



PARKLAND HIGH SCHOOL MUSIC BOOSTERS ASSOCIATION
27100 N. CEDAR CREST BLVD
ALLENTOWN, PA 18104

CONSTITUTION AND BY-LAWS

Revised 2011



PARKLAND HIGH SCHOOL MUSIC BOOSTERS ASSOCIATION
27100 N. CEDAR CREST BLVD
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Article I – Name

Section 1.

This organization shall be known as “The Parkland High School Music Boosters Association”.

Article II - Purpose

Section 1.

To provide moral support for and volunteer assistance to PHS and its music department.

Section 2.

Promote, stimulate and encourage an enthusiastic interest in music appreciation and performance through participation and education.

Section 3.

Develop a closer relationship between parents and PHS, fostering the musical interests and education of the students.

Section 4.

Provide support, as requested, for all PHS music directors.

Section 5.

Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.*(revised 8/11)*



Article III - Membership

Section 1.

Association Regular Membership shall be open to any parent or legal guardian of any Parkland student, grades 8 through 12.

Association Associate Membership is open to the general public.

Section 2.

The dues for membership in the Association shall be established annually by the elected officers of the Association. The amount of the annual dues for each family or each single parent shall be approved by a three-fifths vote of the elected officers of the Association. A Regular membership shall constitute a maximum of two (2) votes. A single parent Regular member shall be entitled to one (1) vote. A member in good standing is any member whose current dues have been paid.

Section 3.

Only Regular Members in good standing shall be eligible to hold office, make or second motions, or vote on Association matters.

Section 4.

A membership year shall be from July 1 to June 30.

Article IV - Officers

Section 1.

The Officers of the Association shall be President, Vice President Secretary and Treasurer. These officers shall be elected annually by ballot to serve one year, with the exception of the Treasurer, and shall be installed at the Association Annual Meeting. No officer shall be eligible to serve in the same office for more than two (2) consecutive years, with the exception of the Treasurer. (If the organization is satisfied with the Treasurer and wishes to extend the term past the two year limit, with approval of the organization this will be allowed.) Officers shall take possession of their offices beginning in July of each year as soon as efficient transfer of duties can be affected, but no later than July 31. *(revised 09/04)*



A Membership Representative with voting rights and an Alumni Representative with voting rights shall be elected to the Executive Board each year. It is suggested that the Alumni Representative held an active role in the organization prior to taking this position. *(revised 9/04)*

Section 2.

Nomination of offices shall be made by a three (3) member Nominating Committee appointed by the Executive Committee. The Nominating Committee shall report at the election the name(s) of candidate for each office. Additional nominations may be made from the floor. All nominees must be Regular Members in good standing and each nominee must consent to serve if elected.

Section 3.

A vacancy occurring in any office, except President, shall be filled by vote at the next regular Association meeting. Should the office of President become vacant, the vacancy shall be filled by the Vice-President. The resulting vacancy of Vice President shall be filled by vote at the next regular Association meeting.

Should an officer miss two (2) consecutive general membership meetings without giving notification to the president or Vice President, the office shall be declared vacant. This vacancy shall be filled by vote at the second general membership meeting missed. Should an officer miss three (3) consecutive Executive Committee meetings without giving notification to the President or Vice President, the office shall be declared vacant. This vacancy shall be filled by vote at the next general membership meeting. *(revised 1/01)*

If a vacancy occurs with a Member at Large, the President will appoint an individual to fill the vacancy for the remainder of the term. Every effort will be made to fill the position with a representative from the same grade; however, this is not mandatory. *(revised 1/01)*

Section 4.

All officers of the organization shall annually sign a conflict of interest statement that properly defines interested persons, financial interests, procedures for disclosure, determination of existing conflicts, procedures for addressing conflicts, and procedures for when a violation exists. The acceptance of this document will be recorded in the meeting minutes, and the final document will become part of the organizations permanent records. (see appendix A) *(revised 2/11)*



Article V - Association Funds

Section 1.

The President of the Association is responsible for compliance with the overall requirements and administration of the Association funds.

Section 2.

All Association members who have access to Association funds should be bonded by fidelity bond insurance to protect the Association against the loss of cash as a result of fraudulent or dishonest acts.

Section 3.

No member of this Association authorized to collect funds on behalf of the Association shall hold said funds for a period longer than five (5) days.

Section 4.

The Treasurer shall maintain a "Funds Receipts Journal" which shall, at a minimum, show the following.

1. Date of each Transaction
2. Source of Funds
3. Account(s) to be credited
4. Amount of receipts
5. Explanatory detail

Section 5.

All disbursements are to be made by check only, for goods and services properly authorized by the Association and supported by invoices or receipts. All expenditures exceeding \$2,500 shall be taken to the Regular Members in good standing at a general meeting for approval; otherwise approval of the Executive Committee is sufficient.



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Section 6.

The Treasurer shall maintain a “Funds Disbursements Journal” which shall, at a minimum, show the following:

1. Date of disbursement
2. Check number
3. Payee
4. Amount of payment
5. Explanatory detail
6. Account(s) to be charged

Section 7.

Authorized signers of any Association check shall include all elected officers. Disbursements exceeding \$500.00 shall require the signature of two (2) authorized signers. In the event that two members of the same family are elected to Association officer positions, only one of those persons shall be authorized to sign checks.

Section 8.

On a quarterly basis, the Treasurer shall prepare a financial statement of the Association’s financial activity. This statement shall be presented to the Association for acceptance at each of the regular Association meetings. One (1) copy of the report shall be filed with the Secretary’s minutes of the meeting.

Section 9.

At the end of each year, the Treasurer will prepare an annual statement of the Association’s financial activity covering the entire year, similar to the quarterly statement.

Section 10.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in the furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the



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carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(revised 8/11)

Article VI - Meetings

Section 1.

Meetings of the Association's general membership will be held four (4) times a year at a date and time established by the Executive Committee.

Section 2.

The Annual Meeting of the Association will be held in the month of May of each year for the election of officers and general business of the Association.

Section 3.

Notice of meetings of the general membership shall be given no later than fourteen (14) days prior to the meeting date.

Section 4.

A majority of eligible voting members in good standing who are present will be required to affect a valid and binding vote on any issue, including the election of officers.

Section 5.

Members may not cast a vote on behalf of any other member. Proxy voting is not permitted.



Section 6.

The Secretary shall maintain a valid list of all members in good standing which shall be made available for inspection at any regular or special Association meeting.

Article VII - Committees

Section 1.

Committees shall be established by the Executive Committee. Chairpersons shall be appointed by the President. PHS Music Directors shall be Ad Hoc members of all standing committees.

Section 2.

The Association shall support standing committees as needed, including but not limited to:
(revised 1/01)

A) Executive Committee . The Executive Committee shall be comprised of the President, Vice President, Secretary, Treasurer, Membership Representative, Alumni Representative and four (4) at-large members. *(revised 5/98) (revised 8/10)*

1) It is preferred that the four (4) at large members be comprised of a 9th, 10th, 11th and 12th grade parent of these four (4) members, it is also preferred that one each come from the following organizations; band, chorus and orchestra. *(revised 1/01)*

2) The at-large members shall be elected to The Executive Committee as follow: *(revised 8/10)*

a. The at-large member representing the 9th grade shall be voted upon at the August/September general membership meeting to allow members of the incoming freshman class the opportunity to become familiar with “The Parkland High School Music Boosters Association” before the election of a representative. *(revised 8/10)*

b. The at-large member representing the 10th, 11th and 12th grades shall be voted upon at the Association Annual Meeting. *(revised 8/10)*

3) The Membership Representative and the Alumni Representative shall be elected to The Executive Committee at the Association Annual Meeting. *(revised 8/10)*



- B) Competition Committee(s) *(revised 1/01)*

Article VIII - General

Section 1.

All meetings of the Association shall be governed by the Parliamentary Rules of Order (ed. Roberts).

Section 2.

Committee Chairpersons shall be required to submit a written report of their committee activities for presentation at the annual meeting of the Association. These reports shall be maintained by the Secretary for ongoing reference from year to year.

Article IX - Amendments

Section 1.

These Bylaws may be amended as follows:

- A) The Executive Committee or any Regular member in good standing of the Association may recommend a proposed amendment. *(revised1/01)*
- B) Notice shall then be given to the general membership of the Association setting forth the text of the amendment as proposed and the date of the meeting of the Association when the Amendment shall be presented for approval. This meeting shall not be held until at least 14 days after the date of said notice. *(revised 1/01)*
- C) The Association shall act upon the amendment at said meeting with approval thereof requiring two-thirds of those in attendance who are Regular Members in good standing. *(revised 1/01)*



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Article X – Dissolution

Section 1.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. (revised 8/11)



APPENDIX "A"

ARTICLE I PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's ("**Organization**") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE II DEFINITIONS

2.1 Interested Person.

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.



**ARTICLE III
PROCEDURES**

3.1 Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and/or members of committees with governing board delegated powers considering the proposed transaction or arrangement.

3.2 Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- a) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- b) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- c) (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.



3.4. Violations of the Conflicts of Interest Policy.

- (a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**ARTICLE IV
RECORDS OF PROCEEDINGS**

The minutes of the governing board and all committees with board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**ARTICLE V
COMPENSATION**

5.1 A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

5.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

5.3 No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.



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ARTICLE VI
ANNUAL STATEMENTS

Each director, principal officer and/or member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy;
- (b) Has read and understands the policy;
- (c) Has agreed to comply with the policy; and
- (d) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII
PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit and/or in an excess benefit transaction.



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ARTICLE VIII
USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

President

Alumni Rep

Vice President

Class Rep

Treasurer

Class Rep

Secretary

Class Rep

Member Rep.

Class Rep