



BY-LAWS OF
 SPRING-FORD MUSIC ASSOCIATION, INC.

Table of Contents

ARTICLE I – NAME & OFFICES 2

ARTICLE II – MISSION STATEMENT & SEAL 2

ARTICLE III – MEMBERS 2

ARTICLE IV – MEETINGS OF MEMBERS 3

ARTICLE V – EXECUTIVE BOARD 3

ARTICLE VI – OFFICERS 5

ARTICLE VII – VACANCIES 7

ARTICLE VIII - DUTIES OF COMMITTEES 7

ARTICLE IX – BOOKS AND RECORDS 8

ARTICLE X – TRANSACTION OF BUSINESS 9

ARTICLE XI –MONTHLY REPORT 10

ARTICLE XII – MISCELLANEOUS PROVISIONS 10

ARTICLE XIII – INDEMNIFICATION 11

ARTICLE XIV – AMENDMENTS 12

ARTICLE XV – ADOPTION OF BY-LAWS 12

ARTICLE XVI – PROHIBITED ACTIVITIES 12

AMENDED AND RESTATED
BY-LAWS OF
SPRING-FORD MUSIC ASSOCIATION, INC.

ARTICLE I – NAME & OFFICES

1. The name of this corporation shall be the Spring-Ford Music Association, INC. ("SFMA" or the "Corporation"), a non-profit organization.
2. The registered office of the corporation shall be at 350 S. Lewis Road, Royersford, Pennsylvania.
3. The corporation may also have offices at such other places as the members may from time to time appoint or the activities of the corporation may require.

ARTICLE II – MISSION STATEMENT & SEAL

1. Mission Statement: The Spring-Ford Music Association, Inc. has been organized for the purpose of promoting and supporting the instrumental and vocal music programs of the Spring-Ford Area School District.
2. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Corporate Seal, Pennsylvania".

ARTICLE III – MEMBERS

1. Membership is open to all persons 18 years or older who are interested in the objectives for which this corporation is organized.
2. Membership, or Family Membership, shall be available to every person, or family, upon the payment of an annual fee. This fee will be set annually and approved by the general membership.
3. A Family membership shall constitute that two persons in the family be entitled to all the rights as a member, given they have met the definition of member.

ARTICLE IV – MEETINGS OF MEMBERS

1. Meetings of the members shall be held at 350 S. Lewis Road, Royersford, Pennsylvania on the second Tuesday of each month at 7:30 p.m. or at such other place or time, either within or without the Commonwealth of Pennsylvania, as may from time to time be determined by the membership.

2. The annual meeting of the general membership shall be held on the second Tuesday of May, in each year at 7:30 p.m. when they shall elect officers and transact such other business as may properly be brought before the meeting.

3. A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. A quorum at all meetings of the members for the transaction of business shall consist of those members present, but include at a minimum, majority of the Executive Board and four other Members entitled to vote. A Majority shall be more than half the voting members in attendance. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, or during the meeting does not meet the minimum members present to form a quorum, those present shall adjourn the meeting to such time and place as they may determine when a quorum minimum can be met.

4. Every fully paid member of the corporation shall be entitled to one vote. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote. The right of a member to vote, and his right, title and interest in or to the corporation or its property shall cease on the termination of his membership.

5. Voting shall be by ballot, voice or show of hands, or any reasonable means approved by the general membership.

ARTICLE V – EXECUTIVE BOARD

1. The business and affairs of this corporation shall be managed by its Executive Board, five (5) in number, who shall be natural persons of full age and who need not be residents of this Commonwealth but who shall be members of this corporation and a parent, legal guardian or custodian of a child participating in the music programs sponsored by SFMA at the time of election. The Executive Board

shall consist of the elected Officers (President, Vice President, Treasurer, Assistant Treasurer and Secretary of SFMA, and they shall be elected by the members at the annual meeting of the members of the corporation.

2. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Executive Board (individually an executive member and collectively the executive board) may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the members.

3. The meetings of the Executive Board shall be held on the first Tuesday of each month at 7:30 p.m. at such time and place as a majority of the Executive Board may from time to time appoint. All Executive Board meetings shall be open to the membership of the SFMA, except that the Officers may go into executive session for any matters deemed to be sensitive in nature.

4. A majority of the executive board shall be necessary to constitute a quorum for the transaction of business.

5. The Executive Board shall establish committees to consist of not less than three (3) members (whenever possible), the first of which shall be the chairperson of said committee, appointed by the President and appointed annually. Any such committee shall adhere to these By-laws and Guidelines, and report to the general membership at the monthly meeting.

6. The Executive Board may designate one or more executive members as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Each committee of the Executive Board shall serve at the pleasure of the Executive Board.

7. An Executive Committee Member of the corporation shall stand in a fiduciary relation to the corporation and shall perform his duties as an executive board member, including his duties as a member of any committee of the Executive Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a executive committee member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

(a) One or more members of the corporation, or committee of the corporation, whom the executive board member reasonably believes to be reliable and competent in the matters presented.

(b) Counsel, public accountants, or other persons as to matters which the executive board member reasonably believes to be within the professional or expert competence of such person.

8. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as an executive member or any failure to take any action, shall be presumed to be in the best interests of the corporation. An executive committee member shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

9. An Executive Board Member or their delegate, of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action unless:

- (a) the executive board member has breached or failed to perform the duties of his office under this section; or
- (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to:

- (a) The responsibility or liability of an executive committee member pursuant to any criminal statute; or
- (b) The liability of an executive committee member for the payment of taxes pursuant to local, state, or federal law.

10. Executive board members as such, shall not receive any monetary compensation for their services.

ARTICLE VI - OFFICERS

1. The executive officers of the corporation shall be elected by the members, and shall be a President, Vice President, Secretary, Treasurer, Assistant Treasurer, and such other officers and assistant officers as the needs of the corporation may require. They shall hold their offices for a term of two (2) years and shall have such authority and shall perform such duties as are provided by the By-laws.

2. Any elected officer's failure to perform the duties as prescribed in these By-Laws will be subject for dismissal. Grievances should be directed to the Executive Board for review and require a 2/3 vote of the general membership.

3. The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the Members and Executive Board; he shall have

general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Executive Board are carried into effect, subject, however, to the right of the executive board members to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He shall execute all documents requiring the seal of the corporation. He shall be one of two persons designated to co-sign checks. He shall be ex-officio a member of all committees (except the Nominating Committee) and shall have the general powers and duties of supervision and management usually vested in the office of President. The President shall be elected in odd-numbered years.

4. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time, including, but not limited to being one of two persons designated to co-sign checks. The Vice President shall be elected in even-numbered years.

5. The Secretary shall attend all sessions of the Executive Board and all meetings of the members, and act as clerk thereof, and record all the votes of the corporation, and the minutes of all its transactions to be kept for that purpose; and shall perform like duties for all committees of the Executive Board when required. He shall keep a complete file of all correspondence and committee reports, shall perform such other duties as may be prescribed by the Executive Board or President under whose supervision he shall be, including, but not limited to, being one of two persons designated to co-sign checks. He shall keep in safe custody the corporate seal of the corporation, and when authorized by the Executive Board, affix the same to any instrument requiring it. The Secretary shall be elected in odd-numbered years.

6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit the moneys of the corporation in a separate account to the credit of the corporation within twenty-one (21) of receipt of such moneys. He shall disburse the funds of the corporation as may be ordered by the Executive Board, taking proper vouchers for such disbursements. The Treasurer shall render to the President, Executive Board, and the general membership at the regular monthly meetings of the membership, or whenever they may required it, an account of all his transactions as Treasurer and of the financial condition of the corporation. He shall perform such other duties as may be prescribed by the Executive Board or President under whose supervision he shall be, including, but not limited to being one of two persons designated to co-sign checks. The Treasurer shall be elected in even- numbered years.

7. The Assistant Treasurer shall handle the tabulation, posting, and updating of the Student Point Account, (SPA) after each fundraising event and report to the general membership as needed. He shall keep a complete file of all fundraiser reports and assist the Treasure in his duties as assigned. He shall perform such

other duties as may be prescribed by the Executive Board or President under whose supervision he shall be, including, but not limited to, being one of two persons **designated required** to co-sign checks. The Assistant Treasurer shall be elected in odd-numbered years

ARTICLE VII - VACANCIES

1. If the office of any officer becomes vacant for any reason, a successor or successors shall be elected by the general membership by special election at the next general membership meeting which occurs at least seven (7) days after such notice of the vacancy and nominations have been opened is given to the general membership, (e.g., if notice of a vacancy is given at the October meeting, the special election will be held at the November meeting. If the notice is given by electronic form with the seven (7) days' notice before the next meeting of the general membership, the election can be held at the next meeting of the general membership).
2. Notice of vacancy to the members can be made by means deemed reliable by the executive board and the Nominating Committee can offer a slate of candidates.
3. The office will be considered vacant upon the resignation, removal, or death of an Officer on date and time the officer no longer will be performing their duties as such. (e.g. the effective date of a resignation, not the date of notification of intent or date announced of the resignation)
4. If an office becomes vacant after an election has been held and the officer elect has not yet taken office, then the officer elected at the prior general meeting for the vacant office shall finish the term of the same office that became vacant until his term begin.

ARTICLE VIII - DUTIES OF COMMITTEES

1. Nominating Committee. A nominating committee, composed of not less than two (2) members, shall be appointed at the April meeting of the corporation. In May, this committee shall present a slate of candidates to fill the seats of officers to become vacant at the end of each respective term. The general membership will vote by ballot in May, and adopt the new officers at the May meeting. The nominating committee shall contact all candidates before their name is placed on the ballot and the nominee shall have the right to withdraw his name.
2. Membership Committee. The membership committee shall compose a letter, to be distributed to all schools in the school district. The committee will collect the returned envelopes, turn the collected monies over to the Treasurer and

maintain and update a membership list, and report to the general membership.

3. Communication Committee. Shall see that the corporation activities are communicated with the Spring-Ford Area School District and with the membership and public by any reasonable means such as social media, emails and web sites.

4. Ways and Means Committee. Shall organize and oversee fundraising events, appoint sub-committee chairpersons, maintain records of all events, and continue to seek new fundraising options, and report to the general membership. Shall account for funds as directed by the Treasurer and forward funds to the Treasurer for deposit and report SPA, if any, to the Assistant Treasurer.

5. Show Committee. Shall be responsible for overseeing all Indoor and Outdoor show activities, organizing all aspects of the-Indoor and Outdoor Shows.

6. Concession Committee. Shall oversee all concession stand activities, i.e., order, receive, document, cook, clean up and count money for all home football games and other events at which it is deemed prudent to operate concessions. Shall forward funds to the Treasurer for deposit. Shall record data for future reference to enhance ordering and report monthly to the membership.

7. Audit Committee. Shall be appointed at the April meeting, and audit the books for the year ending June 30. The committee shall have a minimum of two members, one of which will be the Treasurer. The auditor's report shall be reported to the membership when available. The receipts of the Corporation may be prepared by a certified public accounting firm if the committee deemed prudent, but as required by law, should the receipt of the Corporation exceed \$50,000.00 the audit for that year shall be prepared by a certified public accounting firm.

8. Vehicle Committee. Shall oversee the vehicles activities the corporation owns or leases and the maintenance of these vehicles as may be needed from time to time.

ARTICLE IX – BOOKS AND RECORDS

1. The corporation shall keep an original or duplicate records of the proceedings of the members and the Executive Committee, the original or a copy of its By- Laws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses and telephone numbers. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at its principal place or business wherever situate or at any such place or places as the Executive Board

may appoint.

2. Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and Executive Board, and to make copies or extracts there from. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power-of-attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

ARTICLE X – TRANSACTION OF BUSINESS

1. Whenever the lawful activities of the corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members or Executive Committee Member of the corporation.

2. All checks or demands for money and notes of the corporation shall be signed or reviewed by no less than two (2) officers of the Executive Board. When payment is made by physical check, two Executive Committee members shall sign. When payment is made by electronic form, one Executive Committee Members will be permitted to complete the electronic transaction.

On-line Banking:

(a.) All transactions utilizing online banking shall be reviewed and agreed upon by two Executive Committee Members prior to one of the members processing the electronic transactions.

(b) On-line Banking may only be used for a payment which does not exceed \$2,500.00. For the use of on-line banking, SFMA will permit one signature to complete the transactions after the review. (See guidelines and policies for online banking).

Credit Card use:

(a) SFMA credit cards will be issued to SFMA members, only with

approval of the Executive Board.

(b) An SFMA member who is issued a credit card is responsible for its protection and custody. (See guidelines and policies for credit card usage).

ARTICLE XI –MONTHLY REPORT

1. The Executive Board shall present monthly to the members, a report, verified by the President and Treasurer or by a majority of the **Executive Board**, showing in appropriate detail the following:

(a) the assets and liabilities of the corporation as of the end of the prior month immediately preceding the date of the report;

(b) the principal changes in assets and liabilities during the month immediately preceding the date of the report;

(c) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the month immediately preceding the date of the report; and

(d) the expenses or disbursements of the corporation, for both general and restricted purposes, during the month immediately preceding the date of the report.

This report shall be filed with the minutes of the meeting of members.

ARTICLE XII – MISCELLANEOUS PROVISIONS

1. The fiscal year of the corporation shall begin on the first day of July.

2. The approval of the expenditure of a maximum of Five Hundred Dollars (\$500.00), without the approval of the general membership, will be permitted with a three fifths (3/5) majority vote of the Executive Board. The approval of the expenditure of a maximum of One Thousand five hundred Dollars (\$1,500.00), without the approval of the general membership, will be permitted on an emergency basis with a four fifths (4/5) majority vote of the Executive Board. The non-budgeted expenditures must be reported at the next membership meeting and explained why it was necessary to spend the money prior to the membership meeting. All other monies should be used, as needed, and as outlined by the approved budget.

3. Under the direction of the Spring-Ford Music Program Director(s), the Executive Board will appoint chaperones as needed. The chaperone responsibilities are outlined in the Chaperone Guidelines. All chaperones will be required to obtain clearances at their own expense in accordance with the Spring-Ford Area School District policies. All chaperones must be fully paid members of the Corporation.

4. The Executive Board will prepare a proposed budget to be adopted by the membership at the June meeting, for the coming school year.

5. The rules contained in Roberts Rule of Order shall govern this corporation in cases other than those stipulated in these By-Laws and the Nonprofit Corporation Law of 1988.

6. Wherever any words are used herein in the masculine gender, they shall be construed as though they were also used in the feminine gender or neuter gender in all cases where they would so apply, and wherever any words are used herein in the singular form, they shall be construed as though they were also used in the plural form in all cases where they would so apply.

7. A member may be disqualified and dismissed as a member after any grievances, that the member in question has engaged in willful misconduct with respect to their duties to SFMA, have been reviewed by the Executive Board and the Executive Board has brought the dismissal to the general membership, by a two-thirds (2/3) vote at a regular scheduled monthly meeting. Any elected officer may be disqualified and dismissed after any grievances have been reviewed by the Executive Board and the executive board has brought the dismissal to the general membership, by a two-thirds (2/3) vote of the membership at a regular scheduled monthly meeting. Notice by means deemed reasonable shall be provided to all members fourteen (14) days prior to the regular scheduled monthly meeting specifying the proposed disqualification and dismissal and stating in general terms the grounds therefore. Intent to dismiss and remove a member must be duly noted as an agenda item prior to the meeting in which a removal vote will be taken. After removal, the member, or elected officer, removed shall no longer have any authority to act on behalf of the Spring-Ford Music Association (SFMA).

ARTICLE XIII – INDEMNIFICATION

1. The corporation shall indemnify each of its Executive Committee Members, officers, and member whether or not then in service as such (and his executor, administrator and heirs) against all reasonable expenses actually and necessarily incurred by him in connection with the defense of any litigation to which the individual may have been a party because he is or was an Executive Committee Member, officer or member of the corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he has been adjudged

liable to the corporation for negligence or misconduct in the performance of his duties, or was derelict in the performance of his duty as Executive Committee Members, officer or member by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his ~~or her~~ office. The right to indemnify for expenses shall also apply to the expenses of suits, which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such Director, officer or member may be entitled.

ARTICLE XIV – AMENDMENTS

1. By-Laws may be adopted, amended or repealed by the vote of members entitled to cast at least a majority of the votes which all members present are entitled to cast thereon at any regular or special meeting duly convened after notice to the members of that purpose.

2. Any amendments to these By-Laws shall become effective immediately their adoption of the amendment(s).

3. It is recommended these By-Laws be reviewed at a minimum of every three (3) to five (5) years.

ARTICLE XV – ADOPTION OF BY-LAWS

1. The amended By-Laws shall represent and be known and become the By-Laws for the Spring-Ford Music Association, Inc.

~~4.~~ 2. These By-Laws shall become effective immediately after their adoption by a majority of the members present at a regular meeting.

ARTICLE XVI – PROHIBITED ACTIVITIES

SFMA shall take no action that is in conflict with the policies of Spring-Ford Area School District as specifically identified by the Spring-Ford Music Program Directors, Principal of Spring-Ford High School ("Principal") or agent thereof.