

PLAIN LOCAL INSTRUMENTAL MUSIC PATRONS ASSOCIATION, INC.

BY LAWS

ARTICLE I NAME OF THE ORGANIZATION

The official name of the organization (the “Organization”) shall be PLAIN LOCAL INSTRUMENTAL MUSIC PATRONS ASSOCIATION, INC.

ARTICLE II MISSION STATEMENT AND PURPOSE

The Organization exists exclusively for charitable and educational purposes, including, but not limited to, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), or the corresponding section of any future Code. Consistent with the provisions of Section 501(c)(3) of the Code, and its purposes as set forth therein, the Organization shall be authorized to:

- (a) promote, foster and support all student instrumental music programs in the Plain Local School District, Stark County, Ohio;
- (b) raise, disburse, invest and maintain funds for the operation of the Organization as above specified;
- (c) enter into contracts to purchase and/or lease equipment or facilities

Notwithstanding any other provisions of these By Laws, the Organization shall not carry on any other activities not permitted to be carried on by (a) organizations exempt from tax under Section 501(c)(3) of the Code, or (b) an organization, contributions to which are deductible under Section 170(C)(2) of the Code.

ARTICLE III MEMBERSHIP

The General Membership shall include only those parents/guardians (“Members”) who have children actively engaged as members of the instrumental music programs of the Plain Local Schools. Members shall be entitled to one vote at all meetings of the General Membership.

ARTICLE IV BOARD OF TRUSTEES

The Organization shall be managed by a Board of Trustees, which shall consist of up to nine (9) Members of the Organization, of which not more than three (3) shall be designated as Members-At-Large. The Board of Trustees shall be elected each year by the Members, as described in Article XII hereof, and shall serve a term of one year commencing on May 1 and ending on April 30 of each year, or until earlier resignation or removal by the majority vote of the Board of Trustees. In addition, the Director of Bands, the Assistant Director of Bands,

and a representative of the Plain Local Schools, as designated by the Administration, shall be members *ex officio* of the Board of Trustees. In the event of any vacancy in the Board of Trustees or any Officer, the remaining Trustees, may, by majority vote, fill any vacancy for the unexpired term of the Board member or Officer.

The President of the Organization shall, by virtue of his/her office, be the Chairperson of the Board of Trustees. The Vice Presidents of the Organization, shall, by virtue of their office(s), be the Vice-Chairpersons of the Board of Trustees. The Recording Secretary of the Organization shall, by virtue of his/her office, be the Recording Secretary of the Board of Trustees.

ARTICLE V SCHOOL BOARD RULES

The Organization shall abide by the Rules and Regulations established from time-to-time by the Administration of the Plain Local School District.

ARTICLE VI FUND RAISING

All fund raising activities shall be governed by the Board of Trustees, as further set forth in these By Laws.

ARTICLE VII TRIPS

All trips shall be proposed by the Director of Bands, and shall, to the extent required, be approved by the Administration of the Plain Local School District.

ARTICLE VIII OFFICERS

The Officers of this Organization shall be: President, First Vice President, Second Vice President, Recording Secretary, Corresponding Secretary, and Treasurer. Officers shall be Members of the Organization, and shall be elected by the Board of Trustees as described in Article XII hereof. Officers shall serve a one year term, commencing on May 1 and ending on April 30 of each year. Only one Member of any household shall hold office during the same term.

ARTICLE IX DUTIES OF OFFICERS

- (a) The President shall preside at all meetings of the Members, and shall have responsibility for the supervision and direction of the affairs of the Organization. He/she shall also perform such duties as the Board of Trustees shall designate from time-to-time.
- (b) The First Vice President (and the Second Vice President, in the absence of both the President and First Vice President) shall have all of the powers and perform all of the duties of the President in case of the absence of the

President, and such other duties as the Board of Trustees shall designate from time-to-time. Both the First Vice President and Second Vice President shall oversee the operations of each Committee established by the Organization.

- (c) The Recording Secretary shall keep minutes of all meetings of the Members and of the Board of Trustees, maintain the legal books and records of the Organization, including, but not limited to, the annual certifications required by the Organization's "Conflict of Interest Policy", and shall perform such other duties as the Board of Trustees shall designate from time-to-time.
- (d) The Corresponding Secretary shall be responsible for all public correspondence, including, but not limited to, acknowledging the receipt of donations made to the Organization, in the form generally approved by the Internal Revenue Service, and shall perform such other duties as the Board of Trustees shall designate from time-to-time.
- (e) The Treasurer shall receive and have charge of all funds and assets of the Organization, and shall maintain, disburse or invest those funds as may be directed by the Board of Trustees from time-to-time. The Treasurer shall maintain accurate, contemporaneous records of all funds received, disbursed or invested, and of the Organization's other assets and liabilities, and shall submit reports showing the current financial condition of the Organization and its operating results for the current fiscal year, to the Board of Trustees and the Members at each meeting thereof, in such form as the Board of Trustees shall specify from time-to-time. The Treasurer may, with the approval of the Board of Trustees, engage the services (whether paid or unpaid) of any professionals required to assist in the (a) maintenance of the Organization's financial records, (b) preparation of the above-mentioned reports or (c) preparation of any required annual filings with any Federal, State or local authorities.
- (f) Every Officer shall deliver to their respective successor, no later than April 30, such records, files or documents (in either electronic or hard copy formats) so as to permit their successor to effectively perform the duties of their office.
- (g) No Officer (or their designees) shall release, permit the release, or permit access to, the names, addresses or other personally identifiable information with respect to any student enrolled in the Plain Local School District.
- (h) All Officers shall be authorized to sign checks issued by the Organization. All checks must be signed by 2 (two) Officers, with at least one signer being either the President or the Treasurer.

ARTICLE X

MEETINGS

- (a) Regular Meetings of the Members of the Organization shall be held at least, but not limited to, once in each month EXCEPT for June, July and August, on such day(s) and at such time(s) as the Board of Trustees shall establish from time-to-time. The Members present at any General Meeting of the Members, plus one Officer, shall constitute a quorum for the purpose of conducting any business that shall properly come before that Meeting. A Notice of any Special Meeting of the Members shall be sent by electronic mail (or by regular US mail, if an e-mail address is not available) to all Members at the address that shall be reflected in the membership roll, at least ten (10) days prior to the date of such Special Meeting. In the event that the Board of Trustees, by a majority vote of those voting, determines that circumstances warrant an Emergency Meeting of the Members be held, oral notice of the time and place of the Emergency Meeting may be given no less than twenty-four (24) hours prior to the Emergency Meeting. At any such Special or Emergency Meeting of the Members, only that matter (or matters) specified in the Notice may be acted upon.

All General meetings of the Members shall be conducted in accordance with Robert's Rules of Order, and the Order of Business shall be as follows:

1. Call to order
 2. Reading of the minutes of the preceding meeting
 3. Treasurer's Report
 4. Committee reports
 5. Old Business
 6. New Business
 7. Adjournment
- (b) Meetings of the Board of Trustees shall be held immediately prior to each General Meeting of the Members, and on such other day(s) and at such other time(s) as the Trustees shall determine, with appropriate notice of no less than forty-eight (48) hours. Five members of the Board of Trustees shall constitute a quorum to conduct any business properly brought before any Meeting. Voting at the Trustees meetings may be by voice, ballot, or such other method as the Trustees, by majority vote of those present, shall determine, and each Member of the Board of Trustees, except for the *ex officio* Members, shall have one (1) vote.
- (c) Meetings of any Committees established by the Board of Trustees shall be held as, when and if required to accomplish the objectives and goals of the respective Committees.

ARTICLE XI

COMMITTEES

The Board of Trustees and the Officers of the Organization shall, from time-to-time, establish Committees as may be deemed necessary and appropriate to promote, direct and/or manage specific tasks, functions and/or activities in furtherance of the Mission Statement and Purpose of the Organization, and shall appoint one or more chairpersons to lead each Committee. To the extent that any Committee's activities involve the collection and/or disbursement of funds, the Treasurer of the Organization shall be a member *ex officio* of that Committee. The chairperson(s) of each Committee shall be required to maintain suitable records of the activities of that Committee, and to present such reports on the activities of that Committee to the Members and/or the Trustees, as the Trustees shall reasonably require.

ARTICLE XII

ELECTIONS

At the March General Meeting of the Members, and thereafter until the April General Meeting of the Members, any Member may be nominated for the office of Trustee for the upcoming year.

The Members of the Organization shall elect the Board of Trustees at the General Meeting of the Members in April of each year. Immediately following the election of the Trustees, the Trustees shall elect the Officers.

ARTICLE XIII

AMENDMENTS TO BY LAWS

These By Laws may be amended, repealed or replaced by a majority vote of all Members present at any General Meeting of the Members, or at any Special or Emergency Meeting called for that purpose, provided, however, that any such motion to amend, repeal or replace shall have first been read at a previous General Meeting of the Members, and shall have been duly proposed and seconded.