular meetings shall be communicated to the Members in advance by any means reasonably calculated to provide all Members with actual notice of the meeting schedule established by the Board of Directors.
- B. Purpose of Regular Meetings. The purpose of regular meetings shall be to transact all business that may properly come before the Membership. Prior notice of the specific subject matter of any regular meeting shall not be required. An agenda shall be provided to the Members at all regular meetings.
- C. Special Meetings. Special meetings of the Members may be called by the President or by the majority of the Board of Directors. Special meetings shall be held on not less than ten (10) days prior notice to all Members. Notice of special meetings shall contain the time, place and purpose of the special meeting. The Board of Directors shall take

reasonable steps to provide all Members with actual notice of any special meeting, which may include communication by e-mail or telephone.

- D. **Quorum and Voting.** A quorum of the Voting Members shall consist of the lesser of twenty percent (20%) of all Voting Members or twenty (20) Voting Members who are not also Officers of the Association; provided, however, that where a spouse of an Officer is also present at a meeting, that spouse shall be included when counting those present for a quorum. Unless otherwise specifically set forth in these By-Laws, a majority of all Voting members present at a meeting, including Officers of the Association who are not counted for the purpose of establishing a quorum, shall be sufficient to approve any matter for which the approval of the Voting Members is required or requested. No record date shall be required with respect to any meeting of Members. No Member shall be permitted to vote by proxy on any matter. All voting by the Voting Members shall be conducted by an open show of hands, except in the event of a contested election of Officer(s), which shall require a paper ballot.

Article V Finance

- A. The fiscal year of the Association shall commence July 1st and end June 30th of the following year.
- B. Commencing no later than February 15th of each fiscal year, the Board of Directors shall solicit input from the BRHS Band Directors, Committee Chairpersons, and, in the discretion of the Board, any other persons, with respect to all proposals for funding requests from the Association for the next fiscal year.
- C. The Board shall approve an annual budget of the Association for the upcoming fiscal year no later than May 31st of each fiscal year. The proposed budget shall be presented for approval at the June regular meeting of the Members. The fiscal budget shall be approved by a majority of all Voting Members present at the June regular meeting.
- D. The Membership Dues for each fiscal year shall be established by the Board of Directors and presented for approval, as part of the Association's budget, at the June regular meeting of the Association. The approval of the Membership Dues shall require the affirmative vote of a majority of Voting Members and Associate Members present at the regular June meeting.

- E. Either of the Co-Treasurers, the President, or the Vice President is authorized to make expenditures of the funds of the Association for approved budget items and expenditures approved by either the Financial Request Committee or by the Board of Directors.
- F. The Board of Directors may authorize any non-budget expenditure for Association purposes which is \$1,000.00 or less in the aggregate (with respect to any related expenditures arising out of any one activity or function) without the prior approval of the Financial Committee.
- G. All disbursements authorized by the Association shall be made by check and supported by receipts or other evidence reasonably satisfactory to the Co-Treasurers or the President.
- H. Notwithstanding the foregoing, all expenditures in excess of \$500.00 shall require three (3) estimate quotes and shall also require written authorization signed by at least two Officers prior to disbursement.
- I. The Association's financial records shall be reviewed annually after June 30th by an individual or individuals appointed by the Board of Directors, which individual(s) shall be either a Member or Members of the Association possessing the requisite professional expertise or an outside accountant or auditor retained by the Association. Not less frequent than once every three years, the Board shall retain an outside accountant or auditor to professionally audit the Association's financial records.
- J. All federal and state tax returns which shall be required of the Association, or by virtue of the activities or expenditures of the Association, shall be filed by the Association in a timely manner under the direction of the Board of Directors. An IRS 1099 or an equivalent form shall be filed, as required by IRS Regulations, in connection with all payments made by the Association to all individual recipients. The Board may retain an outside accountant or professional to prepare or to assist with the preparation of any such return or report.

Article VI

Officers and Duties

- A. All Officers shall be Voting Members of the Association at the time of their election and during the intended tenure of their term; provided, however, that an Officer shall fulfill the term to which they were elected if their membership status changes during the term of their tenure. No Voting Member shall simultaneously hold more than one Office. Any Officer who is also the Chairperson of an Operating Committee shall have only one vote as a Director.

- B. The Officers of the Association shall consist of a President, a Vice President, a Corresponding Secretary, a Recording Secretary and Co-Treasurers.
- C. The President shall be the chief executive Officer of the Association and shall oversee all activities of the Association. The President shall preside over all meetings of the Board of Directors and at all meetings of the Members of the Association. The President shall be an ex-officio, non-voting member of all Committees.
- D. The Vice President shall assist the President with the oversight and performance of all matters and activities of the Association, as requested by the President. The Vice President shall assume all the duties of the President in his or her absence. The Vice President shall succeed to the unexpired term of the President in the event that the office of the President is vacated prior to the expiration of the term thereof.
- E. The Recording Secretary shall keep the records and minutes of all meetings of the Members of the Association and of the Board of Directors and shall furnish copies of all such minutes for review at the meetings of the Members and of the Directors. The Recording Secretary shall ensure that the By-Laws review will occur as set forth in Article XII, Section C. The Recording Secretary shall maintain the historical file of all records and minutes of the meetings of the Members and Board of Directors, all governing documents and resolutions of the Association, and specific procedures and information developed by and for the Officers and the Committees of the Association as required by the prevailing laws for 501(c)(3) organizations.
- F. The Corresponding Secretary shall attend to all correspondence of the Association as requested by the President or the Board and shall maintain the historical file of all correspondence of the Association. The Corresponding Secretary shall maintain a roster of all Members of the Association, including contact information, and shall assist the Membership Committee.
- G. The Co-Treasurers shall receive all funds due to the Association and shall deposit such funds into the designated bank account(s) maintained by the Association. The Co-Treasurers shall keep an accurate record of all receipts and disbursements, showing each activity separately, as well as a complete record of all account balances. The Co-Treasurers shall prepare and present a financial report at each regular meeting of the Association, which report shall contain the following information:
 - 1. monthly and fiscal year-to-date income and expenditures as compared to the current year's budget;

2. a statement of assets, account balances and all liabilities of the Association.

Each Co-Treasurer shall be bonded. The Co-Treasurers shall maintain a file of all historical financial information and records of the Association as required by the prevailing laws for 501(c)(3) organizations.

- H. Each Officer, when fulfilling the function of their office as specified in these By-Laws, is encouraged to make reference to any specific procedures, information or recommendations maintained by the Recording Secretary which his or her predecessors found to be useful or necessary, and to supplement and modify said procedures, information or recommendations for the benefit of his or her successors.
- I. The term of office for all Officers of the Association shall be one (1) year, concurrent with the Association's fiscal year.
- J. An Officer may not serve more than two (2) consecutive elected terms in the same office.
- K. Officers are expected to attend all meetings of the Board of Directors and the Members, and shall be reasonably available during the tenure of their office to fulfill their duties under these By-Laws.

Article VII

Board of Directors

- A. The Board of Directors shall consist of the Officers of the Association, the Chair of the Finance Committee, and four (4) Members-at-Large representing each of the four (4) grade levels. The band director(s) shall be ex-officio members of the Board of Directors, but shall not be entitled to vote. The Chair of the Finance Committee shall be appointed by the elected Board. Two or more Members from the same household may not serve on the Board of Directors at the same time. No individual Voting Member may serve more than one position on the Board at any one time. The Nominating Committee shall solicit interest from among the Voting Members to serve as Members-At-Large on the Board of Directors. At or prior to the September Membership meeting, the Nominating Committee shall solicit interest from the Voting Members for any unfilled Members-At-Large positions. Nominations for any unfilled Members-At-Large positions shall be presented and voted on at the September Membership meeting. The Chair of the Finance Committee shall be a Voting Member at the time of appointment and during the intended tenure of his/her term.
- B. In addition to the specific duties contained in these By-Laws, the Board of Directors shall have general supervisory power over the affairs of the

Association. The Board shall approve all requests for fundraising activities on behalf of the Association. The Board of Directors may adopt rules and regulations addressing the conduct of activities and operations relating to Association matters. Any such rules and regulations shall be publicized periodically to the Members.

- C. The Board of Directors shall meet generally on a monthly basis to manage the affairs of the Association. The Board of Directors shall endeavor to hold its regular monthly meetings in advance of the regular monthly Membership meetings.
- D. Special meetings of the Board of Directors may be called by the President or by any three (3) members of the Board of Directors on not less than three (3) business days' notice. Notice of the time, place and purpose of all special meetings shall be communicated in writing to the Directors by email or such other means reasonably calculated to effect actual notice on all Directors.
- E. A majority of the Board of Directors shall constitute a quorum for the transaction of business. Unless otherwise specifically set forth in these By-Laws, a majority of the Directors present at a meeting at which a quorum is present shall be sufficient to approve any matter for which the approval of the Board of Directors is required or requested. No proxy shall be allowed. The Board of Directors may act by written consent of a majority of the Board in lieu of meeting or by holding a telephonic meeting.
- F. A report of the Board of Directors' meetings shall be made at the meeting of the Members of the Association next following the Board's meeting.

Article VIII
Operations of the Association

- A. No obligation may be incurred nor any contract or agreement entered into in the name of the Association unless said obligation, contract or agreement has been approved by the Board of Directors, or, if otherwise required by these By-Laws, by the Voting Members. Unless another Officer or a Committee Chairperson is specifically authorized by the Board of Directors, only the President may exercise the authority granted by the Board of Directors to incur obligations or enter into contracts or agreements on behalf of the Association.
- B. Neither the Directors nor the Officers shall be deemed to be employees of the Association, nor shall the Association have any employees.

- C. No Director or Officer shall receive payment, consideration or remuneration from the Association by virtue of being a Director or Officer, except for reimbursement for expenditures in accordance with the terms of these By-Laws, generally.
- D. The Association may, in the discretion of the Board of Directors, obtain liability or other types of insurance policies affording coverage for Association activities.

Article IX
Operating Committes

- A. Operating Committees may be created, authorized, reauthorized or dissolved by the Board of Directors at any time. Chairpersons of each Operating Committee shall be appointed by the Board of Directors.
- B. The President or another Officer or Board Member designated by the President shall be an ex-officio, non-voting member of each Operating Committee (hereinafter “Committee”).
- C. Chairpersons of all Committees shall report their proposed plans as needed for the coming fiscal year to the Board. No Committee work involving fundraising, incurring of obligations or making of expenditures by the Association shall be undertaken without the prior approval of the Board of Directors.
- D. Committee Chairpersons shall provide reasonable notice to all Committee members of the meetings and activities of the Committee.

Article X
Nominations and Elections

- A. A Nominating Committee shall be appointed by the Board of Directors by February 15th of each year. The Nominating Committee shall consist of at least three Voting Members, two of whom shall not be members of the Board of Directors. No member of the Nominating Committee may be nominated for any Office, either by the Nominating Committee or from the floor. At the March meeting of Members and in such communications to Members as the Board shall deem appropriate, the Members shall be advised of the persons serving on the Nominating Committee. Members eligible to become Officers and Board Members may express their interest and qualifications to the Nominating Committee. The Nominating

Committee shall make nominations for Officers and Board Members for the coming fiscal year at the April meeting of the Members.

- B.** Nominations for Officers and Board Members may be made from the floor, at the April meeting of Members after the report of the Nominating Committee has been presented to the Members. Only persons eligible to serve as Officers and Board Members, if elected, may be nominated, either by the Nominating Committee or from the floor. No floor nominations may be made except at the April meeting of the Members.
- C.** Elections of Officers and Board Members shall be held at the May meeting of the Members, provided that a quorum is present. Election shall require a majority of the Voting Members present. If more than one candidate is nominated for an office, vote shall be by secret ballot with the candidate receiving an absolute majority of votes being cast being elected. If there is no absolute majority on the first ballot, the two candidates with the highest number of votes will be placed on a second ballot.
- D.** New Officers and Board Members will be inducted at the Awards Banquet and will assume their responsibilities as of July 1st of each year.
- E.** An Officer or Board Member may be removed for good cause by a majority vote of the Board of Directors. In the event that an Officer Board Member or Committee Chair Person does not finish a term, either through resignation or removal, the Board of Directors may appoint a replacement for the remainder of the term.
- F.** In the event that the Nominating Committee determines that no single candidate exists to fill a position on the Board of Directors, then the Nominating Committee may nominate two individuals for any Board position. The Nominating Committee shall notify the Voting Membership not later than ten (10) days prior to the April meeting of Members of the proposed nomination of two candidates for the a Board position and request that written objections to this proposal be submitted to the Nominating Committee prior to the presentation of the slate of candidates at the April Membership meeting. Notice to Members shall be made by any means reasonably calculated to provide all Members with actual notice of this information. When elected, each co-candidate shall equally share the duties of the subject Board or Officer position as described in Articles VI and VII of these By-Laws. Further, each co-candidate shall have one vote in any matter presented to the Board of Directors requiring a vote.

Article XI

Governing Rules

The rules contained in *Robert's Rules Revised* shall govern meetings of this Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws.

Article XII
Amendments

- A. These By-Laws may be amended provided the amendment has been: (A) approved by a two-thirds vote of the Board of Directors present at any meeting at which a quorum of Directors is present, and for which the Directors have received notice that the amendment of the By-Laws is an agenda item; and (B) after approval by the Board of Directors, presented to two consecutive regular meeting of the Members and approved by a two-thirds vote of the Voting Members at the second meeting.

- B. Proposed amendments to the By-Laws may be submitted at any time by a Voting or Associate Member proposing an amendment, in writing, to the Board of Directors. The proposed amendment shall be discussed at the next or subsequent meeting of Board of Directors.

- C. No less often than every three (3) years, the Board shall appoint a Committee to review the By-Laws and suggest any amendments.

Article XIII
Charitable Purpose

The Association is organized exclusively for charitable and educational purposes, and shall conduct itself as a non-profit organization within the meaning of Section 501(c)(3) of the Internal Revenue Code. In the event that the Association shall become inactive or dissolve itself, any assets remaining after payment of obligations shall be turned over to the Bridgewater Raritan Regional School District, for the exclusive use by the Band Program.

Approved by membership

1/20/1993

Amended

3/11/1998

Amended

4/15/1999

Amended

10/11/2000

Amended

6/12/2003

Amended

4/12/2007

Amended

12/14/2010

Amended

5/10/2011