

# Montour Band Parents Association

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Clever Road  
McKees Rocks, Pennsylvania 15136



## **MONTOUR BAND PARENTS ASSOCIATION, Inc. BYLAWS**

### **Article I - Name**

The name of the organization shall be MONTOUR BAND PARENTS ASSOCIATION, INC.; a non-profit organization, at Montour High School, on Clever Road, McKees Rocks, Pennsylvania, 15136.

### **Article II - Purpose**

The objectives and primary purpose of the MONTOUR BAND PARENTS ASSOCIATION, INC., shall be to provide support for the purpose of improving, educating, and developing the students' capabilities as musicians and performers in the Montour High School Marching Band program with the cooperation of the Band Director.

The Montour Band Parents Association, Inc. shall be operated exclusively for exempt purposes within Section 501 (c) (3) of the Internal Revenue code of 1954, and any succeeding Federal Statutes prescribing the grounds for exemptions from Federal taxation.

### **Article III - Policies**

Section 1. The organization provides funds for the benefit of the Montour High School Marching Band.

Section 2. The members of the organization, when acting as chaperones or working at a function, shall not use alcoholic beverages, illegal drugs, or participate in illegal gambling.

Section 3. The name MONTOUR BAND PARENTS ASSOCIATION, INC. shall not be used for any activities other than those related to the purpose of this organization.

Section 4. The outgoing Executive Board shall make a conscientious effort to leave at least a four thousand-dollar (\$4,000.00) balance in the general fund as of May 31<sup>st</sup> of every year.

Section 5. The Montour Band Parents Association, Inc. shall not provide funds or support for any items or equipment which this organization deems the responsibility of the School District or other Booster Groups unless the MBPA Membership decides otherwise.

#### **Article IV - Membership**

Section 1. Full Membership - Any person with a child in the Montour High School Marching Band program is a member with full voting rights subject to Article V, Section I, and may hold an office in the organization (i.e., President, Vice President, Treasurer, Recording Secretary, and Corresponding Secretary.).

Section 2. Associate Member - Any person desiring to contribute to the operation of the organization is encouraged to do so, but they cannot hold office, vote in elections or procedures, or on any matter regarding the operation of the organization. These members may not serve in a capacity deemed inappropriate by the Executive Board.

#### **Article V - Officers and their Election**

##### Section 1. Officers

- (a). The officers of this organization shall consist of a President, Vice President, Treasurer, Recording Secretary, and Corresponding Secretary.
- (b). Officers shall be elected by secret ballot at the APRIL meeting.
- (c). Ballots listing each office shall be passed out by the Nominating Committee to all eligible voting members subject to ARTICLE V, Section I.
- (d). Ballots will be counted by the Nominating Committee members before the assembly of parents, while the Treasurer and Corresponding Secretary visibly lists the count after each nominee's name.
- (e). Ballots will be recounted by the Treasurer and the Corresponding Secretary before the assembly of parents, while the Nominating Committee visibly lists the count after each nominees' name. In the event that the Treasurer and/or Corresponding Secretary are running for re-election, the Nominating Committee will appoint substitutes (for the recounting) as needed.

(f). The election shall be held for President, followed by the election of Vice President, then Treasurer, then Recording Secretary, and then Corresponding Secretary.

(g). The final election results shall be visibly counted, recounted and then announced to the general assembly, prior to the adjournment of the meeting, for President, followed by Vice President, then Treasurer, then Recording Secretary, and then Corresponding Secretary.

(h). A person can hold only one office at any given time.

(i). If there is no opposition for an office, the person accepting the nomination for that office is elected to that office.

(j). The person receiving a majority of votes for an office is elected to that office.

(k). The term of office shall be one year.

(l). To vote in an election, full membership also includes the definition as having participated in two regular Band Parent meetings and worked at two fund raisers and/or band functions during the year elections are held.

(m). Officers elected at the April meeting will assume their official duties on June 1<sup>st</sup>, allowing for a short transition period.

(n). If a vacancy occurs in the office of President, the Vice President automatically becomes President for the remainder of the term.

(o) If there is a vacancy in any other office, the Executive Board shall appoint a person to fill the unexpired term.

## Section 2. Election

(a). A Nomination Committee, consisting of no less than three members, will be selected by nomination from the floor at the January meeting. The Nominating Committee will select a Chairperson of the Committee. The Nominating Committee will solicit interested individuals for officers for the upcoming year.

(b). The Nominating Committee shall provide a list of names and the offices they have consented to serve if elected. The names shall be provided to the membership at the March meeting.

(c). Following the report of the Nominating Committee, additional nominations will be accepted from the floor the night of elections. Nominations for each office must be closed prior to hearing those for the next office.

(d). Only persons consenting to serve, if elected, shall have their names placed in nomination.

## **Article VI - Duties of Office**

Section 1. The President: shall preside over all meetings of the organization and the Executive Board; shall be a member *ex-officio* of all committees except the Nominating Committee; shall coordinate the work of the officers as necessary to strengthen the organization, and promote its interest.

Section 2. The Vice President: shall act as an aide to the President and assume his duties in his absence.

Section 3. The Treasurer: shall manage all monies and make payments as authorized by the organization; shall present a financial statement at every meeting and when requested by the Executive Board; shall be a member of all funded activities; shall use an accounting system that clearly details all funds received and disbursed, identifies the source of the monies, and the purpose of the disbursements; assures that the yearly tax return is filed with the IRS.

(a). The Treasurer's accounts shall be examined semi-annually by an Audit Committee of no less than three volunteer members. These volunteers may not include any of the Executive Board. These volunteers will be announced no later than the April meeting, for the June audit, and no later than the November meeting for the January audit. These audits shall be performed promptly after the November and May meetings. These audits shall be completed and an audit report shall be made during the regular January and June meetings of the Montour Band Parents Association. The Treasurer may request an audit at any time.

(b). The out-going Treasurer shall serve as an advisor to the next elected Treasurer for a period of at least four (4) months.

(c). In the event that the Treasurer deems it necessary to appoint an Assistant, it shall be done with the approval of the Executive Board.

Section 4. The Recording Secretary: shall record the minutes of all meetings of the organization and of the Executive Board and shall perform such duties as may be delegated to the office, including keeping a role of members in attendance at each meeting.

Section 5. The Corresponding Secretary: shall assume responsibility for all correspondence directed to or for the organization, including fund raisers, band camp, band trips, meetings, and any other correspondence relating to band activities.

(a). Shall send a sympathy card in the event of a death in the immediate family of a member of the Montour High School Marching Band or a member of this organization.

(b). Shall arrange for the sending of flowers or other suitable memorial in the event of a death of a member of the Montour High School Marching Band, any member of this organization, or any person deemed necessary upon approval of this organization.

#### **Article VII - Payment of Bills - Disbursement of Funds**

(a). An itemized bill or other item of proof of payment shall be furnished to the Treasurer for each disbursement.

(b). All disbursements shall be made by check, which must be signed by two authorized persons.

(c). Authorized persons are defined as the President, Vice President, and Treasurer. The Band Director will have no authority for the disbursement of funds.

(d). Before any disbursement is made, an invoice must be presented and approved by the membership at a regular meeting; except (e) and (f) below.

(e). When a fund raising program or Band event for the Montour High School Marching Band has been established, it is not necessary to have further motions from the floor for payment of bills or deposits for that fund raising program or Band event. Also included are incidental expenditures under \$100.00.

(f). Membership approval is not required for expenditures for the Montour High School Marching Band camp, band trip, truck maintenance, senior awards, annual events, Scrip Committee, or emergency expenses approved by a majority of the Executive Board.

(g). If a bill requiring membership approval must be paid before presentation at the next regular meeting, it must be approved by the Executive Board and the membership promptly informed at the next regular meeting.

(h). Funds in a student's account can only be used for the individual student for band expenses or band sponsored activities. Funds remaining in the band student account at the end of their graduating year, or funds remaining when a band student leaves the band program, will be disbursed as follows:

- May be transferred to a band student's sibling's account who is currently in the band program or for an upcoming sibling within a maximum of three years as designated by the parent/guardian.
- Transfer of funds to either the General Account or to the Scholarship Account as designated by the parent/guardian.

### **Article VIII - Meetings**

(a). Regular meetings of this organization shall be held at 7:00 P.M. on the last Wednesday of every month (except December when there is no scheduled monthly meeting) unless otherwise scheduled on the school calendar or re-scheduled by the organization or the Executive Board.

(b). The regular meeting place will be at the Montour High School unless otherwise changed by the organization or Executive Board.

(c). Special meetings may be called by the Executive Board.

(d). A quorum shall consist of twenty-five (25) members.

(e). Robert's Rules of Order will be used as a guide to conduct the meeting.

### **Article IX - Executive Board**

Section 1. The Executive Board shall consist of the Officers of the organization and the Band Director.

Section 2. The duties of the Executive Board shall be to transact the business of the organization as defined within the Bylaws and instructions from the organization membership.

Section 3. Each Officer of the Executive Board shall have one vote. The Band Director does not have a vote. A majority of the Executive Board shall rule decisions. All board members must vote on each decision.

## **Article X - Special Committees**

- (a). Each fund raising activity or function sponsored by the organization shall be handled by special committee.
- (b). The President shall seek volunteers to serve as a committee chairperson for each activity undertaken by the organization. The committee chairperson shall assemble the members of the committee.
- (c). Each special committee shall exist until the function it is charged with is complete.
- (d). The committee chairperson shall report the committee's progress to the President prior to the Executive Board meeting held during the time that special committee exists. The President shall then inform the Executive Board of that progress.
- (e). The committee chairperson shall provide a report on the results of the function to the membership at a regular organization meeting.
- (f). The committee chairperson is to provide a written report to the Treasurer when the function is completed. The report is to contain any information that would be useful to the chairperson of that function next year.
- (g). All completed reports and pertinent notes shall be kept by the Recording Secretary and will be given to the next year's committee chairperson by the incoming Recording Secretary.

## **Article XI - Board of Directors**

The Montour Band Parents Association Board of Directors for the purposes of these Bylaws shall be composed of the Executive Board.

## **Article XII - Personal Liability of the Board of Directors**

Pursuant to 15 Pa. C.S. A. Section 5713, effective December 19, 1990, a director shall not be personally liable, for monetary damages for any action taken unless:

- (1) The director has breached or failed to perform the duties of his office under Pa.C.S.A. Section 5713; and

- (2) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The general rule set forth in 15 Pa. C.S.A. Section 5713 shall not apply to:

- (1) The responsibility or liability of a director pursuant to any criminal statute; or (2) the liability of a director for the payment of taxes pursuant to Federal, State or local law.

Pursuant to Pa. C.S.A. Section 5712, a director shall perform his duties as a director, including his duties as a member of any committee of the board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: (1) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented, (2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person, (3) A committee of the board upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence. A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Except as otherwise provided in the bylaws, an officer shall perform his duties as an officer in good faith, in a manner he reasonably believes to be in the best interests of the corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his duty shall not be liable by reason of having been an officer of the corporation.

Pursuant to Pa. R.C.P. Section 5716, in discharging the duties of their respective positions, the board of directors, committees of the board and individual directors, may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon suppliers and customers of the corporation and upon communities in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section relating to standard of care and justifiable reliance.

Absent a breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director shall be presumed to be in the best interests of the corporation.

### **Article XIII - Indemnification of Directors, Officers and Employees**

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 by reason of the fact that he is, or was a Director, officer or agent of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constituted willful misconduct or recklessness.

#### **Section 2. - Expenses**

To the extent that a Director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any claim, issue or matter therein, he shall also be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

#### **Section 3 - Advancement of Expenses**

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation pursuant to this Article XIII.

#### **Section 4 - Non-exclusivity of ARTICLE XIII**

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a Director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

## **Article XIV - Dissolution**

Upon the dissolution of the Association, the Executive Board shall, after paying or making provision for the payment of all of the liabilities, dispose of all the assets of the Association exclusively for the purpose, or purposes, stated in ARTICLE II of these Bylaws in such a manner, or to such organization, or organizations, constituted and conducted exclusively for like purposes as shall at that time qualify as exempt under Section 501(c)(3) and or Section 501(c)(7), Internal Revenue Code, or any corresponding provisions of any subsequent Federal Tax Law, as the Board of Directors may determine.

## **Article XV - Parliamentary Authority**

Anything that is not covered by these Bylaws will be decided by a majority vote of the membership present at a regular meeting. This vote will be by secret ballot.

## **Article XVI - Amendments**

These Bylaws may be amended at any regular meeting of this organization by a two-thirds vote of members present, provided the proposed Bylaws are presented to the membership at the previous regular meeting.

## **End of Bylaws**

All amended Bylaws shall be listed at the conclusion of the Bylaws.

**Bylaws Amended:** January 31, 2001, General Membership Meeting, Article VI - Duties of Office, Section 3. The Treasurer (b)

**Current Executive Board:** Karen Criscella (President), Roberta Peters (Vice-President), Nancy Baur (Treasurer), Ann Massucci (Recording Secretary), Darlena Mancuso (Corresponding Secretary)

**Bylaws Ratified:** by the General Assembly at the March 7, 2001 (rescheduled from February 28, 2001), Montour Band Parents Association monthly meeting.

**Bylaws Amended:** March 30, 2005, General Membership Meeting

Article II-Added the second paragraph that expands our non-profit status.

Article V-Noted that all ballot counting shall be done "visibly", using any medium currently available.

Article VII-Added part (h) outlining student accounts.

Article XII changed upon legal consultation from Peggy Jamiolkowski to be legally correct.

Added "End of Bylaws" after Article XVI, so all future changes will be recorded.

Changed spelling of "By-Laws" to "Bylaws", according to Robert's Rules, written by Doris P. Zimmerman, © 1997.

Referred to Officers of organization as "Executive Board" for the purpose of consistency.

Referred to the students as "Montour High School Marching Band".

Referred to "Parents" as "Parent/Guardian".

**Current Board of Directors:** Mark Coppler-President, Karen Evans Meyers-Vice-President, Lisa Ligouri-Recording Secretary, Shirley Dailey-Corresponding Secretary, Denise Moore-Treasurer, Don Dailey-Assistant Treasurer.

**Bylaws Ratified:** by the General Assembly at the March 30, 2005 Montour Band Parents Association monthly meeting.

**Bylaws Amended:** March 28, 2007, General Membership Meeting

Title - corrected the spelling of "ASSOCIATION"

Article VI section 3 - Added "; assures that the yearly tax return is filed with the IRS."

Article IX section 3 - Added "All board members must vote on each decision."

Current Board of Directors: Don Dailey - President, Tom Barclay - Vice President, Collette Dukewich-Recording Secretary, Cheryl Simchak-Corresponding Secretary, Maria Henry-Treasurer, Carol Cersosimo-Assistant Treasurer.

**Bylaws Ratified:** by the General Assembly at the March 28, 2007 Montour Band Parents Association monthly meeting.

