

# Bylaws of the Lemont High School Band Parent Association

AN ILLINOIS NOT FOR PROFIT  
AMENDED AND RESTATED AS OF AUGUST, 2015

## ARTICLE 1

### NAME AND ADDRESS

#### SECTION 1 NAME OF ORGANIZATION

The name of the corporation shall be the Lemont High School Band Parent Association, hereinafter called (the "CORPORATION").

#### SECTION 2 PRINCIPLE OFFICE

1. The principal office of the corporation for the transaction of its business shall be:  
Lemont High School  
800 Porter Street  
Lemont, Illinois 60439  
Lemont High School is located in Cook County, Illinois. Such place shall be within the State of Illinois as the Board of Directors may, from time to time, designate.
2. The Corporation shall, at all times, maintain a registered agent within the State of Illinois.
3. The principal office and the registered agent of the Corporation may from time to time be changed by the Board of Directors.

#### SECTION 3 SPECIFIC PURPOSES AND OBJECTIVES (from the Articles of Incorporation, Article 4)

The purpose of the CORPORATION shall be to serve and support the students and promote the activities of the Lemont High School Band, (hereinafter called the "PROGRAM").

The objectives of the CORPORATION are:

1. To stimulate and sustain interest in school band work, not only among band parents, but between students and faculty as well;
2. To support the efforts of the band directors and all band members through encouragement and with the goal of maintaining and continuing to build a strong school band program;
3. To promote closer contact and cooperation among the directors the administration, and the parents of band members.

The contribution by the CORPORATION of time, goods, services, and/or finances to the PROGRAM is intended to augment the PROGRAM and not to serve as a substitute for the legal financial obligations of the State of Illinois, the County of Cook, or the Lemont High School District to provide for the basic needs of the PROGRAM.

In pursuit of these objectives, the CORPORATION will neither seek to direct the administrative activities of the PROGRAM or control its policies.

#### SECTION 4 INTERNAL REVENUE CODE SECTION 501(c)(3)

The CORPORATION is organized exclusively for the charitable, scientific, literary, or education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding Section of any future Federal tax code.

#### SECTION 5 POLICIES

The following are basic policies of the CORPORATION:

1. No substantial part of the activities of the CORPORATION shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by 501(c)(3) of the

Internal Revenue Code) or participating in, or intervening in (including the publication or distribution of statement) any political campaign on behalf of, or in opposition to, any candidate for public office.

2. In the event of dissolution, all of the remaining assets and property of the CORPORATION shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify under IRC Section 501(c)(3) or corresponding provisions of any subsequent federal tax laws, or to the Federal government or State or local governments for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.
3. In any year in which the organization is a private foundation as described in IRC Section 509(a), the CORPORATION shall distribute its income for said period in such time and manner as not to subject it to tax under IRC 4942 and the CORPORATION shall not (a) engage in any act of self dealing as defined in Section 4941(d), (b) retain any excess business holdings as defined in Section 4943(c), (c) make any investments in such a manner as to subject the CORPORATION to tax under Section 4944, (d) or make any taxable expenditures as defined in Section 4945(d) or corresponding provisions of any subsequent federal tax laws.
4. Notwithstanding any other provision of the Articles of Incorporation or Bylaws, the CORPORATION shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. The CORPORATION shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this organization.

## **ARTICLE 2**

### **MEMBERS**

#### **SECTION 1 CLASSES AND RIGHTS OF MEMBERS**

The CORPORATION shall have two classes of members. The designation of each class and the qualifications of the members of each class shall be as follows:

1. Active Enrolled Members: Parents, guardians providing mandatory financial and general sponsorship of students actively enrolled in the Program, who are willing to subscribe to the purpose and bylaws of the CORPORATION are eligible for this membership. These active members shall have all the rights and privileges of membership including the right to vote and/or serve on the Board of Directors. Families are limited to two active members. Each active member shall have one vote. Active members are entitled to receive newsletter, calendars and program information as long as they are in good standing with the CORPORATION.
2. Non-active Informed Members: Alumni who are willing to subscribe to the purpose and bylaws of the CORPORATION are eligible for this membership. Non-active members shall not have voting privileges and may not serve on the Board of Directors. Non-active members are entitled to receive newsletter, calendars and program information.
3. The record of names and addresses of the members of the CORPORATION shall constitute the membership list of this CORPORATION and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

#### **SECTION 2 TERMINATION OF MEMBERSHIP**

The Board of Directors by affirmative vote of a majority of the board may suspend or expel a member for cause after an appropriate hearing, and may, terminate the membership of any member who becomes ineligible for membership or any member in default in the payment of dues.

#### **SECTION 3 RESIGNATION**

Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

#### **SECTION 4 REINSTATEMENT**

Upon written request signed by a former member and filed with the secretary, the Board of Directors may, by an affirmative vote of three fourths of the members of the board, reinstate such former member to membership on such terms as the Board of Directors may deem

appropriate.

#### **SECTION 5 TRANSFER OF MEMBERSHIP**

Membership in this CORPORATION is not transferable or assignable.

#### **SECTION 6 NON-LIABILITY OF MEMBERS**

Members are not personally liable for the debts, liabilities, or obligations of the CORPORATION.

#### **SECTION 7 RESPONSIBILITIES OF MEMBERS**

All members of the CORPORATION are expected to assist with and support fund raising efforts of the CORPORATION.

### **ARTICLE 3**

#### **MEETINGS OF MEMBERS**

##### **SECTION 1 ANNUAL MEETING**

An annual meeting will be held each year in April for the purpose of electing officers and for transaction of such business as may come before the meeting.

##### **SECTION 2 GENERAL MEETINGS**

General meetings will be scheduled throughout the school year and during break periods as determined by the band director and the Board of Directors. The Board of Directors may designate any place as the place for any general, special or annual meetings. If no designation is made, meetings will be held at Lemont High School. Specific room assignments will be posted on the band website.

##### **SECTION 3 SPECIAL MEETINGS**

Special meetings may be called at the discretion of the president or the band director.

##### **SECTION 4 CONDUCT OF MEETING**

Meetings of members shall be presided over by the President of the CORPORATION or, in his or her absence, by the Vice President of the CORPORATION or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members present. The Secretary of the CORPORATION shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by "Robert's Rules of Order", as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this CORPORATION, or with provisions of law.

##### **SECTION 5 NOTICE OF MEETINGS**

Regular meetings of the members, also referred to as Band Parent meetings or general membership meetings shall be held monthly, at dates and times to be determined by the Board of Directors at the start of each fiscal year. Meeting dates will be published in the Band Booster's monthly newsletter available on the corporation's web site. Notice of any special meeting of the meetings shall be given at least 2 days previous thereto transmitted by electronic means to the e-mail address, facsimile number, or other contact information appearing on the records

of the corporation as may be authorized or approved in the articles of incorporation or the bylaws. or on the band website

##### **SECTION 6 QUORUM**

Attendance by 5 members of which two must be Officers shall constitute a quorum for the transaction of business at a general membership meeting.

##### **SECTION 7 PROXIES**

Voting rights may not be assigned to another person or voting member by proxy.

##### **SECTION 8 VOTING**

1. Each member shall have one vote on any matter requiring the approval of the members of the CORPORATION.
2. Voting at duly held meetings shall be by voice vote. (except for election of officers)
3. Voting on any question or in any election may be by voice unless the chair of the meeting shall order or any two members shall demand that voting be by ballot.

## **ARTICLE 4**

### **BOARD OF DIRECTORS**

#### **SECTION 1 GENERAL POWERS**

The affairs of the CORPORATION shall be managed by or under the direction of its Board of Directors. Board members are not eligible for any compensation for their efforts on behalf of the CORPORATION.

#### **SECTION 2 NUMBER, TENURE AND QUALIFICATIONS OF DIRECTORS**

The directors of the CORPORATION shall consist of the four officers, the band director, and the Chosen chairpersons of standing committees. Collectively, they shall be known as the Board of Directors. The number of directors shall not be less than (5) five and no more than (9) nine. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

#### **SECTION 3 REGULAR MEETINGS**

Meetings of the Board of Directors shall be held monthly at dates and times to be determined by the Board of Directors at the start of each fiscal year. The Board of Directors may designate any place as the place for any general, special or annual meetings. If no designation is made, meetings will be held at Lemont High School. Specific room assignments will be posted on the band website.

#### **SECTION 4 SPECIAL MEETINGS**

Special meetings may be called at the discretion of the president or the band director.

#### **SECTION 5 CONDUCT OF MEETING**

Meetings of the Board of Directors shall be presided over by the President of the CORPORATION or, in his or her absence, by the Vice President of the CORPORATION or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members present. The Secretary of the CORPORATION shall act as Secretary of all meetings of the Board of Directors, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by "Robert's Rules of Order", as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this CORPORATION, or with provisions of law.

#### **SECTION 6 NOTICE OF MEETINGS**

Notice of any special meeting of the Board of Directors shall be given at least 5 days previous thereto to each director at his or her by email except that no special meeting of directors may remove a director unless written notice of the proposed removal is delivered 10 days prior to the meeting.

#### **SECTION 7 QUORUM**

Attendance by 5 directors of which two must be officers shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If quorum is not attained at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

#### **SECTION 8 MANNER OF ACTING**

The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these bylaws, or the Articles of Incorporation. No director may act by proxy on any matter.

#### **SECTION 9 VACANCIES**

1. Vacancies on the Board of Directors shall exist (a) on the death, resignation or removal of any director.
2. Resignation: Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the CORPORATION would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.
3. Removal. Causes for removal of a director shall be:
  - a. Legal Cause. The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under the Illinois General Not for Profit Corporation Act.

- b. Incompetence. This is subjective and will be left to the discretion of the Board of Directors. One warning followed by an opportunity for response shall constitute due process.
  - c. Attendance. Failure to attend two (2) consecutive Board meetings without just cause shall constitute reason for removal.
  - d. Recall. A recall of an elected officer or representative may be initiated by any voting member of the constituency by whom the director was elected. A petition signed by ¼ of the voting members of the constituency will constitute cause for such recall election. Notice to the entire constituency must be given at least 30 days before the general meeting on which it will be voted. Removal must be by 2/3 vote of the members present and eligible to vote.
4. Any vacancy occurring in the Board, shall be filled by appointment by the president of an active member in good standing, subject to approval by a majority of the Directors then in office though less than a quorum of the Board.
  5. A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

#### **SECTION 10 RESIGNATION AND REMOVAL OF DIRECTORS**

A director may resign at any time upon written notice to the Board of Directors. A director may be removed with or without cause, as specified by statute or bylaws.

#### **SECTION 11 INFORMAL ACTION**

The authority of the Board of Directors may be exercised without a meeting if a consent is in writing, setting forth the action taken, is signed by all of the directors entitled to vote.

#### **SECTION 12 COMPENSATION**

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in this Article.

#### **SECTION 13 PRESUMPTION OF ASSENT**

A director of the CORPORATION who is present at a meeting of the Board of Directors at which action on any CORPORATION matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered into the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent to the secretary of the CORPORATION immediately after the adjournment of the meeting. Such dissent shall not apply to a director who voted in favor of such action.

#### **SECTION 14 VOTING**

Each director seat (i.e. one vote per position) shall have one vote on any matter requiring the approval of the Board of Directors. Voting on any issue may be by voice or by ballot

#### **SECTION 15 DIRECTOR QUALIFICATIONS AND RESTRICTIONS**

1. All elected officers shall be active Band Parent Association members during the fiscal year in which they serve.
2. No individual may hold more than one position on the Board of Directors. However, Directors may chair committees while still maintaining their vote as Directors but may not serve as standing committee chairperson. They may only have one vote on the board.
3. Interested persons are prohibited from serving as directors of the CORPORATION. For purposes of this section, "interested persons" means either:
  - a. Any employee of the Lemont High School District excluded from serving on a Board of directors by the policy of the Lemont High School District; It is permitted for members to serve as co-officers however family members may not hold separate seats on the Board.

#### **SECTION 16 DUTIES OF THE BOARD OF DIRECTORS**

It shall be the collective duty of the board of directors to:

1. Comply with the CORPORATION'S Conflicts of Interest Policy, Appendix 1 of the bylaws, and complete the Conflicts of Interest statement.
2. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the CORPORATION, or by these Bylaws;

3. Supervise all officers and agents of the CORPORATION to assure that their duties are performed properly;
4. Meet at such times and places as required by these Bylaws;
5. Approve the appointment of chairpersons for all committees.
6. Review and approve the annual expense budget submitted by the Band Director at the annual Budget Meeting of the Board of Directors. The approved budget must be approved by a majority of the Board of Directors.
7. General duties of each respective Officer are listed in sections 4 through 7 of Article 5, while general duties of each Committee Chairperson are listed in section 4 of Article 6.

## **ARTICLE 5**

### **OFFICERS**

#### **SECTION 1 OFFICERS**

The Board of Directors shall be composed of four elected Officers: the President, the Vice President, the Secretary and the Treasurer

It shall be composed of no more than 9 members and no less than 5 members. If it is later desired that the number of directors shall exceed nine (9), then these bylaws shall amended to state a fixed number of directors. The exact number of directors shall be determined by the Board.

#### **SECTION 2 ELECTION AND TERM OF OFFICE**

1. The officers of the CORPORATION shall be elected annually by the members at the regular meeting of members in April. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be.
2. Officers of the CORPORATION shall serve a term of one year consistent with the CORPORATION's fiscal year. Each officer shall hold office for the lesser of (a) a term of one year consistent with the CORPORATION's fiscal year, (b) until his or her successor shall have been duly elected, (c) until his or her death, or (d) until he or she shall resign or shall have been removed in the manner hereinafter provided.
3. Election of an officer shall not of itself create contract rights.

#### **SECTION 3 REMOVAL**

Any officer elected by the members or appointed by the Board of Directors may be removed by a majority vote of the Board of Directors whenever in the judgment of the Board of Directors the best interests of the CORPORATION would be served thereby.

#### **SECTION 4 DUTIES OF THE PRESIDENT**

The President shall:

1. Serve as the chief executive officer of the CORPORATION and shall, subject to the control of the Board of Directors, supervise the affairs of the CORPORATION and the activities of the officers. The scope of the President's authority is limited. He or she shall have no governing authority in making policies or rules without the approval of the Board of Directors;
2. Perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors;
3. Set the agenda and preside at all meetings of the Board of Directors and at all general membership meetings;
4. Act as liaison between the CORPORATION and the Lemont High School administration;
5. With the approval of the Board of Directors, appoint chairpersons of all committees;
6. Be ex-officio a member of all committees except the nominating committee;
7. Keep the Board of Directors informed on all issues;
8. Perform additional duties as documented in the job description for the President, subject to modifications approved by the Board of Directors.

#### **SECTION 5 DUTIES OF THE VICE PRESIDENT**

The Vice President shall:

1. In the absence of the President, perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President;
2. Have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors;

3. Perform additional duties as documented in the job description for the Vice President, subject to modifications approved by the Board of Directors.

#### **SECTION 6 DUTIES OF THE SECRETARY**

The Secretary shall:

1. Certify and keep at the principle office of the CORPORATION at all times the current and up-to-date Corporate Records Book. The Corporate Records Book shall contain all original records of the CORPORATION, including, but not limited to: The Articles of Incorporation and any amendments; the Bylaws and any amendments; tax exemption applications and determination letters; bulk mail permit; annual state and federal tax returns; legal contracts; insurance policies; motor vehicle registration certificates; and all official correspondence of the organization;
2. Keep at the principal office of the CORPORATION at all times a Book of Meeting Minutes for all meetings of the Board of Directors and for general membership meetings, recording therein the time and place of holding, whether regular or special, how called, the names of those present or represented at the meeting, and the proceedings thereof;
3. At general membership and Board meetings, present for approval the minutes of the previous meeting.
4. Exhibit at all reasonable times to any director of the CORPORATION, on request therefore, the Corporate Records Book, the Membership Book, and the Book of Meeting Minutes of the CORPORATION;
5. Shall conduct all official correspondence for the CORPORATION, and file copies in the Corporate Records Book.
6. Oversee the Nominating committee, and provide any assistance requested;
7. Perform additional duties as documented in the job description for the Secretary, subject to modifications approved by the Board of Directors.

#### **SECTION 7 DUTIES OF THE TREASURER**

The Treasurer shall:

1. Be responsible for all funds of the CORPORATION, and deposit or have deposited all such funds in the name of the CORPORATION in such banks or other depositories as shall be selected by the Board of Directors;
2. Receive, and give receipt for, monies due and payable to the CORPORATION from any source whatsoever;
3. Disburse, or cause to be disbursed, the funds of the CORPORATION as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
4. Keep and maintain adequate and correct accounts of the CORPORATION's properties and business transactions, including accounts of its assets, liabilities, receipts, and disbursements;
5. Exhibit at all reasonable times the books of account and financial records to any director of the CORPORATION, on request therefor;
6. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the CORPORATION;
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
8. It shall be the responsibility of the Treasurer who was in office for the fiscal year to prepare and distribute to the Directors the annual report defined in Article 8, Section 5. This Treasurer shall also file the Internal Revenue Service and the Illinois Attorney General reports no later than the date established by the regulations. These duties shall remain the responsibility of the outgoing Treasurer even as the newly elected Treasurer begins to serve on the Board at the start of the new fiscal year.
9. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the CORPORATION, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors;
10. Cooperate with the Auditing committee in their annual review of the organization's financial records;
11. Chair the Membership Committee.
12. Perform additional duties as documented in the job description for the Treasurer, subject to modifications approved by the Board of Directors.

#### **SECTION 8 SUBORDINATE OFFICERS AND OTHER AGENTS**

The Board of Directors may appoint such other officers or agents from its membership as it may deem desirable, and such officers or agents shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

#### **SECTION 9 TERM OF OFFICE**

1. Each director shall hold office of a period of one year.
2. An officer may not serve more than three consecutive one-year terms in the same office. This requirement may be waived by a majority vote of the general membership of the corporation if extenuating circumstances are deemed to exist. The term of office for directors shall commence at the start of the fiscal year, and conclude with the ending of the fiscal year.
3. The outgoing Treasurer is responsible for preparing and submitting the annual federal and state financial reports for the fiscal year under which he or she served. The outgoing Treasurer shall report to the newly-elected Treasurer until such time when the annual federal and state financial reports and tax statements are completed and filed, at which time the duties of the outgoing Treasurer shall cease.

#### **SECTION 10 COMPENSATION**

Officers shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in this Article.

### **ARTICLE 6**

#### **COMMITTEES**

##### **SECTION 1 TYPES OF COMMITTEES**

There shall be:

1. Standing Committees that are appointed for the entire fiscal year, which will include but are not limited to the following operating committees:
  - a. Fundraising
  - b. Student Support
  - c. Events
  - d. Administration
2. The chairperson of the Standing Committees will be selected by the group of chairpersons that make up the specific Standing Committee (i.e. all fundraising committee chairs will select representative to chair fundraising standing committee) during the May board meeting.
3. An alternate chairperson will be chosen at the May board meeting to represent standing committee in the absence of the original chairperson.
4. Select committees that are appointed for a special purpose and duration will be placed under the appropriate standing committee by the Board of Directors. The chairs of the select committees will report to the Standing Committee chair for the purpose of providing information to the Board of Directors.

##### **SECTION 2 COMMITTEE MEMBER QUALIFICATIONS**

1. All committee chairpersons and committee members must be either active members or associate members in good standing of the CORPORATION.
2. Directors may serve as committee chairpersons while retaining their voting rights on the Board of Directors.
3. The President shall be ex-officio a member of all committees except the Nominating committee.
4. The chairperson shall appoint other qualified members to serve as committee members.

##### **SECTION 3 GENERAL POWERS AND RESTRICTIONS**

1. A written charter of the responsibilities of each committee shall be prepared by the Board of Directors, and may be amended at any regular or special board meeting.
2. No committee shall enter into any contract or incur any indebtedness or financial obligation of any kind, except under the express authorization of the Board of Directors.
3. Subject to the approval of the Board of Directors, each committee shall have the power to adopt such rules as may be necessary for the conduct of the work entrusted to it.
4. Except as allowed under Article 7, Section 1, all contracts and other obligations of the organization must be approved by a majority of the Board of Directors. Such contracts shall be signed by both



the President and Treasurer. The Vice President shall sign for either the President or Treasurer, but not both, in the event either is unavailable.

5. Committee chairpersons shall be appointed or removed by the President with the approval of a majority of the Board of Directors.
6. Each committee shall have the power to set up sub-committees for carrying on the work under its direction as it may deem necessary.

#### **SECTION 4 STANDING COMMITTEES**

1. Standing committee chairpersons are chosen by the group of chairpersons within that Standing Committee grouping. The chairpersons' terms of office shall expire at the end of the fiscal year.
2. Standing committees shall keep records of committee expenses and procedures, and shall submit an end-of-the-year report to the Board of Directors to aid incoming chairpersons for the following year.
3. The Standing Committees shall be:
  - a. The Fundraising Committee. This committee will be made up of the various chairpersons managing all of the fundraising endeavors for the Corporation both for the LHSBPA and the student accounts.
  - b. The Student Support Committee. This committee will be made up of the various chairpersons managing all of the work directly related to the care and well-being of the band students and directors.
  - c. The Event Committee. This committee will be made up of the various chairpersons managing all of the annual events held by the Corporation including, but not limited to Midwest Music Fest, Music Days, Jazz Dinner Dance, and Band Camp.
  - d. Administration Committee. This committee will be made up of the various chairpersons managing all of the administrative work related to the Corporation.

#### **SECTION 5 SELECT COMMITTEES**

Selected Committees are appointed for a term of one fiscal year. The select committees are made up of the various events, fundraisers and tasks necessary to support the band program.

#### **SECTION 6 OTHER COMMITTEES**

The Board of Directors may at any time appoint such other committees as required.

#### **SECTION 7 VACANCIES**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

#### **SECTION 8 QUORUM**

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

#### **SECTION 9 RULES**

Each committee may adopt rules for its own government consistent with these bylaws or with the rules adopted by the Board of Directors.

#### **SECTION 10 INFORMAL ACTION**

The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members entitled to vote.

### **ARTICLE 7**

#### **CONTRACTS, INSTRUMENTS, CHECKS, DEPOSITS, AND FUNDS**

##### **SECTION 1 EXECUTION OF CONTRACTS AND INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the CORPORATION to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CORPORATION, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the CORPORATION by any contract or engagement or to pledge its credit or to render

it liable monetarily for any purpose or in any amount. All contracts and other legal instruments which bind the CORPORATION must be approved by the Board of Directors, and co-signed by both the President and Treasurer.

## **SECTION 2 CHECKS**

1. The primary funds of the organization shall be managed by the Treasurer in an account referred to as the Corporation General Fund. Checks shall be signed by the Treasurer and countersigned by the President. The Vice President or the Secretary may cosign in the event that either the President or Treasurer is unavailable.
2. The Board of Directors may authorize additional accounts as needed to facilitate the receipt and disbursement of funds, and may authorize agents as identified in Article 5, Section 8 to administer these checking accounts
3. Student accounts shall be managed by the Treasurer or other appointed person.
4. All CORPORATION checking accounts shall require two signatures on all checks. Co-officer may not be the two signatures on any transaction.
5. An accounting of all financial transaction, including a listing of checks issued each month, shall be presented to the membership at the next General Members meeting. The acceptance of this accounting by voice vote of the members shall constitute secondary approval of all financial transactions.
6. The Treasurer shall be an authorized signer for all of the CORPORATION checking accounts.
7. Authorized signatures on all Corporation checking accounts shall be reviewed and approved at the start of each fiscal year by the Board of Directors. Authorized signers must be active or associate members in good standing.
8. All checkbooks are subject to periodic inspection and audit by the Board of Directors.

## **SECTION 3 DEPOSITS**

All funds of the CORPORATION shall be deposited from time to time to the credit of the CORPORATION in such banks, trust companies, or other depositories as the Board of Directors may select.

## **SECTION 4 GIFTS**

The Board of Directors may accept on behalf of the CORPORATION any contribution, gift, bequest, or devise for the charitable or public purposes of this CORPORATION.

## **SECTION 5 STUDENT ACCOUNTS**

Student accounts are established for each active member family in the PROGRAM.

1. Funds are earned by member participation in various approved individual fundraisers and/or direct contributions by members.
2. Funds placed into student accounts may only be applied to program-related expenses; they may not be used to pay for school activities not associated with the PROGRAM. Program related expenses include tour travel expenses, band camp, and Bands of America.
3. Funds can be carried forward to the following year by band members continuing in the PROGRAM. Any money that is left in a student account when a family leaves the Program will be transferred to the general fund of the CORPORATION and will not be refunded.
4. It is the responsibility of students and their families to audit their accounts and resolve any disputes in a timely fashion. All transactions are final at the close of the fiscal year in which they are recorded.
5. Accounts are transferable only to another student's account in the same immediate family provided there is no gap in band membership from one sibling to another. A sibling is defined as brother, sister, stepchild or foster child.
6. The Board of Directors shall empower an agent or agents as defined in Article 5 Section 8 to serve as the Student Account Administrator. If no agent or agents are appointed the Treasurer shall serve as the Student Account administrator. These agents, operating under the authority and oversight of the Treasurer, shall execute all transactions and maintain student account balances.
7. Student account administrators have the right to debit student accounts for any financial obligations defined in the annual Band Family registration papers.

## **ARTICLE 8**

### **CORPORATE BOOKS AND RECORDS**

## **SECTION 1 MAINTENANCE OF CORPORATE RECORDS**

The CORPORATION shall keep at its principal office:

1. Minutes of all meetings of directors, committees of the board and, if this CORPORATION has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
2. Adequate and correct books and records of account, including, but not limited to: accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements; contracts; insurance policies; and motor vehicle registrations;
3. The most recent annual reports, federal and state tax returns, and tax exempt determination letters;
4. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
5. A copy of the CORPORATION's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the CORPORATION at all reasonable times during office hours.

## **SECTION 2 DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the CORPORATION.

## **SECTION 3 MEMBERS' INSPECTION RIGHTS**

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the CORPORATION by the member, for a purpose reasonably related to such person's interests as a member.

## **SECTION 4 RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

## **SECTION 5 ANNUAL REPORT**

As stipulated by the Illinois General Not for Profit Corporation Act, the board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the CORPORATION's fiscal year to all directors of the CORPORATION and to any member who request it in writing, which report shall contain the following information in appropriate detail:

1. The assets and liabilities, including the trust funds, of the CORPORATION as of the end of the fiscal year;
  - a. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
  - b. The revenue or receipts of the CORPORATION, both unrestricted and restricted to particular purposes, for the fiscal year;
  - c. The expenses or disbursements of the CORPORATION, for both general and restricted purposes, during the fiscal year;
2. The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the CORPORATION that such statements were prepared without audit from the books and records of the CORPORATION.

## **ARTICLE 9**

### **FISCAL YEAR**

#### **SECTION 1 FISCAL YEAR OF THE CORPORATION**

The fiscal year of the CORPORATION shall begin on July 1 and end on the following June 30.

## **ARTICLE 10**

### **DUES**

#### **SECTION 1 ANNUAL DUES**

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the CORPORATION by members of each class.

#### **SECTION 2 PAYMENT OF DUES**

Fees shall be payable in advance on the first meeting of each new fiscal year. This usually occurs in August

#### **SECTION 3 DEFAULT AND TERMINATION OF MEMBERSHIP**

When any member of any class shall be in defaulting the payment of fees for a period of 1 month from the beginning of any period for which such dues become payable, his or her membership may thereupon be terminated by the Board of Directors in the manner provided in Article 2 of these bylaws. The Board of Directors may determine other means of paying fees on a case by case basis.

### **ARTICLE 11**

#### **SEAL**

##### **SECTION 1 CORPORATE SEAL**

The corporate seal shall have inscribed thereon the name of the CORPORATION and the words "Corporate Seal, Illinois". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced, provided that the affixing of the corporate seal to an instrument shall not give the instrument additional force or effect, or change the construction thereof, and the use of the corporate seal is not mandatory.

### **ARTICLE 12**

#### **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois or under provisions of the Articles of Incorporation or the bylaws of the CORPORATION, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

### **ARTICLE 13**

#### **INDEMNIFICATION OF OFFICERS, DIRECTORS,**

##### **EMPLOYEES AND AGENTS**

1. ACTION IN GOOD FAITH NECESSARY. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts in such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

2. NO INDEMNIFICATION FOR NEGLIGENCE OR MISCONDUCT. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including

attorneys, fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

3. AMOUNT OF INDEMNIFICATION. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys, fees) actually and reasonably incurred by him in connection therewith.

4. AUTHORIZATION NECESSARY. Any indemnification under Sections 1 and 2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not objectionable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

5. NOT EXCLUSIVE. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any contract, agreement or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

6. INSURANCE. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this article.

**ARTICLE 14**  
**AMENDMENT OF BYLAWS**  
**SECTION 1 AMENDMENT**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted at any regular general membership meeting provided that: (a) Proposed changes must be submitted in writing to the Board. (b) Changes must be approved by a three-fourths (3/4) vote of the directors present and voting at a regular scheduled meeting of the Board of Directors. (c) Changes must be approved by a majority of those members present at any regular meeting of the CORPORATION, provided notice of the proposed amendment shall be given at the previous regular meeting at which the amendment is to be acted upon or written notice shall be mailed to each member not less than ten (10) days prior to the meeting at which the amendment is to be acted upon.

**ARTICLE 15**

## **PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

### **SECTION 1 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, director, officer, or other person connected with this CORPORATION, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the CORPORATION, and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the CORPORATION. All members, if any, of the CORPORATION shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the CORPORATION, whether voluntarily or involuntarily, the assets of the CORPORATION, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this CORPORATION and not otherwise.

### **CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Lemont Band Parents Corporations, and that such Bylaws were duly adopted by the Board of Directors and members of the Lemont High School Band Parents Corporation on the date set forth below.

Dated: \_\_\_\_\_, Secretary

### **APPENDIX 1**

#### **CONFLICTS OF INTEREST POLICY**

##### **SECTION 1 PURPOSE**

The purpose of the conflicts of interest policy is to protect the Corporation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

##### **SECTION 2 DEFINITIONS**

1. Interested Person  
Any director, officer, or member of a committee with board delegated powers who has a direct financial interest, as defined below, is an interested person.
2. Financial Interest  
A person has a financial interest if the person has directly, or indirectly, through business, investment, or family: an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
3. A compensation arrangement with any entity or individual with which the Corporation has a transaction or arrangement, or
4. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct or indirect remuneration as well as gifts or favors that are substantial in nature.
5. A financial interest is not necessarily a conflict of interest. Under Section 3, Paragraph 2 of this policy, a person who has a financial interest may have a conflict of interest only if the appropriate board decides that a conflict of interest exists.

##### **SECTION 3 PROCEDURES**

1. Duty to Disclose  
In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.
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 board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest
  - a. An interested person may make a presentation at the board meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
  - b. The chairperson of the board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- c. After exercising due diligence, the board shall determine whether the corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would give rise to a conflict of interest, the board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4) Violations of the Conflicts of Interest Policy a) If the board has reasonable cause to believe that 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 response of the member and making such further investigation as may be warranted in the circumstances, the board determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **SECTION 4 RECORD OF PROCEEDINGS**

The minutes of the board of directors shall contain:

1. 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 board's decision as to whether a conflict of interest in fact existed, and
2. 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 therewith.

#### **SECTION 5 ANNUAL STATEMENTS**

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

1. has received a copy of the conflicts of interest policy,
2. has read and understands the policy,
3. has agreed to comply with the policy, and
4. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **SECTION 6 PERIODIC REVIEWS**

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include a review of transactions and arrangements to ensure that such transactions and arrangements are reasonable and are the result of arm's-length bargaining.