

Mount Lebanon Band Builders BYLAWS

ARTICLE I NAME

Section 1 The name of this corporation shall be, Mount Lebanon Band Builders ("the Corporation").

ARTICLE II PURPOSE

Section 1 The purposes for which the Corporation is formed are exclusively charitable, civic, educational or scientific within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, without limitation, all purposes, powers and privileges conferred upon the Corporation by the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa.C.S.A. 5101 through 5998, as amended (the "PNCL").

The primary purpose of the Corporation, also referred to as organization herein, is to promote and support worthy activities for members of the marching band program(s) ("band" or "band members") of the Mt. Lebanon School District, Mt. Lebanon, Pennsylvania. The marching band program(s) shall include the Mt. Lebanon Blue Devils Marching Band and the Mt. Lebanon Winter Guard of the Mt. Lebanon High School ("MLHS").

The secondary purpose of the organization is to provide non-financial support to the other band programs of the Mt. Lebanon High School under the direction of the Band Director (i.e. concert band and wind ensemble).

Section 2 The primary purposes of the organization shall be:

- a. to develop a closer relationship and esprit-de-corps among the members of the organization, the band director, and school administration;
- b. to foster a spirit of friendliness, fellowship, and cooperation among students, parents, and friends of the band;
- c. to assist in promoting instrumental music projects, such as concerts, trips, programs, and similar undertakings;
- d. to assist in developing a comprehensive and progressive music program which will be of musical and educational benefit to the students and the community;
- e. to provide support items and services for band activities;
- f. to support educational field trips; and
- g. to support other activities for the band as may be deemed worthy and appropriate by a joint resolution of the Band Director and the Executive Board.

Section 3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. The Corporation, may, however, involve itself in issues of public policy to the extent that it may, comment on current issues and provide information and statements relevant to the Corporation's purpose stated above.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

Notwithstanding any other provisions set forth herein, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, or (ii) by a corporation contributions to which are deductible for Federal income tax purposes.

Upon the dissolution, liquidation or termination of the Corporation, no assets shall be distributed to its directors or officers or any other private persons. In the event of the Corporation's dissolution, the board of directors shall, after paying or making provision for the payment of all corporate liabilities and after provision is made for the disposition of any property committed to charitable purposes, transfer and convey the remaining assets to another charitable organization consistent with the Corporation's charitable mission provided, however that such organization shall qualify within the meaning of 501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax law.

ARTICLE III RESTRICTIONS

- Section 1 Unless deemed vital to the interests of the organization by a joint resolution of the Band Director and the President, no issue shall be raised or discussed at meetings of the organization concerning the policies or operation of the school board, school administration, the fine arts department, or its staff.
- Section 2 Funds of the organization shall not be used to purchase any items or services that ordinarily are provided from funds made available to the band by the Mt. Lebanon School District.
- Section 3 Students wishing to apply for scholarships must actively participate in fundraising.
- Section 4 No band member or member of the organization shall be required to participate in fundraising activities.

ARTICLE IV MEMBERSHIP AND FEES

- Section 1 All applications for membership shall include the appropriate fee and be in writing. Memberships available shall be:
- a. Regular membership – All parent(s) or guardian(s) of active band members shall become regular members upon payment of the Mt. Lebanon Band Builders Annual Fee. This fee is payable to Mt. Lebanon Band Builders and is in addition to the Mt. Lebanon School District participation fee (payable to MTLSD). Regular members in good standing may attend meetings, vote, chair committees, hold office and serve as a chaperone.
 - b. Ex-officio membership - The Band Director and all staff members shall be granted ex officio memberships for the duration of their tenure with the band. Band staff members may attend meetings and serve as chaperones. They shall not be eligible to hold office, vote, or chair committees.
- Section 2 The Mt. Lebanon Band Builders Annual Fee will be established by the Executive Board each year at the June Executive Board meeting and is payable on an annual basis.

- Section 3 The Mt. Lebanon Band Builders Annual Fee shall be payable not later than September 1. In situations where band members join after this date, dues shall be payable upon joining.
- Section 4 The Mt. Lebanon Band Builders Annual Fee shall be non-refundable.
- Section 5 The Band Director and staff members shall be exempt from paying any membership fees, unless they are parents or guardians of a currently active band member, in which case, they shall be assessed fees as regular members.

ARTICLE V VOTING

- Section 1 Only regular members of this organization who have paid fees are eligible to vote.
- Section 2 Current membership must be verified for voting privileges.
- Section 3 Voting by proxy is prohibited.

ARTICLE VI OFFICERS

- Section 1 The elected officers of this organization shall be:
- a. President
 - b. Vice-President
 - c. Secretary
 - d. Treasurer
 - e. Director of Administration
- Section 2 Officers shall be elected each year at the April membership meeting. They shall assume office June 1, with a period of transition occurring during the month of May.
- Section 3 Officers will be elected by ballot from a slate prepared by the Nominating Committee. If there is only one nominee for any office, upon adoption of the motion from the floor, the election for that office may be by voice vote. A majority vote shall be required for election. If there is more than one candidate for any of the offices, the entire election shall be by ballot. For each of the elected offices, the candidate with the greatest number of votes shall be declared the winner.
- Section 4 The following provisions shall govern the qualifications and eligibility of individuals to be officers of Mount Lebanon Band Builders:
- a. Only regular members of the organization shall be eligible to hold office.
 - b. Members cannot hold more than one (1) elected position at the same time.
 - c. The term of office shall be for one (1) year or until their successors are elected and no officer shall serve more than two (2) consecutive terms in the same office.
 - d. If an office cannot be filled, an officer serving two (2) consecutive terms in the office in question may be extended for not more than one (1) additional term.

- e. No more than two (2) people may share all offices of the organization. Shared officers shall have equal power and the term "Co-" shall precede their titles. For the purpose of presiding at meetings or performing any other duties that require only one person, co officers shall decide between them which shall be the presiding officer and the decision(s) of the presiding officer shall be final.
- f. All officers shall be eligible to chair committees of the organization.

Section 5 The Vice President shall fill a vacancy occurring in the office of President immediately. Other vacancies shall be filled by appointment of the current Executive Board to fill the remainder of the elected term.

Section 6 Resignation from office must be in writing and received by the Secretary. Any officer may resign at any time providing notice is provided.

Section 7 Any officer may be removed by a majority vote of the Executive Board whenever, in their judgment, the best interests of the organization will be served by their removal.

Section 8 A Nominating Committee of not less than five (5) members shall be elected from the regular membership at a General Membership meeting at least two (2) months prior to the election.

- a. The committee shall be made up of one regular member from each class (i.e. Freshman, Sophomore, etc.) and one current executive board member. The committee shall elect its own chair and the President shall not be a member of the Committee.
- b. The President shall provide the newly elected committee with a copy of the bylaws and a current membership list.
- c. The consent of all candidates must be obtained before their name is placed in nomination.
- d. Any regular member may nominate a candidate(s) for any of the elected offices. Nominations shall be in writing and submitted to the Chairperson of the Nominating Committee at least two weeks prior to the election.
- e. More than one candidate may be nominated for each office.
- f. The committee will prepare a slate of candidates and present it via the band email newsletter at least one week prior to the election.

ARTICLE VII DUTIES OF OFFICERS

Section 1 The officers shall perform all duties as specified in the following sections of this article of the bylaws. In addition, all officers shall perform any other duties as are prescribed by law, included in the Articles of Incorporation, included in the standing rules, or which may be assigned by the Executive Board.

Section 2 The President shall:

- a. preside at all general meetings of the organization;
- b. serve as presiding officer of the Executive Board;

- c. coordinate the work of the officers and committees of this organization in order that the purposes may be promoted;
- d. be authorized to co-sign all checks of the organization;
- e. serve as an ex-officio member of all standing committees except the nominating and finance committees;
- f. appoint all special committees; and
- g. appoint all committee chairpersons.

Section 3 The Vice-President shall:

- a. Perform the duties of the President in the event of the absence or disability of the President;
- b. be authorized to co-sign all checks of the organization; and
- c. arrange for suitable adult chaperones to accompany and escort the band during its activities.

Section 4 The Secretary shall:

- a. keep such records and minutes of all meetings which will give an accurate account of the business of this organization;
- b. keep an accurate record of the members in attendance at all general and Executive Board meetings;
- c. have charge of keeping, maintaining, and preserving all documents, letters, supplies, and materials which belong to the organization; and
- d. shall attend to such general correspondence of the organization as the President or Executive Board shall direct.

Section 5 The Treasurer shall:

- a. receive all funds on behalf of the organization and give a receipt therefore;
- b. deposit all funds in a depository to be approved by the Executive Board;
- c. be authorized to co-sign all checks of the organization;
- d. have checks signed by two authorized officers of the organization;
- e. pay such bills and allotments which are approved by the Executive Board;
- f. keep and maintain an accurate record of the financial business of the organization;
- g. prepare the records for the Finance Committee at the end of the school year;
- h. present to the Executive Board a proposed budget of income and expenditures in connection with the program for the school year;
- i. present the annual budget for membership approval at the August General meeting;

- j. provide a current monthly report for Executive Board and General Membership meetings;
- k. prepare all tax returns required by the Internal Revenue Service, Commonwealth of Pennsylvania, or other appropriate authority; and
- l. prepare any other forms required for the organization such as the Annual Incorporation Statement and the Tax-Exemption form for the Commonwealth of Pennsylvania.

Section 6 The Director of Administration shall:

- a. maintain a ledger for each student that accrues the funds earned by gift card purchases. This ledger will include trip deposits or payments from each band member;
- b. produce a monthly report of the balance in each student account, and make this available to all band members;
- c. reconcile any discrepancies in the student accounts; and
- d. work with committee chairpersons, the Fundraising Coordinator, and the Treasurer, in keeping the financial records of all fundraising activities.

ARTICLE VIII EXECUTIVE BOARD

Section 1 The Executive Board shall be all elected officers, the immediate Past President, the Band Director, Membership Chairperson, Fundraising Coordinator, Publicity Chairperson, and three group representatives appointed by the newly elected Executive Board; one each for musicians, guard, and percussion. The Immediate Past President and Band Director are non-voting members of the Executive Board.

Section 2 The Executive Board shall:

- a. initiate general policies for approval by the membership;
- b. assist in the administration of the affairs of the organization between General Membership meetings;
- c. approve the expenditure of unbudgeted funds up to and including \$500 per month and not to exceed the unobligated balance;
- d. select the Nominating Committee for election by the General Membership;
- e. approve the work of all standing committees;
- f. arrange appropriate disposition of all assets acquired by the organization;
- g. review the annual budget as presented by the Treasurer prior to approval by the General Membership;
- h. approve any amendments up to and including \$500, and refer to the general membership any amendments in excess of \$500;
- i. elect annually, a Finance Committee to audit the Corporation's financial records as maintained by the Treasurer.

Section 3 Meetings of the Executive Board shall be called by the President or by a majority of the Executive Board. A majority of the Executive Board members shall constitute a quorum for an Executive Board meeting.

ARTICLE IX STANDING COMMITTEES

Section 1 The Standing Committees are:

- a. The Membership Chairperson shall manage collection of the Mt. Lebanon Marching Band Annual Fee from all members in accordance with these bylaws.
- b. The Fundraising Coordinator shall:
 1. determine the financial feasibility of fundraising projects for the organization and present them to the Executive Board for approval;
 2. coordinate all fundraising activities of the organization, including the scheduling of all fundraising events, the recruitment of Chairpersons and the recommendation of additional fundraising events;
 3. ensure that all activities are adequately documented upon their conclusion;
 4. and report to the Executive Board and General Membership the status of all projects.
- c. The Publicity Chairperson shall keep the public informed by means of newspaper, radio, television, speeches, personal contact, or other electronic media concerning the activities and achievements of the organization.
- d. Group Representatives shall:
 1. contact incoming freshmen to address questions and to advise them of all band activities; and
 2. perform any duties prescribed for them in the standing rules of the organization or as assigned by the president or Executive Board.

Section 2 Standing Committee Chairpersons ("Standing Chairs") shall assume their chairs June 1, with a period of transition at the mutual agreement of the outgoing and incoming chairpersons. They shall be given the responsibilities and authorities necessary to accomplish the specific tasks of their committees as mandated by these bylaws or as otherwise directed by the President or Executive Board.

Section 3 No more than two (2) persons may chair Standing Committees. In instances where chairs are shared, each person shall have the title "Co-Chairperson" and share equal power. For chairing meetings or performing any other duties that require only one (1) person, Co Chairpersons shall decide between them which of them shall officiate and the decision(s) of the officiating Chairpersons shall be final.

Section 4 All Standing Chairs may appoint "Vice Chairpersons". The purpose of the Vice Chairperson shall be to assist the Standing Chair in the work of the committee and to perform the duties of the Standing Chair in the event of the absence or disability of the Standing Chair, or in the event that the position shall be vacated.

- Section 5 A Standing Chair may serve for a term of one (1) year and shall serve no more than two (2) consecutive terms in the same office. However, in the event that a new Standing Chair cannot be found, a Standing Chair serving two (2) consecutive terms in the position in question may be extended for not more than one (1) additional term.
- Section 6 The President and Band Director are non-voting, ex-officio members of all committees except the Nominating Committee and Finance Committee.
- Section 7 All committees must present a plan of work and proposed budget to the Executive Board for approval.
- Section 8 Standing Chairs may recruit as many committee members as they feel are necessary to accomplish the task of their committee.
- Section 9 Committees shall meet on the call of the Standing Chair.

ARTICLE X SPECIAL COMMITTEES

- Section 1 The President or Executive Board may appoint special committees as necessary and may include the following:
- a. Festival Committee – the purpose of this committee is to conduct the annual band festival;
 - b. Finance Committee – the purpose of this committee is to prepare an annual financial audit and report of the organization and to present it to the Executive Board at its first meeting of the new school year and at the first General Membership meeting.
 - c. Band Banquet Committee – the purpose of this committee shall be to organize and make all the necessary preparations for the successful execution of the annual band banquet.
 - d. Election Committee – the purpose of this committee shall be to conduct the annual election of officers. The committee will be responsible for all administrative functions necessary to conduct a fair election, including the printing of the ballots. The committee shall count the ballots, determine, and announce the winners.

ARTICLE XI MEETINGS

- Section 1 Unless notification is given to the contrary, all meetings of the organization shall be held at the Mt. Lebanon High School in Mt. Lebanon, Pennsylvania.
- Section 2 Written or printed notice of all meetings of the organization, stating the place, date, and hour of the meeting (and in the case of special meetings, the purpose or purposes for which the meeting is called) shall be given not less than five (5) days before the meeting.
- Section 3 All meetings of the organization shall be conducted according to an agenda set by the presiding Officer or Chairperson and follow the Order of Business as defined by Robert's Rules of Order Newly Revised.
- Section 4 Minutes shall be taken at all General meetings, Executive Board, and special meetings of the organization. Formal minutes shall be optional at working committee meetings; however, the Chairperson(s) shall ensure that all notations of all important business decisions and actions shall

be filed in the committee binders with a copy to the President. This shall be to provide an understanding of the committee operations for the benefit of succeeding Chairperson(s) and to keep the President informed of the Committee's efforts.

- Section 5 With the exception of General Meetings, a quorum for all meetings of the organization shall be the number of members in attendance. Quorum for a General Meeting shall be the number of members in attendance, but must include at least seven (7) regular members who are not on the Executive Board.
- Section 6 Non-members may be invited to any meeting of the organization by the presiding officer or chairperson. Such non-member guests may be permitted to speak, but shall not participate in deliberations, make motions or vote.
- Section 7 Types of Meetings:
- a. GENERAL MEETINGS – General Meetings of the regular membership will be held at least four (4) times a year upon the call of the President. These are held twice during each school semester. Additional meetings, change of location or change of time of meetings may be made by the Executive Board. In all such cases, notification will be made through the organization newsletter.
 - b. EXECUTIVE BOARD MEETINGS – A minimum of four (4) Executive Board meetings shall be held each year at the call of the President. The purpose of the Executive Board meetings shall be to receive reports from the Officers, Committee Chairpersons, and Band Director and to conduct any business that may arise.
 - c. SPECIAL MEETINGS – Special meetings of the Executive Board may be called by the President for the purpose of dealing with important matters that may arise between regularly scheduled Executive Board meetings and that urgently require action by the Executive Board. The agenda for Special Meetings shall be limited to the one (1) or more items specified in the notification for the Meeting.
 - d. COMMITTEE MEETINGS – Committee meetings may be called by the committee Chairpersons for the purpose of deliberating the business of their respective committees. Reports of all committee meetings shall be given at the next regularly scheduled Executive Board meeting.

ARTICLE Xii OPERATIONS

- Section 1 FISCAL YEAR – The fiscal year for the organization shall begin on the first day of July and end on the thirtieth (30th) day of June.
- Section 2 SPENDING AUTHORITY – With the exception of the President, no person shall be authorized to spend or commit any of the unbudgeted funds of the organization without the approval of the Executive Board. The spending authority of the President shall be limited to up to and including two hundred dollars (\$200) for any given item, subject to the overview by the Executive Board and requiring the submission of receipts to the Treasurer for all expenditures.
- Section 3 EXECUTION OF CONTRACTS – With the approval of the Executive Board, contracts, leases, or other instruments executed in the name of and on behalf of the organization shall be signed by the Secretary and countersigned by the President.

- Section 4 EXECUTION OF DOCUMENTS – Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the organization shall be signed by the Treasurer and countersigned by at least one (1) other Officer of the organization, preferably the President.
- Section 5 EXPENSE ADVANCES – In situations where it is not practical or possible to make approved purchases for other than cash, funds may be advanced to any Executive Board member or Committee Chairperson to make such purchases, with the proviso that all change be refunded to the Treasurer along with receipts covering the amount of cash that was spent. Expense advances up to two hundred dollars (\$200) may be approved, in advance, by the President. Any advances beyond this amount shall require the approval of the Executive Board.
- Section 6 REQUESTS FOR PAYMENT – All requests for payment must be submitted to the Treasurer accompanied by supporting document like invoices or receipts. All requests for payment of budgeted expenses will be approved by the Treasurer. Requests for payment of any unbudgeted expenses will be referred to the Executive Board for approval in accordance with the bylaws. Treasurer shall be responsible for ensuring that payments are made only for items or services previously approved and that they are made in a timely manner. All fund disbursements of the organization shall be by check or credit card with approval of the Treasurer.
- Section 7 BOOKS AND RECORDS – All members shall have access to all books, records, papers and accounts of the organization, and the right to make such inspections, investigations, and audits as they may deem desirable. Any such inspections, investigations, or audits shall be for reasonable purposes, and at a time and place mutually agreed between the inquiring member and the holder of the documentation.
- Section 8 LOANS – The organization shall make no loans to any of its members, officers, directors, or any other person or entity.
- Section 9 FLORAL AND MEMORIAL GIFTS – Floral and memorial gifts may be sent by the organization, at the discretion of the President in accordance with Section 2 of this Article.

ARTICLE XIII LIABILITY OF EXECUTIVE BOARD – INDEMNIFICATION

- Section 1 Executive Board Liability. A member of the Executive Board of the Corporation shall not be personally liable for monetary damages for any action taken or failure to take any action unless the member has breached or failed to perform the duties of his/her office under Subchapter B, Article B of the Pennsylvania Nonprofit Corporation Law of 1988, 20 Pa.C.S.A. Sections 5711-5717, as amended, and such breach or failure to perform constitutes self dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit the liability of a member (i) for any responsibility or liability of such member pursuant to any criminal statute, or (ii) for any liability of a member for the payment of taxes pursuant to local, State or Federal law. Neither the repeal or modification of this Article 15 or any of its provisions nor the adoption of any provision inconsistent with this Article 15 or any of its provisions shall adversely affect any limitation on the personal liability of a member of the Corporation existing at the time of such appeal or modification or the adoption of such inconsistent provision.
- Section 2 Right of Indemnity. The fullest extent permitted by law, this Corporation shall indemnify the members of its Executive Board, its officers, employees and other persons described in Subchapter D, Article B of the Pennsylvania Nonprofit Corporation Law of 1988, 20 Pa.C.S.A. Sections 5741-5750, as amended, including persons formerly occupying any such position, against all expenses (including attorneys' fees), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action or proceeding, including on action by or in the right of the Corporation. The indemnification provided herein

and by the laws of the Commonwealth of Pennsylvania shall not be deemed exclusive of any other rights to which any person indemnified may be entitled under any agreement, vote of disinterested members of the Executive Board or otherwise.

Section 3 Approval of Indemnity. On written request to the Executive Board by any person seeking indemnification, the Executive Board shall promptly determine in accordance with Subchapter D, Article B of the Pennsylvania Nonprofit Corporation Law of 1988, 20 Pa.C.S.A. Section 5744 whether the applicable standard of conduct has been met, and, if so, the Executive Board shall authorize indemnification.

Section 4 Insurance. The Corporation, at the sole discretion of the Executive Board, shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of the members of its Executive Board, its officers, employees, and other agents, against any liability asserted against or incurred by any member, officer, employee or agent in any such capacity or arising out of the status of the Board member, officer, employee or agent or such.

ARTICLE XIV AMENDMENTS TO BYLAWS

Section 1 Amendments to these bylaws may be made at any general meeting provided that written notice of such an amendment has been given at least thirty (30) days in advance of approval. An amendment shall become a part of these bylaws by a simple majority of the members present.

ARTICLE XV PARLIAMENTARY AUTHORITY

Section 1 The rules contained in the most current edition of "Robert's Rules of Order Newly Revised" shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws, standing rules, or with any special rules of order the organization may adopt.

ARTICLE XVI DISSOLUTION

Section 1 Should this organization decide to dissolve itself, the liabilities shall be paid and the remaining assets given to Mt. Lebanon School District with the recommendation that they be used solely by the Fine Arts Department's Marching Music program.

Approved by General Membership:

DATE: June 7, 2021

Jodi Kubit
President, Mount Lebanon Band Builders

Jan Loney
Secretary, Mount Lebanon Band Builders