

BY-LAWS OF NORWIN BAND AIDES

ARTICLE I. OFFICE

SECTION 1. The registered office of the Corporation shall be at 251 McMahon Drive, North Huntingdon, Pennsylvania, 15642.

SECTION 2. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

ARTICLE II. SEAL

SECTION 1. The Corporation seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, Pennsylvania".

ARTICLE III. OBJECTIVES

The Objectives of the Corporation shall be:

1. To stimulate and sustain interest among the Band and Color Guard Parents hereby after known as the Band and the students at Norwin Senior High School in band activities at Norwin High School by cooperating with school authorities and the Norwin Band Director.
2. To raise and distribute monies, as required for the activities of the band and color guard, not funded by the Norwin School District. All fundraising activities are to be organized at the recommendation of the Band Board of Directors.
3. To support and promote music education in the Norwin School District by advocating for policies that will enhance the music education of students in the Norwin School District in cooperation with the Norwin Band Director and school officials.

ARTICLE IV. MEMBERSHIP

SECTION 1. Membership shall have the following requirements of qualifications:

- a) The general membership shall be comprised of parents and guardians of students participating in the band, plus friends of the band, and band alumni.

- b) Voting membership shall be parents or guardians of students currently in the band. Alumni and friends of the band, who participate in band activities and who must attend half (six) of the monthly meetings held per year can also vote.

SECTION 2. The Board of Directors shall annually determine the fair share for each member as outlined in the Student and Parent/Guardian Handbook.

SECTION 3. The Board of Directors, by affirmative vote of two-thirds of the board members may suspend or expel a member for cause after an appropriate hearing and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership. Membership in this Corporation shall not be transferable or assignable.

ARTICLE V. OFFICERS

SECTION 1. The executive officers of the Corporation shall be elected by those parents and guardians who currently have students in the band, and as a requirement of holding office with the exception of Treasurer (See Section VI Section 4), the individual must be a parent or guardian of a student currently in the band whose fair share account is in good standing.

SECTION 2. The executive officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and Assistant Treasurer and such other officers as the need of the Corporation may require.

SECTION 3. By election to the office of President, Vice President, Secretary, Treasurer, or Assistant Treasurer such individuals shall be a member of the Board of Directors.

SECTION 4. The offices of President, Vice President, Secretary, Treasurer, and Assistant Treasurer shall be elected at the April meeting of the Corporation for a term of one year. The newly elected officers shall be installed at the May meeting of the Corporation.

SECTION 5. Nominations for the office of President, Vice President, Secretary, Treasurer, and Assistant Treasurer shall be directed by an election committee of three (3) members of the Corporation. The Board of Directors will select the three members from the general membership, and they shall not be officers or any committee chairperson. They will be selected at least one month prior to the March meeting. The election committee so appointed shall report the names of candidates for the aforementioned offices to be filled at the April meeting. Additional nominations may be made from the general membership during the April meeting providing the person so nominated has indicated his/her approval of his/her name being placed in nomination.

SECTION 6. At the time of the election of officers to be held annually at the April meeting of the Corporation, only those parents and guardians of the students in the band, plus those alumni and friends of the band who have attended six (6) monthly meetings prior to April meeting shall be entitled to vote. There shall be no vote by proxy. If your attendance at the April meeting is your 6th meeting of the band, you are not qualified to vote. April attendance will be credited to next year's attendance. Qualifying months of attendance run from April of the previous year through March of the current band year when elections are held.

SECTION 7. The Board of Directors shall determine the method for the distribution, collection, and tabulation of ballots to and from all eligible voters

SECTION 8. With respect to tabulation, there shall be following the election, a group of three (3) members, who volunteer and who shall not be a member of the election committee or the Board of Directors, to function as tellers and shall count the ballots so cast. The ballots shall then be recounted by the election committee as a way of verifying the results. The results as obtained shall be given to the President to announce to the general membership. A written tally of the election shall be entered into the minutes of the meeting but not announced to the general membership. The ballots so cast shall be kept for a period thirty (30) days and then shall be destroyed.

ARTICLE VI. DUTIES OF OFFICERS

SECTION 1. The duties of the President shall include presiding at all meetings of the Corporation, acting as ex-officio member of all committees except that of the election committee, appointing with the other officers all standing and special committees and shall see that all orders and resolutions of the Board of Directors are carried into effect, subject however, to the right of the Board of Directors to delegate any specific powers except such as may be by statute exclusively conferred on the President to any other officer or officers of the Corporation,. The President shall execute all documents requiring a seal under the seal of the Corporation and the President shall perform all other duties pertaining to the office of President as usually and generally vested in that office including, but not limited to, acting as an interface with the Band Director and the band staff.

SECTION 2. The duties of the Vice President shall include performing the duties of the President in his/her absence and rendering assistance to the President when called upon. This position shall be responsible for all "internal" efforts of the organization, e.g., communications, fundraising, social, etc. as well as all "external" efforts of the organization, e.g., development, creating partnerships with businesses, alumni communications, and newsletter, etc. The Vice President shall oversee the efforts of the committee chairs, and report on their efforts at each meeting. He/she shall be responsible for the chaperoning of the band on trips when so required.

SECTION 3. The Secretary's duties shall include the keeping of the minutes of all meetings of

the Corporation and of the Board of Directors' meetings and performing such other duties as may be required from time to time. The Secretary shall assume the duty of the President in the absence of the President and the Vice President. Further, the Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and he/she shall keep in safe custody the Corporate Seal of the Corporation and when authorized by the Board of Directors, affix the same to any instrument requiring it.

SECTION 4. The duties of the Treasurer shall be to collect and receive all monies due, serve as custodian of such monies, deposit such money in a bank designated by the Board of Directors and shall disperse the same upon orders of the Board. The Treasurer shall distribute copies of the financial report to the President, Vice President, Secretary, and Assistant Treasurer and a copy is to be circulated to the Board of Directors and read at the Board and membership meetings. All checks of the organization must be signed by the Treasurer/Assistant Treasurer and another Board Member. There will be two signatures on the corporate savings account, specifically that of the President and Treasurer/Assistant Treasurer. Those members nominated for the position of Treasurer must be a Certified Public Accountant or provide documentation of bookkeeping or related experience. In the event that no member with such qualifications, who is a parent or guardian of a current band member, is nominated for election, any member in good standing may be nominated and elected to the position. The candidate will be properly vetted for all other requirements of holding office prior to elections.

SECTION 5. The duties of the Assistant Treasurer shall be to provide an independent assessment and verification of the Accounts Payable and Accounts Receivable of the Corporation. He/she will also assist the Treasurer as needed. The Assistant Treasurer shall perform the duties of the Treasurer in his/her absence.

ARTICLE VII. VACANCIES

SECTION 1. If the office of any officer, one or more, becomes vacant for any reason the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term with respect to the position in which such vacancy has occurred.

SECTION 2. Vacancies in the Board of Directors including vacancies resulting from an increase in the number of directors, shall be filled by a majority of the remaining members of the Board of Directors, though this may be less than a quorum, and each person so elected shall be a director until his successor is elected by the general membership who may make such election at the next annual meeting of the general members or at any special meeting duly called for that purpose and held prior thereto.

ARTICLE VIII. MEETINGS OF THE MEMBERS

SECTION 1. Meetings of the members shall be held at the Norwin High School or at such other

place or places either within or without of the Commonwealth of Pennsylvania as may from time to time be fixed by the Board of Directors.

SECTION 2. Regular meetings of the Corporation shall be set by the Board of Directors and will be held monthly. There will be no December meeting unless deemed necessary by the Board. The last meeting of the school year shall be in May. New parent orientations shall be held separate from the May meeting of each calendar year. The date will coincide with new student band rehearsal as designated by the Band Director. The orientation shall include information of the Band Aide organization and its activities and the fundraising efforts through the standing committee chairperson. Final annual reports shall be submitted at the June meeting.

SECTION 3. Special meetings of the membership may be called at any time by the President, or the Board of Directors or members entitled to cast at least ten percent (10%) of the votes which all members are entitled to cast at a particular meeting. At any time upon written request of any person who has called a special meeting it shall be the duty of the Secretary to fix the time of the meeting which shall be held not more than sixty (60) days after the receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons calling the meeting may do so. Business transacted at all special meetings shall be confined to the objects so stated in the call and matters germane thereto.

SECTION 4. Written notice of every meeting of the members stating the time, place and object thereof shall be given by or at the direction of the Secretary to each member of record entitled to vote at the meeting at least seven days prior to the day named for the meeting, unless a greater period of notice is required by statute in particular case. If the Secretary shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

SECTION 5. Persons authorized or required to give notice of a meeting of members may, in lieu of any written notice of a meeting of members required to be given, give notice of such meeting by causing notice of such meeting to be officially published.

SECTION 6. A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of 10% of the members entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of directors, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors. In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum shall nevertheless

constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting, stating that those members who attend shall constitute a quorum for the purpose of acting upon such resolution or other matter, is given to each member of record entitled to vote at such adjourned meeting at least ten (10) days prior to the date named for the second adjourned meeting.

SECTION 7. Any action which may be taken at a meeting, if a consent or consents in writing, setting forth the actions so taken, shall be signed by all of the members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation.

SECTION 8. No member shall sell his/her vote for money or anything of value. Upon request of a member, the books, or records of the membership of the Corporation shall be produced at any regular or special meeting of the Corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote and all persons who appear by such books or records to be members entitled to vote may vote. The right of a member to vote and his/her right, title and interest in or to the Corporation or its property shall cease on the termination of his/her membership.

ARTICLE IX. DIRECTORS

SECTION 1. The directors shall consist of the officers of the Corporation, the chairperson of all standing committees, the immediate past President, and the Norwin Band Director. The Board of Directors' duties shall be to transact all the business and affairs of the Corporation.

SECTION 2. In addition to the powers and authorities by these by-laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the articles or by these by-laws directed or required to be exercised or done by the members.

SECTION 3. The meetings of the Board of Directors may be held at such times and at such place or places within the Commonwealth or elsewhere as a majority of the directors may from time to time appoint or as may be designated and called by the President of the Corporation. A majority of the board shall constitute a quorum.

SECTION 4. The Board of Directors may by resolution adopted by a majority of the directors then in office establish or delete one or more committees to consist of one or more directors or members of the Corporation. Such committee chairperson shall be appointed by the President as the need exists to promote the objectives and interest of the organization. Committees of the Corporation shall include but not be limited to the following:

- a) Student Transportation - This position is held by a member of the band's executive staff

who is also a member of the Band Aides. This committee is responsible for handling arrangements when the band travels both locally and out of state. Bus, sleeping accommodations, eating arrangements, and logistics for the students are all a part of this committee. It is subject to the direct input and approval of the Band Director.

- b) Concession Stand - The Band Aides are under contract with the Norwin School District to operate the stadium concession stand at all of the fall sports events held at the stadium, including but not limited to Friday night football games, JV football games, girls' and boys' soccer games, girls field hockey, freshman and middle school football, fall sports playoff games and other sports events, and the annual Norwin Band Festival. The band concession stand also provides service at other events, including Winter Guard shows, the Craft Show and outside at the Car Cruise.
- c) Social - The chairperson will organize refreshments/bake sales as deemed necessary per the Board of Directors. Examples include special meetings that may be called for new parents groups, etc. and bake sales at the Norwin Band Festival, the Craft Show, and Winter Guard Shows. This includes keeping the hospitality book to record expenses and submit all monies collected to the Treasurer.
- d) Food (Hoagies) - The chairperson and committee will conduct hoagies or similar sales for the purpose of raising funds.
- e) Fundraising - The chairperson and assistant chairperson if needed shall oversee and be responsible for the total fundraising objectives for the Band and Color Guard as outlined in the Student and Parent/Guardian Handbook. The chairperson may attend the Board of Directors meetings.
- f) Budget – The Treasurer chairs this committee. The yearly budget is compiled at a special Executive Board meeting and presented to the general membership for clarification, questions, and recommendations. It will then receive preliminary approval at the April Board meeting and subsequently the final approval in May. Each committee is given a budget goal. This is based on the previous year's activity and projected potential for the upcoming year.
- g) By-laws - The By-laws chairperson is responsible for the maintenance and interpretation of the corporation's By-laws. Changes in the By-laws must be approved by the Board and presented to the general membership. By-laws will be reviewed every two to four years or as deemed necessary.
- h) Medical Services - The chairperson and the committee shall provide first aid coverage at all band functions. The committee shall include personnel trained in the medical field and authorized to distribute medicine, such as licensed practical nurses, registered nurses, and EMT people. They shall be responsible for providing ambulance service at all band home

events.

- i) Publicity - The purpose of this committee is to make the public aware of the band's and color guard's local and away performances and accomplishments via newspapers, radio, TV, or internet. We also publicize various Band Aide fundraisers on message boards throughout the community. All publicity will be approved by the Band Director and the President of the Corporation.\
- j) Social/Media - Members, parents/guardians, alumni and associates of the Norwin Band and Color Guard Programs and Band Aides are expected to use social media responsibly, especially with regards to the Norwin Band and Color Guard Programs. The Norwin Band and Band Aides maintains official Facebook pages and Twitter account for announcements and related postings. Due to copyright laws, personal videos of rehearsals or performances should not be posted on Facebook, YouTube, or other Social Media sites. Posting of this material could result in a fine of up to \$150,000. Any postings to the Band Facebook page, Twitter account or related social media should be tasteful and never negative towards other performing groups and should maintain the high level of professionalism and sportsmanship for which the Norwin Band is known. If postings do not meet this description, we reserve the right to remove at any time without notice the inappropriate postings.
- k) Band Notes - Duties of the chairperson include collecting, assembling, and typing information for publication in the weekly electronic newsletter. Contributors to the newsletter include all committee chairpersons, officers, Band Director, and other appropriate sources. Contents of the newsletter shall be approved by the Board President.
- l) Community Liaison – This chairperson will be responsible for attending monthly school board meetings and acting as a liaison between the school board members and the Norwin Band Aides. This individual will also work closely with the Vice President in communicating and collaborating with local business partners.
- m) Festival Chair – This chairperson will be responsible for chairing the Norwin Band Festival.

SECTION 5. An Officer of the Corporation shall stand in a fiduciary relationship to the Corporation and shall perform his/her duties as an Officer, including his/her duties as a member of any committee of the board upon which he/she may serve, in good faith, in a manner he/she reasonably believes to be in the best interest 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/her duties, an Officer shall be entitled to rely in good faith on information, opinion, reports, or statements, including financial statements and other financial data in each case prepared by any of the following:

- 1) One or more officers or employees of the Corporation whom the full Board 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/she does not serve, duly designated in accordance with law, as to matters within its designated authority, which the directors reasonably believe to merit confidence.

SECTION 6. An Officer shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that cause his/her reliance to be unwarranted.

SECTION 7. In discharging the duties of their respective positions, the Board of Directors, committees of the board and individual Officers may, in considering the best interest 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. Under no circumstance shall an Officer or committee chairperson accept any gratuity from a supplier, vendor, or customer of the Corporation. All offers of donations and/or gifts shall be presented to the Board of Directors for discussion of acceptance or rejections. The general membership shall be notified on the outcome.

SECTION 8. Absent breach of fiduciary duty, a lack of good faith or self-dealing, actions taken as an officer or any failure to take any action shall be presumed to be in the best interest of the Corporation.

SECTION 9. The Corporation shall indemnify each of its officers and any employees whether or not then in service as such (and his/her executor, administrator, and heirs), against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was an officer, or employee of the Corporation. The individual shall have no right to the reimbursement however, in relation to matters as to which he or she has been judged liable to the Corporation for negligence of misconduct in the performance of his or her duties or was derelict in the performance of his or her duty as an officer, or employee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office. The right to indemnity for expense shall also apply to the expense of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

SECTION 10. The foregoing right of indemnification shall be in addition to and not exclusive of, all other rights to that which such officer or employee may be entitled.

ARTICLE X. MEMBERSHIP

SECTION 1. Membership in the Corporation will be evidenced by submission of the Parent/Guardian signature page of the Norwin High School Student and Parent/Guardian Handbook in which case they shall be in such form and style as the Board of Directors may determine. The fact that the Corporation is a non-profit Corporation shall be noted conspicuously on the face of each certificate. They shall be signed by the President or Vice President and by the Secretary and shall bear the corporate seal.

ARTICLE XI. CORPORATE CONTROLS

SECTION 1. The fiscal year of the Corporation shall begin on the first day of June.

SECTION 2. All business of the Corporation shall be conducted in accordance with the rules contained in the current edition of Roberts Rules of Order, newly revised, which shall govern the organization in all cases to which they are applicable and which they are not inconsistent with these by-laws.

SECTION 3. So long as the Corporation shall continue to be organized on a non-stock basis, the Board of Directors shall have authority to provide for the members to make capital contributions in such amount and upon such terms as are fixed by the Board of Directors in accordance with the provision of Section 7541 of the Non-Profit Corporation Law of 1972.

SECTION 4. The Board of Directors by resolution may authorize the Corporation to accept subventions from members or non-members on terms and conditions not inconsistent with the provisions of Section 7542 of the Non-Profit Corporation Law of 1972.

SECTION 5. All correspondence using the name of the Norwin Band Aides concerning policy or criticism thereof, must be approved by the Board of Directors. All negotiations with any Norwin school officials shall be conducted by no more than four (4) persons as appointed by the Board of Directors.

SECTION 6. All personal band problems between parents and school and/or the Director are out of the jurisdiction and order of the Norwin Band Aides meetings. These problems are to be resolved during the normal school day with the school administration.

SECTION 7. Financial Controls:

- a) Payment of Expenses. Planned expenditures exceeding \$100 shall be submitted for approval prior to incurring the expense. Incurred expenditures, with receipts and

appropriate documentation, shall be submitted to the board at or before the board meeting. Expenditures shall first be approved by the committee chairperson or band director incurring the expense before being presented to the board. Approved expenditures shall be paid by the Treasurer/Assistant Treasurer in accordance with Article VI, Section 4. Rejected expenditures shall be returned to the submitter unpaid. All expenditures (both planned and incurred) must be approved by a majority of the board in attendance at the board meeting. In case where an emergency decision is needed outside of a board meeting, three of the elected officers must approve the expenditure. On-going expenses on committees with recurring monthly expenses such as concession stand, hoagies are exempt from this clause.

- b) **Governance of Credit Cards.** The Band Aides can hold one credit card account to have as an alternative to using cash or checks. There shall be one or two authorized users of the cards outside of the band aides elected officers (such as the director of student transportation). The credit card(s) shall be controlled by the Treasurer/Assistant Treasurer. The credit cards may be used for band and color guard expenses. When the card is let out, it shall be returned to the Treasurer/Assistant Treasurer with all receipts on transactions it was used for. Said transactions shall be for budgeted expenses which have been pre-authorized by the Board.
- c) **Open accounts and travel expenses.** The band aides shall not have any open accounts at hotels or other businesses that are not controlled by an elected officer of the band aides. All travel expenses shall be paid by those incurring the services and submitted to the band aides as an incurred expense.
- d) **Insurance Coverage.** The Band Aides will maintain insurance with coverage including but not limited to:
 - a. Business owners General Liability Insurance
 - b. Business owners Property Coverage
 - c. Non-Profit Directors and Officers Coverage

ARTICLE XII. FINAL DISBURSEMENT OF FUNDS UPON DISBANDING

Final disbursement of funds should the membership disband the association, shall result in all funds and monies remaining in the treasury after all the bills and obligations have been paid, being turned over to the principal of the High School for deposit in the Band Fund which is maintained for the benefit of the Band. However, if the named beneficiary organization is, at the time of this Corporation's dissolution, non-existent or unwilling or unable to accept these assets of the Corporation, then such assets may be distributed exclusively for charitable purposes of the Corporation to such organization or organizations which are qualified as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board may select.

ARTICLE XIII. EXPRESSIONS OF SYMPATHY

Upon the death of immediate family member of the band, the Secretary will send a card of sympathy to the family. Any other special circumstances shall be acted upon with the approval of the Executive Board.

ARTICLE XIV. AMENDMENTS

SECTION 1. These by-laws may be adopted, amended, or repealed by the vote of the general members entitled to cast at least a majority of the votes which all members present are entitled to cast thereon at any regular or special meeting duly convened after notice to the members of that purpose.