

CAESAR RODNEY HIGH SCHOOL BAND PARENTS ASSOCIATION

BYLAWS

Version 08.03

ARTICLE I

Name and Territorial Limits

- Section 1. The name of this association shall be Caesar Rodney Band Parents Association and will be referred herein as “CRBPA” or “Association.”
- Section 2. The territorial limits of this club shall be that territory designated as the Caesar Rodney High School Music Department, located at 239 Old North Road, Camden, Delaware 19934. The department consists of performance-based instrumental music activities.
- Section 3. CRBPA is a tax-exempt entity in accordance with Section 501 (c) (3) of the United States Internal Revenue Code; Tax ID # is 51-0251265.
- Section 4. No one shall have authority to bind the CRBPA by any contract, or render it liable for any purpose or amount, except as authorized by the Board.
- Section 5. No one shall receive compensation from CRBPA operations, except for the reasonable payment for materials and services rendered.
- Section 6. No one shall act on behalf of the CRBPA in activities not permitted by an organization exempt under Section 501 (c) (3) of the internal Revenue Code.

ARTICLE II

Objects

- Section 1. The objects of this association shall be:
- a) Provide financial support to Caesar Rodney HS music activities.
 - b) Augment the band staff through volunteer service.
 - c) Serve as a communication link on issues of importance between members and band staff.
 - d) Engage in any other lawful activities that further the exempt purpose of the Association.
- Section 2. A copy of these bylaws shall be available to every member, and a copy shall be kept on file with the Band Director.
- Section 3. No part of the earnings of the Association shall inure to the benefit of, or be distributable to, its directors, officers, members, 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 its purposes.
- Section 4. The policies of the CRPBA shall be in accordance with the policies and regulations of the Caesar Rodney School District. These bylaws may add to, but may not change, policies established by the Caesar Rodney School District.

ARTICLE III

Members

- Section 1. Classes. There shall be a single class of membership in the Association.

- Section 2. Privileges of membership.
- a) All members whose participation meets the requirements set forth in these bylaws, may speak, make motions and vote.
 - b) When voting, each individual member in good standing will have one vote.
 - c) Only members in good standing may be elected to or retain office.
- Section 3. Admission to membership.
- a) A member candidate may be a parent, guardian, or other relative of a music department student, or, any person with interest in promoting the welfare of music activities.
 - b) Membership in good standing becomes effective when (a) is satisfied and remains in force as long as dues are fully paid.

ARTICLE IV Officers

- Section 1. Elected Officers. The elected officers shall be:
- a) President
 - b) Vice-President
 - c) Secretary
 - d) Treasurer
 - e) At-Large Board Members (Two)
 - f) Chairperson, Ways and Means Committee
- Section 2. Permanent Officer, Voting. The position of Band Director is a permanent voting officer. Note that the Band Director is not an elected officer.
- Section 3. Permanent Officer, Non-Voting. The position of Immediate Past-President is a permanent officer who does not have voting privileges. This position is not an elected officer.
- Section 4. Eligibility. Officers (excepting Permanent Officers) must be members.
- Section 5. Term of Office.
- a) Elected officers shall hold office for one year beginning on the first day in July until the last day in June.
 - b) There are no term limits.
- Section 4. Removal from Office.
- a) Any Board member, excepting the Band Director and the Immediate Past President, can be removed from office with an agreement of at least two-thirds of the Board members.
 - b) Any member in good standing with the Association may submit a written motion for the suspension of the membership of another member to the Board of Directors. The Board shall consider the motion and may submit the matter to the Association membership for a vote.
- Section 5. Vacancy in Office.
- a) In the event that the President's position is vacant, the Vice-President shall succeed to the President's position and complete the balance of the term. The Vice President, after completing this partial term of the President, serves the succeeding year as President.
 - b) In the event that the Vice-President position is vacated, the Board of Directors may appoint, by majority vote, a member to complete the remaining term.
 - c) If any other Board position is vacated, the vacancy will be filled with a member chosen by a majority vote of the Board.
- Section 6. Duties. Officers shall perform the duties provided in these bylaws and such other duties as prescribed for the offices in the adopted parliamentary authority.
- Section 7. The Vice President succeeds the President after the one year term; at that time, the former President becomes the Immediate Past-President.

ARTICLE V Nominations and Elections

Section 1. Nominating Process.

- a) The Nominating committee will solicit the general membership and standing Board members for potential nominees to offices as described above. The committee shall present to the Board a proposed slate of officer candidates for the forthcoming year at the April board meeting.
 1. Nominees must be members and volunteer.
 2. Nominees may be current office holders, persons from the general membership, or persons solicited by the committee.
 3. Nominee selection must comply with any restrictions set forth in these bylaws.
- b) At least one week prior to the general membership vote, an agenda shall be announced and disseminated via any medium that affords simple access to the membership. The announcement shall include a listing of all the nominees for elected officer positions.
- c) Nominations may be made from the floor prior to the general membership vote. Nominees from the floor are subject to the same nomination criteria set forth above.
- d) A final call for nominees will be made. Once nominations are closed no additional candidates will be considered. Once closed the general membership vote shall proceed.

Section 2. Election.

- a) A quorum for voting exists when any number of general members is present, and:
 1. One board member and the Band Director are present, or
 2. Two or more board members are present
- b) Voting will be by show of hands.
- c) For successful election, a simple majority of votes will suffice.
- d) Votes will be tallied by at least two people.
- e) Only members in good standing may vote.
- f) Should a candidate run uncontested and unopposed, the membership will not render a vote. Instead the candidate will be considered a unanimous vote.
- g) In the event of contested votes, a written ballot vote shall be submitted for the contested positions at the next monthly membership meeting. Repeat this procedure until all offices vacancies are filled.
- h) Proxy votes will not be recognized.

ARTICLE VI
Meetings

Section 1. Regular Meetings:

- a) The starting time shall be at 7:30 P.M.
- b) From September through June regular meetings will take place on the first Tuesday of the month.
- c) In August the regular meeting will occur on the Tuesday of the first full week of marching band camp.
- d) There will be no meeting during the month of July.
- e) Regular meetings will take place at Caesar Rodney Senior High School.
- d) At a minimum, the agenda of the general membership meeting shall include the following:
 1. Presentation of minutes from the previous regular meeting, making any required changes, and accepting them.
 2. Reports from the Treasurer and active Committees.
 3. Discussions of old and new business.
 4. Adjournment.
- e) Meeting announcements will be disseminated via any medium that affords simple access to the membership. An announcement will be made when the schedule, location, or agenda is changed from that listed above.

Section 2. Annual meetings. Each May, the regular business meeting will be designated as the annual meeting for the purpose of holding elections, receiving reports of officers, board of directors, and committees and for any other business that may arise.

- Section 3. Special meetings. Special meetings may be called by the President and shall be called upon the written request of at least 10 active members of the Association. At least 24 hours notice (personal, written, telephoned, email, or posted on CRBPA website) shall be given each member. The business to be transacted at any special meeting shall be limited to that noticed in the call.
- Section 4. Quorum.
Quorum requirements will be identical to Article V, Section 2 (a).

ARTICLE VII Board of Directors

The board has administrative authority over the affairs, funds, and property of the Association, except that of modifying any action taken by the Association.

Section 1. Voting Members.

- a) President
- b) Vice-President/President-elect
- c) Secretary
- d) Treasurer
- e) At-Large Board Members
- f) Chairperson, Ways and Means Committee
- g) Band Director

Section 2. Non-Voting Member: Immediate Past-President

Section 3. General Duties.

- a) The Board of Directors shall supervise the business affairs of the Association.
- b) The Board cannot overrule the desires of the general membership.
- c) Board members shall attend all Board and general membership meetings.

Section 4. President Duties

- a) Provide leadership to the Association.
- b) Represent the Association, and serve as official spokesperson in all communications.
- c) Establish, dissolve, and serve as coordinator of all non-standing Association committees.
- d) Act as ex officio member of all committees.
- e) Preside over all Board and general member meetings.
- f) Oversee the proper submission of legal documentation and fees.
- g) Counter-sign official Association documents when required.
- h) Consult with the Band Director and appropriate school administrators to determine music program needs and requirements.
- i) Publish a band parent's handbook or other collection of instructions and orientation that will provide parents with a ready reference to CRPBA mission, information contained in the bylaws, fundraising, and other band operations.

Section 5. Vice-President Duties

- a) Serve in the absence of the President at all official meetings
- b) Chair the Finance Committee
- c) Chair the Nominating Committee
- d) Serve on the Ways and Means Committee
- e) Chair Association bylaws annually and submit changes or improvements to the Board
- f) Counter-Sign with the Treasurer, if needed.
- g) At the request of the President, or in the event of the president's temporary absence, assume the duties and authority of the President.

Section 5. Secretary Duties

- a) Record and report the minutes of all Board and general meetings. These minutes shall include all reports made by the Treasurer and Committees, a list of discussion items, and the results of all votes.
- b) Prepare Association correspondence.
- c) Counter-sign with the Treasurer or President, as needed.
- d) Maintain a list of Board and Association members.

Section 6. Treasurer Duties

- a) Manage all funds and other assets.
- b) Ensure timely deposits of funds received into appropriate accounts.
- c) Pay all legitimate bills. All checks shall be co-signed by another Board member. No payments shall be made if the expenses exceed the approved budget line item – a revision must be approved before payment can be made. Make no payments until a receipt or bill is presented.
- d) Sign receipts and vouchers, as necessary.
- e) Maintain full and accurate account records of all monies and obligations at all reasonable times. Make these records available for inspection by the Board. Serve as custodian of all financial records, books, and papers belonging to the Association.
- f) Submit a report showing a comparison of the revenues received and expended to the budget amounts at every Board meeting, and make this comparison available to others.
- g) Serve on the Ways and Means and Finance Committees
- h) Present the final fiscal year-end report for the previous fiscal year, at the first general meeting of the year after the report was submitted to the Board; this report shall include the final values for the items contained in the preliminary fiscal year-end report.
- i) Present a financial statement at all general meetings, the report shall include the following:
 - 1. Significant transaction events for both expenses and income.
 - 2. Present a preliminary fiscal year-end report at the last general meeting of the year; this report shall include the following:
 - 3. Description and total value of all assets.
 - 4. Comparison, for each budget line item, of the current actual value to the approved budget value; and be prepared to show every transaction made in each budget line item.
- j) Submit a final fiscal year-end report to the Board within one month after the end of the fiscal year; this report shall include the final values for the items contained in the preliminary fiscal year-end report.
- k) Help the incoming Treasurer to understand the processes involved in performing these duties.
- l) Submit books annually for audit.
- m) File necessary tax and other government-required financial statements.
- n) Maintain records for the required time period.

Section 7. At-Large Members

- a) Act as ombudsman charged with representing the interests of the general membership to the Board.
- b) Serve on the Nominating Committee

Section 8. Chairperson, Ways and Means Committee:

- a) Serve on the Finance Committee
- b) Serve as liaison between the fund-raising committees and the Board.

Section 9. The Band Director

- a) Serve as an ex officio member to the Association.
- b) Advise the Board.
- c) Retain the master copy of the Association bylaws.

Section 10. Immediate Past-President

- a) Serve as an ex officio member
- b) Advise the Board

Section 11. Regular Board Meetings.

- a) Generally occur immediately prior to general membership meetings. Time, place, and agenda for each meeting shall be announced to the Board.
- b) All issues will be settled by majority vote of the attending Board members.

Section 12. Special Meetings.

Special meetings may be called by the president and shall be called upon the written request of at least half of the members of the board. At least 24 hours notice (personal, written, telephoned, email, or posted on CRBPA website) shall be given each member. The business transacted at any special meeting shall be limited to that noticed in the call.

Section 13. Quorum. A quorum consists of a majority of the Board. When quorum is not met, the Board cannot hold a vote, and cannot change the status quo.

ARTICLE VIII Committees

Section 1. General.

- a) Committees and chairpersons names shall be published to the members.
- b) Additional committees may be required to efficiently and effectively provide services for the Association. Chairperson(s) for these committees shall be appointed by the President and approved by the Board.
- c) Each committee chair, to include standing committees and others, shall present an activity report at each Board meeting if so desired by the President.

Section 2. Standing committees.

- a) Ways and Means
- b) Finance
- c) Nominating
- d) Bylaws
- e) Points Dividend
- f) Chaperone
- g) Uniform
- h) Equipment Manager

Section 3. Responsibilities.

- a) Ways and Means. The committee shall develop, for the Board's consideration, proposed plans that should fully achieve the budget's income goals. It shall be composed of the following persons:
 1. Chair
 2. Treasurer
 3. Vice-President
 4. Each fundraising activities/events chairpersons.
 5. Additional people, if desirable, will be appointed by the President and approved by the Board
- b) Finance Committee. The committee shall present to the Board a proposed balanced budget for the ensuing year's activities. This committee shall be composed of the following persons:
 1. Vice President, who serves as Chair
 2. Treasurer
 4. Band Director
 5. Chairperson, Ways and Means
 6. At least two additional persons from the general membership appointed by the President and approved by the Board.
- c) Nominating Committee. The committee shall be composed of the following persons:
 1. Vice President, who serves as Chair
 2. At-Large Members
 3. At least three other people, excluding Board members, appointed by the President and approved by the Board.
- d) Bylaws Committee. The committee shall periodically review Association bylaws and propose recommendations for the Board to consider. The committee shall be composed of:
 1. Vice President, who serves as Chair
 2. Any additional members deemed necessary by the chair, appointed by the President, and approved by the Board.

e) Points Dividend Chair. The committee at the direction of the Board will distribute a portion of declared Association funds as dividends to their members. The committee chair shall prepare documentation that describes the purpose, goals, eligibility, point schedules, tracking methods, disbursement procedures, and other guidelines as necessary for the program. The chair will post a current report depicting point balance totals for the membership prior to monthly regular meetings, or as directed by the Board. The chair shall present this memorandum to the Board for approval; the Board in-turn shall present the memorandum to the membership for vote to accept. The committee shall be composed of:

1. The chair
2. Any additional members deemed necessary by the chair, appointed by the President, and approved by the Board.

f) Chaperone Chair. The chaperone chair will oversee all chaperone activities for the Association. The committee chair shall prepare documentation that describes policies and how the business is to be conducted. The committee shall be comprised of a chairperson, appointed by the President and approved by the Band Director, and the appropriate number of permanent chaperones.

g) Uniform Chair. The Uniform chair will oversee tasks associated with uniforms related to performance-based instrumental music activities. The chair will be appointed by the President and approved by the Board. The committee shall be composed of:

1. The chair
2. Any additional members deemed necessary by the chair.

h) Equipment Manager. The equipment manager chair will oversee tasks associated with moving, setting up, tearing down, and packing of any and all equipment related to performance-based instrumental music activities. The chair will be appointed by the President and approved by the Board. The committee shall be composed of:

1. The chair
2. Any additional members deemed necessary by the chair.

ARTICLE IX Dues, Fees, and Other Income

Section 1. Fiscal Year. The fiscal year shall be the first day of July through the last day of June in the following year.

Section 2. Annual Dues and Fees.

a) Membership dues and any fees will be recommended by the Finance chair to the Board for approval, then to the general membership for vote.

b) Membership fees will be per family: Each family will be required to make one dues payment. "Family" for purposes of dues payment is defined as those members of the immediate family.

Section 3. If donations are offered to the Association for a specific purpose, the Board must follow any instructions associated with that donation or choose not to accept. When instructions are issued with a donation, they should be in accord with the Association purposes and objectives. In the absence of special instructions, donations shall be treated as general revenue of the Association.

ARTICLE X Budget

Section 1. Until a budget is adopted, no disbursements shall be made except for those obligations of a prior adopted budget, and approved by the Board.

Section 2. Whenever practical, expenses should not exceed realized net income.

Section 3. At all times, total expenses shall not exceed combined net income and available assets.

Section 4. All proposed budgets must be balanced: total expenses shall equal total income. Expenses may include moving funds to accounts that may or may not be spent in the current fiscal year. The budget

shall list projected receipts and disbursements in line items clearly organized by category, activity, event, etc.

- Section 5. The Finance Committee shall develop and present a proposed budget to the Board.
- Section 6. The Board may accept the Budget as presented or, with a majority decision, make changes.
- Section 7. At the general meeting following the Board meeting, the Board-accepted proposed budget shall be presented for discussion and vote. If the initially proposed budget is not approved, modifications can be presented at this meeting until a budget is approved.
- Section 8. Payment cannot be made for an expense if the total expenses will exceed the allowable budget line item total. A budget revision must be approved before such a payment can be made.
- Section 9. Revisions that do not increase the adopted budget's total overall expenses may be adopted with only Board approval; these revisions would include shifting proposed expenses from one line-item to another.
- Section 10. Revisions that increase the budget's total overall expenses must be approved by the Board, and then approved by the voting family members at a general meeting; this type of revision must be properly announced as an agenda item for the general meeting.
- Section 11. For revisions to an adopted budget, income may include shifting funds from available assets (assets not designated for a special purpose). This type of revision must be approved by the Board, and then by voting members at a regular meeting; this type of revision must be properly announced as an agenda item for the general meeting.
- Section 12. At the end of the fiscal year, the budget must be revised to reflect actual expenses and income:
- a) If the net difference between income and expenses is positive (greater income), the excess income will be offset by the expense line item "Increase General Asset Fund".
 - b) Board and Member approval is not required for increasing the General Asset Fund.

ARTICLE XI Points Dividend

- Section 1. When fundraising income exceeds Association liabilities, the Board may declare a dividend for the expressed purpose of offsetting band trip costs for individual band students. A point method will be used to track individual fundraising activity and is known informally as the "points system."
- Section 2. The Board will appoint a standing committee chair to oversee this process and the chair will present annually to the membership a memorandum outlining the program. The program will be brought before the membership for a vote of acceptance. If accepted, the memorandum shall be disseminated via any medium that affords simple access to the membership.

ARTICLE XII Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters not specifically covered in these bylaws.

ARTICLE XIII Amendments

These bylaws may be amended by a two-thirds majority of the voting members present at the meeting. The proposed amendment must be submitted in writing to the Board at least one month prior to voting. All amendments become effective at the start of the fiscal year following their ratification unless otherwise stated in the amendment.

ARTICLE XIV
Dissolution

Upon the dissolution of the Association, the Board shall, after paying or making provisions for the payment of all association liabilities, transfer all assets to the Caesar Rodney High School Music Department. In the event the CRHS Music Department no longer exists, the Board shall transfer all remaining assets to a non-profit organization or organizations, chosen by and approved by a majority of the Board. Any assets not so distributed shall be distributed by a court of competent jurisdiction in Kent County. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the corporation is expressly prohibited.

CERTIFICATION OF BYLAWS

State of Delaware

County of Kent

THIS IS TO CERTIFY, that I am the duly elected, qualified and acting President of the Caesar Rodney Band Parents Association; that attached hereto are the Bylaws of the within named Association, that such have been duly enacted and are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereto set my hand this 18th day of August, 2009.

Kathy Matthews

KATHY MATTHEWS
President, Caesar Rodney Band Parents Association

Subscribed and sworn to before me this date of

18 Aug 09

Notary Public

Catherine M Marshall

My commission expires

CATHERINE M. MARSHALL
My Commission Expires On *5-18-13*
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