

APPENDIX

Amended and Restated Bylaws of the CHESHIRE HIGH SCHOOL BAND PARENTS' ASSOCIATION, INC.

ARTICLE 1. GENERAL

Section 1. Name. The name of this organization shall be the **CHESHIRE HIGH SCHOOL BAND PARENTS' ASSOCIATION, INC.** (hereinafter referred to as "Corporation"), a nonstock, nonprofit corporation organized under the Connecticut Revised Nonstock Corporation Act.

Section 2. Band. The term "Band" herein will mean all musicians and color guard members involved in the instrumental music program in the Cheshire, Connecticut school system, grades 7-12 throughout the year.

Section 3. Band Director. The "Band Director" is that member of the faculty of the Cheshire Public Schools so designated by the Board of Education as the Band Director.

Section 4. Student Executive Board. The "Student Executive Board" consists of those student participants of the Cheshire High School Marching Ram Band (hereinafter referred to as the "CHSMRB") duly elected by the student participants of the CHSMRB as approved by the Band Director and shall also include the CHSMRB drum major(s) and color guard captain(s).

Section 5. Principal Office. The principal office of the Corporation shall be at 525 South Main Street, Cheshire, Connecticut 06410.

Section 6. Seal. The Corporate Seal shall be circular in form and shall have inscribed thereon the words "Cheshire High School Band Parents' Association, Inc.-1997"

ARTICLE 2. PURPOSES

Section 1. Purposes.

(a) The primary purpose of the Corporation is to promote the musical activities and fellowship of the Band while promoting fellowship among school faculty, parents and friends of the Band.

(b) In support of its primary purpose the Corporation shall assist and support the Band Director and the Student Executive Board in carrying out the musical activities and functions of the Band.

(c) In support of its primary purpose, the Corporation shall engage in activities which: (1) provide funds necessary for the purpose of supporting the marching band and color guard programs, (2) encourage and provide student members of the Band with the opportunity to raise funds for the support of their Band activities and serve as steward of these funds and (3) aid in the growth of the general fund.

(d) In furtherance of the foregoing, the Corporation is organized and will operate exclusively as a religious, charitable, scientific, testing for public safety, literary, or educational organization or to foster national or international sports competition (but only if no part of its activities involve the providing of facilities or equipment) or an organization for the prevention of cruelty to children or animals within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(e) Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as the same shall be amended (or the corresponding provision of any future Internal Revenue Law of the United States) or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 as the same shall be amended (or the corresponding provision of any future Internal Revenue law of the United States).

Section 2. Dissolution. In the event of dissolution, all of the assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, subject to any order of a court of appropriate jurisdiction.

ARTICLE 3. BOARD OF DIRECTORS

Section 1. Number. The Board of Directors shall consist of five (5) members.

Section 2. Qualification and Elections.

(a) The initial members of the Board of Directors shall be those appointed by the Incorporators.

(b) Thereafter the following officers (as elected at the Annual Meeting of the Membership as defined in Article 8 hereof) shall constitute the Board of Directors: the President, Internal Vice-President, Financial Vice-President, Secretary and Treasurer.

Section 3. Duties of the Board of Directors. The Board of Directors shall establish policy and administer the Corporation. The Board of Directors shall have the control and general management of the properties, affairs and business of the Corporation, all in accordance with the purposes of the Corporation set forth in these By-Laws. The Board of Directors shall meet on a monthly basis.

Section 4. Meetings.

(a) **Annual Meeting.** The annual meeting of the Board of Directors (which shall coincide with the Annual Meeting as hereinafter defined) shall take place in the month of June at the principal office of the Corporation or at such other place within New Haven County as shall be designated in the notice of said meeting.

(b) **Regular Meetings.** Regular meetings of the Board of Directors shall be held on a monthly basis at the principal office of the Corporation or at such other place within New Haven County and at such times as the Board of Directors may determine.

(c) **Special Meetings.** Special meetings of the Board of Directors may be held at the principal office of the Corporation or at such other place within New Haven County and at such times as the Board of Directors may determine. A Special Meeting of the Board of Directors may be called by the President or by any two (2) members of the Board.

(d) **Chairperson.** The Chairperson of the Board of Directors shall be the President of the Corporation and he or she shall preside at all meetings of the Board of Directors and shall be available for consultation with the Board of Directors, the officers of the Corporation and the Band Director from time to time.

Section 5. Notice of Meetings.

(a) **How Given.** Notice in writing of all meetings of the Board of Directors shall be given to each director at least five (5) days prior to the day designated, if for a regular meeting, and two (2) days prior to the day designated, if for a special meeting. Subject to any and all statutory requirements, notice shall be given in person, by mail (mailed to the director at his last known residence, unless the director shall have filed with the Board of Director a written request that notice intended for him be sent to some other address, in which event, it shall be mailed to the address designated in such request) or by any other reasonably and commercially acceptable form of electronic communication.

(b) **Waiver.** Notwithstanding any of the foregoing provisions to the contrary, meetings of the Board of Directors, except the annual meeting, may be held at any time or place and any action may be taken thereat if notice and lapse of time be waived and the place be consented to, in writing, by every member of the Board of Directors.

(c) **Adjournment.** Whenever any meeting of the Board of Directors shall have been duly organized and announced to be adjourned to a definite time and place, it shall not be necessary to give notice of said adjourned meeting, other than such announcement of the time and place at which such adjourned meeting will be held.

Section 6. Quorum. A majority of all directors (either physically or electronically present) shall constitute a quorum for the transaction of business.

Section 7. Term and Removal. The term of office for each Director shall coincide with such Director's term of office as an officer. Any Director may be removed at any time from his/her position as director by a two-thirds (2/3) vote of the Members in Good Standing (as hereinafter defined) at a special meeting of the membership called (by any officer) for that purpose. A director must maintain his/her status as a Member in Good Standing during his/her term of office.

Section 8. Vacancies. If the office of any director shall become vacant, the vacancy shall be filled in accordance with the provisions of Article 6, Section 7.

Section 9. Voting. A majority of directors present shall be required to decide any question.

ARTICLE 4. MEMBERSHIP

Section 1. General Membership. General Membership shall be open to all parents and/or legal guardians of the Band (hereinafter referred to as “Member”).

Section 2. Associate Membership. Associate Membership shall be open to all persons (hereinafter referred to as an “Associate Member”) not eligible for General Membership and who support the best interests of the Band including, without limitation on the generality of the foregoing, Band Alumni, faculty members and friends and supporters of the Band. An Associate Member shall possess no voting privileges.

Section 3. Dues/Special Assessments. Membership dues for General Memberships and Associate Memberships shall be established each fiscal year by the most recently elected Board of Directors. General Membership dues shall be payable at such times as the Board of Directors shall establish. Associate Membership dues shall be payable at such times as the Board of Directors shall establish. The Board of Directors shall, if necessary to the fiscal well being of the corporation, establish Special Assessments payable by the Members at such times and in such amounts determined by the Board of Directors.

Section 4. Voting Rights. Paid General Membership [which shall mean payment in full of all Dues and Special Assessments] in this Corporation shall entitle such Member to all voting rights and privileges of membership. Each Member possessing voting privileges shall be entitled to one (1) vote on each matter submitted to a vote of the membership and shall be considered a Member in Good Standing. Associate Members shall not be entitled to vote on any issue and shall not be entitled to receive notice of any regular or special meeting, but may attend any regular or special meeting of the Members.

ARTICLE 5. OFFICERS

Section 1. Officers/Qualification. The officers of this Corporation shall consist of a President, Internal Vice-President, Financial Vice-President, Secretary and Treasurer. All officers must be Members in Good Standing at all times during their term of office. The initial officers of the Corporation shall be chosen by the Board of Directors. Thereafter, officers shall be duly elected in accordance with Article 6.

Section 2. President. The President shall preside at all meetings of this Corporation, appoint all committees and shall be an ex-officio member of all committees other than the nominating committee. The President shall, whenever practicable, discharge his/her duties in consultation with the Band Director.

Section 3. Internal Vice-President. The Internal Vice-President shall assume all of the duties of the President in his/her absence and shall act as Parliamentarian. The Internal Vice-President shall also assume the responsibility for organizing the chaperones for all competitions and day trips. The Internal Vice-President will be the primary liaison to parents and coordinate parent help for the Band. The Internal Vice-President will act as a liaison to the Student Executive Board and coordinate any student activities.

Section 4. Financial Vice-President. . The Financial Vice-President shall be responsible for all fund raising activities of the Corporation and, under the direction of the President, shall assume the responsibility of coordinating the activities of the Marketing and Music-In-Motion Standing Committees.

Section 5. Secretary. The Secretary shall keep the records and minutes of the regular and Board of Directors meetings and attend to correspondence as directed by the President. The Secretary will organize and direct the telephone tree.

Section 5. Treasurer. The Treasurer shall receive all moneys of this Corporation, shall keep an accurate record of receipts and expenditures and shall pay out funds in accordance with the budget for the current year as set forth in Article 10 below or as authorized by the President. No disbursements for funds and/or programs not within the approved budget shall be made without prior approval of the Board of Directors. Disbursements shall be made by check and shall be signed by the Treasurer, the President, or such other person or officer as shall be appointed by the Board of Directors. Disbursements shall require an itemized receipt. Any withdrawals can be made by the Treasurer, President, or such other person or officer as shall be appointed by the Board of Directors. The Treasurer shall present a financial statement, which shall include a summary report on Band Member Accounts as well as the current budget status, at every regular meeting of this Corporation and shall make a full financial report at the Annual Meeting. The Treasurer's accounting shall be reviewed annually by an Auditing Committee appointed by the Financial Vice-President. Members of the Auditing Committee are not required to be Members. No member of the Board of Directors or other person authorized to sign checks and/or make withdrawals may serve on the Auditing Committee. The Audit Committee shall submit a written report of its findings to the Board of Directors. A copy of the year-to-date accounting will be supplied by the Treasurer to the Board of Directors and updated monthly. The Treasurer shall keep accurate and up to date records of the Band Member Credit Accounts.

Section 7. Reports. All officers and, if so requested by the Board, Committee Chairpersons shall submit a report of their activities at each meeting of the Board of Directors and shall compile a list of recommendations and comments for presentation at the Annual Meeting for the purposes of guiding future activities of the Corporation.

ARTICLE 6. ELECTION OF OFFICERS

Section 1. Nominating Committee. A Nominating Committee shall be appointed by the incumbent President by the Mid-Year Meeting (as defined in Article 8 hereof) or as soon as practicable, but no later than March 1st of each year.

Section 2. Report of Nominating Committee. The Nominating Committee shall report at the Annual Meeting the name of at least one candidate for each office to be filled. The consent of each candidate must be obtained before the candidate's name is placed in nomination. Additional nominations may be made from the floor, after the report of the nominating committee, provided the consent of each candidate has been obtained before their name is placed in nomination. The nominating committee shall also

collect information concerning the willingness to participate and interests of all new Band parents for the benefit of the next year's officers and nominating committee.

Section 3. Election. Officers are to be elected at the Annual Meeting. In the event of a vacancy of any office, the same shall be filled in accordance with Section 7 below.

Section 4. Vote for Election. A plurality vote of the Members in Good Standing present at the Annual Meeting is required to elect each officer.

Section 5. Term of Office. The office of President will be a two (2) year term. All other officers shall serve a one (1) year term. No officer may serve more than two consecutive terms in the same office. If an office is assumed in accordance with Section 7 below, the assumed term will be considered the first of two terms.

Section 6. Qualification for Election as President. Any member of the Board of Directors or a chairperson of a standing committee is eligible to be nominated for the office of President.

Section 7. Vacancy. In case a vacancy occurs in the office of President, the Internal Vice-President shall assume the duties of President. The new President shall appoint a temporary Internal Vice-President subject to approval of the Board of Directors. An election shall be held at the next scheduled regular or special meeting to elect a new Internal Vice-President. All vacancies occurring in other offices shall be filled in accordance with the aforementioned procedures of this section. Due notice of any such vacancy shall be given to the members at least seven (7) days prior to the next regular meeting or special meeting called to address such vacancy.

ARTICLE 7. INDEMNIFICATION

Section 1. General. Each director and officer of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred by him in defense of any action, suit or proceedings to which he shall be made a party by reason of his being or having been a director or officer of the Corporation or employed by it in any other capacity (whether or not he continues to be a director or officer at the time of incurring such expense), except actions, suits or proceedings compromised, or in which he shall be adjudged to be liable to have been derelict in the performance of his duty as such director or officer, or in such other capacity. The foregoing right of indemnification shall not exclude other rights to which any director or officer may be entitled as a matter of law.

ARTICLE 8. MEETINGS OF MEMBERS

Section 1. Regular Meetings. Regular meetings of the Membership shall be held at least three (3) times a year, at the beginning of the school year (herein referred to as the "First Meeting"), at the mid-year (herein referred to as the "Mid-Year Meeting") and the annual June meeting (herein referred to as the "Annual Meeting").

Section 2. Special Meetings. Special meetings of the Membership may be called by the President or by any three (3) members of the Board of Directors. Special meetings of the Membership for the removal of a director may be called by any officer.

Section 3. Voting. The passage/defeat of all issues and resolutions shall be determined by a majority of Members in Good Standing present and voting at the meeting.

Section 4. Notice of Meetings.

(a) **How Given.** Notice in writing of all membership meetings shall be given to each Member in Good Standing at least seven (7) days prior to the day designated for a regular or special meeting. Notice shall be given either personally or by mail (if by mail, it shall be mailed to the member at his last known residence, unless the member shall have filed with the Secretary of the Corporation a written request that notice intended for him be sent to some other address, in which event, it shall be mailed to the address designated in such request) or by any other reasonably and commercially acceptable form of electronic communication.

(b) **Adjournment.** Whenever any meeting of the membership shall have been duly organized and announced to be adjourned to a definite time and place, it shall not be necessary to give notice of said adjourned meeting, other than such announcement of the time and place at which such adjourned meeting will be held.

Section 5. Place of Meetings. All regular and special meetings of the membership shall be held at the principal office of the Corporation or at such other place within New Haven County as the President may determine.

ARTICLE 9. STANDING COMMITTEES

Section 1. Standing Committees. The Board of Directors shall, from time to time, establish such committees as shall be necessary to the operations of the Corporation. Such committees shall include, without limitation, the following Standing Committees: Music-In-Motion, Publicity, Newsletter, Pit Crew, Scholarship and Marketing Committees. The Chairpersons of such committees shall serve at the sole discretion of the Board of Directors and must be Members in Good Standing.

Section 2. Duties. The duties of all committees shall be defined by the Board of Directors.

Section 3. Reports. All committees shall submit written reports of their activities and unfinished business to the Board of Directors at the Annual Meeting. Such reports shall include recommendations and comments for the guidance of the committees serving during the following school year.

ARTICLE 10. FISCAL RESPONSIBILITY

Section 1. Nonprofit. This Corporation will operate as a nonprofit organization and will not have a deficit budget.

Section 2. Budget. A three-year budget shall be prepared to provide continuity and permit long term planning. Budget figures beyond the first year are presumed to be merely suggestive and are included for the guidance of the new officers. An annual budget shall be established at the beginning of each fiscal year by the Board of

Directors and, to the extent practicable, in consultation with the Band Director. The fiscal year will run from July 1 through June 30. All disbursements made by the Treasurer shall be within the budget figures, subject to further amendment by the Board of Directors. All disbursements impacting the operating budget should be approved by the President acting, when practicable, in consultation with the Band Director.

Section 3. Band Member Accounts.

(a) The Band may, from time to time, participate in travel activities (hereinafter referred to as “Band Trips”) the financial support of which is not within the scope of the Corporation’s normal operating budget. As a result, these Band Trips generally require the members of the Band (hereinafter referred to as “Band Member”) to pay certain expenses of the Band Trip as determined by the Board of Directors in consultation with the Band Director. In addition, there are certain required expenses (hereinafter referred to as “Required Program Expense”) incurred by Band Members in connection with his or her participation in the Band. Required Program Expenses shall be determined, from time to time, by the Band Director in consultation with the Board of Directors.

(b) The Corporation may, from time to time, conduct fundraising activities, which will encourage and allow the participation of Band Members. In the sole discretion of the Board of Directors, a Band Member who participates in said activities shall receive credit(s) to an account in his or her name (hereinafter referred to as “Band Member Account”). The amount of such credits (hereinafter referred to as “Credits”) shall be determined by the Board of Directors. For bookkeeping purposes, the dollar amount equivalent of the Credits shall be reflected on the books and records of the Corporation as a charge against the general assets but no segregation of assets shall be required.

(c) The Credits accumulated in any Band Member Account may, in the discretion of the Board of Directors, be used by that Band Member to offset his or her expenses of:

- (i) a particular Band Trip;
- (ii) any Required Program Expense which is One Hundred Dollars (\$100.00) or more per item; and

for no other purpose. Under no circumstances shall any Band Member be entitled to a distribution of funds from the Corporation based upon the Credits in his or her Band Member Account. Notwithstanding the foregoing to the contrary, the Credits accumulated in any Band Member Account may, in the discretion of the Board of Directors, be used by that Band Member’s parent[s] or legal guardian[s] to offset their expenses of a particular Band Trip if said parent[s] or legal guardian[s] are serving as a chaperone on a particular Band Trip. This latter provision shall not entitle any person to serve as a chaperone nor shall it be criteria for serving as a chaperone. Chaperones for any Band Trip are chosen by the Band Director in his or her sole absolute and uncontrolled discretion.

(d) The creation of a Band Member Account shall not be interpreted nor shall it be construed as an obligation on the part of the Corporation, the Band, Cheshire High School or the Town of Cheshire to provide or participate in Band Trips.

(e) Except as set forth in paragraph (f) below, Credits shall be subject to forfeiture and shall be non-transferable.

(f) If, for any reason whatsoever, a student ceases to be a Band Member, then all Credits in his or her account shall be forfeited as of the date he or she ceases to be enrolled in Cheshire Public Schools. Credits previously forfeited by a Band Member, may be transferred and posted to Band Member Account(s) of such Band Member's sibling(s) provided such sibling's account(s) are in existence as of the date of forfeiture or are established within two (2) years of the date of forfeiture.

ARTICLE 11. AUTHORITY/PROCEDURE

Section 1. Parliamentary Procedures. The rules contained in Robert's Rules of Order, Revised, as interpreted by the Internal Vice-President, shall govern this Corporation in all cases in which they do not conflict with the rules of this Corporation.

ARTICLE 12. AMENDMENTS

Section 1. Amendments. Proposed amendments to the By-Laws must be submitted to the Board of Directors for comments and study. In order to be effective, any proposed Amendment must be approved by a majority vote of both the Board of Directors and the Members. If the Board of Directors approves any Amendment the same shall then be presented to the Members at least ten (10) days prior to a regular or special meeting of the Membership and must be approved by a majority vote of the Members in Good Standing voting on the proposed amendment.

ARTICLE 13. ADOPTION OF AMENDED AND RESTATED BY-LAWS

Section 1. Adoption of By-laws. The foregoing Amended and Restated By-Laws were adopted by the Corporation as of the 28th day of January 2004, by the Members of the Cheshire High School Band Parents' Association, Inc.

Dated at Cheshire, Connecticut this 28th day of January 2004.

s/Linda Choquette

Linda Choquette, Secretary