

**BY-LAWS
SOUTH FAYETTE BAND BOOSTERS**

INTRODUCTION

1. The name of the Corporation is the South Fayette Band Boosters.
2. The principal and registered office of the Corporation shall be located at 3640 Old Oakdale Road, McDonald, PA 15057 or such other place as the Executive Board may from time to time designate.
3. The fiscal year of the corporation shall begin on June 1st of each year and end on May 31st of the following year.
4. The Corporation is governed by the Pennsylvania Nonprofit Corporation Law (NPCL) as amended from time to time.

ARTICLE I – PURPOSE

1. To promote and encourage the development of a comprehensive and progressive music program for the students in all grades of the South Fayette Township School District (School District).
2. To assist in providing materials, including purchase or lease of instruments, accessories and repairs, if and when the School Board is unable to provide for such need.
3. To assist in promoting music projects including concerts, festivals, trips, programs, band camp and similar activities.
4. To provide chaperones for band functions and activities such as football games, parades, festivals, concerts, annual band trip and other similar activities.
5. To provide financial assistance to music students performing in music activities such as conferences and workshops when the School District or its Student Activities Fund does not cover same.
6. To preserve the unique character of the band by resisting the addition of auxiliary units such as pom-pom or silk squads.

ARTICLE II – MEMBERSHIP

1. Any parent or guardian of a South Fayette High School Band member, interested in furthering the objectives of the Boosters shall become a member upon payment of

annual dues. There is no prorating of dues. Annual dues paid to the Boosters confer membership upon the member's household. To the extent that the parents or guardians of a student active in the band do not reside at the same address, the membership encompasses the households of the student's parents or guardians as members.

- a. Membership shall be limited to parents or guardians of students participating in band in the School District. Only regular members who have paid their dues shall be eligible to vote and hold office.
 - b. The Little Green Machine band directors are ex-officio members and advisors of the Boosters.
2. Benefits of Regular Membership
 - a. Season t-shirt
 - b. 2 uniform cleanings per season
 - c. Potential monetary donations towards the Spring trip to be determined by the board on an annual basis
 - d. Spring trip t-shirt
 - e. Enhanced experience and information for Booster and student member
 - f. Hat/gloves/headband or other appropriate apparel upon entry into the band (received only once during the student's service with the band)
 3. Duties of Membership include:
 - a. Participation on a Band Festival Committee or subcommittee and provide support towards the bake sale.
 - b. Participation in two events/activities (e.g., chaperone a football game; or work small concession stand in odd years; or chaperone an away band festival; or chaperone parades; or chair a Festival committee; or work band camp lunch week, etc.) Those who chair a standing committee or those who provide service as an elected officer are noted as having fulfilled one yearly event.
 - c. Work one time at the large concession stand in even years
 4. The Secretary will act as Volunteer Coordinator and will log such participation of each booster member in the various activities sponsored by the band during the current school year.
 5. The membership year shall coincide with the fiscal year.

ARTICLE III – DUES

1. The annual dues for members of the Corporation shall be such an amount as the Executive Board shall, from time to time, determine.

2. Dues are payable each year at the first regular meeting of the fiscal year in June but no later than September 1.
3. Only members who have paid their dues shall be eligible to hold office, make motions, vote and travel with the band as a chaperone.

ARTICLE III – EXECUTIVE BOARD

1. The Executive Board shall have all powers and duties necessary for the conduct of the business of the Corporation except as reserved to the members or as otherwise required by these Bylaws.
2. The membership of the Executive Board shall consist of those officers as designated by Article IV hereof, Executive Board Members shall serve a term concurrent with their term of office as an officer.
3. Meetings of the Executive Board shall be held as determined by the President or any other two (2) members of the Executive Board.
4. Any member of the Executive Board may be removed with or without cause by a vote of a majority of the voting members of the Corporation at a meeting duly called for such purpose. No member of the Executive Board shall be removed without an opportunity to be heard at such meeting.
5. A majority of the members of the Executive Board then in office shall constitute a quorum. The acts of a majority present at a duly called meeting with a quorum shall be the acts of the Executive Board.

ARTICLE IV – OFFICERS

1. The officers of the Corporation shall be President, Vice President, Secretary, Treasurer and Festival Chairperson. These officers shall constitute the Executive Board of this organization.
2. Officers do not need to fulfill any volunteer requirements except participation in the festival.
3. Any officer absent from three successive meetings without providing prior notice to the president shall be brought to the executive board for removal from office.
4. All officers' terms will run until the end of the fiscal year.

5. The Vice President and President are limited to one term in each position due to the nature of succession. The Secretary and Treasurer are limited to a two-year term in the same position but can be nominated for another one-year term if no other volunteers come forward.
6. An officer may resign his or her position at any time for any reason by giving written notice to the President and the Little Green Machine Band Director. In the event of a resignation of an officer prior to the expiration of his or her term, the vacancy shall be filled by presidential appointment of a member in good standing, until the next regular meeting of the organization, at which time the appointed member shall be voted on by the members of this organization.

ARTICLE V – DUTIES OF OFFICERS

1. PRESIDENT – the duties of the President shall be to:
 - a. preside at all regular and special meetings of the membership of the Corporation
 - b. preside at all meetings of the Executive Board
 - c. serve as an ex-officio member of all standing committees
 - d. appoint all committee chairperson, including the nominating committee
 - e. appoint interim replacements for elected officers when a position must be vacated for the remainder of any officer's term
 - f. perform such other duties as the Executive Board shall request.
 - g. Take care of any correspondence including email
 - h. Develop and distribute the band roster/telephone list prior to the beginning of the marching season
2. VICE PRESIDENT – 2-year commitment. First year serve as Vice President; 2nd year serve as President. The duties of the Vice President shall be to:
 - a. assume all of the President's duties and responsibilities in the President's absence
 - b. perform such other duties as the Executive Board or the President shall request
 - c. act as chairperson of the General Fundraising Committee
 - d. Monitor and track fundraising
3. SECRETARY – the duties of the Secretary shall be to:
 - a. maintain records of the Corporation and prepare and maintain all minutes of the members' and the Executive Board's meetings which give an accurate account of their proceedings

- b. perform such other duties as the Executive Board or the President shall request, including acting as Volunteer Coordinator to log family participation during the year
 - c. Responsible for the oversight and organization of the chaperone program
 - d. Monitor volunteer duty completion
4. TREASURER – the duties of the Treasurer shall be to:
- a. receive and deposit all Corporation funds
 - b. pay all bills upon receipt of proper invoices and/or receipts
 - c. present expenditures to the membership at either regular or Executive Board meetings for approval unless it is associated with a previously Approved fundraising program or motion
 - d. prepare and sign all checks. All checks must be co-signed by one (1) other officer
 - e. Maintain and preserve all financial records
 - f. prepare records for audit by the Audit Committee at the end of the fiscal year
 - g. serve as the Chair of the Lottery Ticket Fundraiser
 - h. coordinate transfer of funds with Band Director regarding individual fundraisers
 - i. prepare and present a projected budget for approval at the Executive Board transitional meeting
 - j. coordinate with tax professional to submit yearly tax return for the Corporation as necessary.
5. FESTIVAL CHAIRPERSON – the duties of the Festival Chairperson shall be to:
- a. work closely with the Band director to ensure that festival runs smoothly
 - b. oversee all Festival committee chairs.

ARTICLE VI – MEETINGS

1. There shall be a minimum of ten (10) regular meetings of the members per year. The meetings will be held the first Tuesday of the month at 7 p.m. in the South Fayette High School band room and/or via Zoom, unless otherwise specified by the Executive Board.
2. Members shall be informed of all changes in the date, time or location of the meeting via email.
3. Special meetings of the members may be called by the President or any other two (2) members of the Executive Board upon ten (10) days notice to the members by email. Such notice shall set forth the purpose of the meeting, and no other matters shall be brought before the meeting unless approved by a majority of voting members present.

ARTICLE VII – QUORUM

1. At least nine (9) members must be present at a Band Booster meeting to constitute a quorum. If there are less than 9 members present, the vote will be held over until such a time as there are greater than 9 members present. If that is not timely enough, the vote will be held by email.
2. All motions shall be passed upon approval of a majority of all members present at any regular or special meeting.

ARTICLE VIII – ELECTIONS

1. At the February meeting, the Nomination Committee Chairperson or President, if the nomination chairperson position is not filled, will announce the request for nominations for the executive board.
2. The Nominating Committee Chairperson or the President, shall present a slate of candidates for office at the March meeting, at which time additional nominations may be entertained from the membership.
3. Election of officers shall be held at the April meeting, and the newly elected officers shall take office at the June meeting, having conducted a transitional meeting where the outgoing officers hand off duties to the incoming officers in May.

ARTICLE IX – COMMITTEES

1. The President shall appoint the chairpersons of all committees. Chairpersons or the President shall appoint members to serve on these committees.
2. Each committee chairperson shall submit a detailed written report of all activities to be retained for future reference and/or published on the South Fayette Band Booster website.
3. The Executive Board shall create such other committees as they may deem necessary or appropriate.

ARTICLE X – CHAPERONES

Any member accompanying the band during any regular performance or on any overnight, is deemed a chaperone and must follow the guidelines mandated by the School District and the Band Director and be in complete compliance with all clearances as mandated by the Pennsylvania Department of Education. Chaperones must be a member in good standing of the Booster organization

Members that chaperone the annual spring band trip, may have a stipend awarded by the boosters and applied towards the cost of the chaperones trip. The award, if any, will be determined by the Executive Board and voted on by the membership.

ARTICLE XI – FUNDRAISING

Fundraising done for the benefit of each band member will be assigned to the band member as a means to defray costs associated with band activities. Therefore, the following apply to all fundraising activities associated individual band members:

1. Fundraising for the benefit of an individual band member may only be done through approved fundraising activities of the SFBB or the South Fayette High School band that are undertaken by a band member or that band member's parent(s)
2. Use of Funds and Distribution
 - a. Funds raised for the benefit of an individual band member will only be disbursed for approved band activities for that member and/or the band member's parent(s) who are members of the SFBB. Following are the approved activities:
 1. band member attendance on the annual band trip
 2. cost for parent(s) officially chaperoning the band trip
 3. letterman jacket (paid first by student/parent, then reimbursed upon receipt of paid invoice).
 - b. Funds for any uses listed above shall not be reimbursed directly to the band member or SFBB member, but may only be disbursed by the South Fayette High School Band to the recognized travel agent, airline or other travel provider, hotel or other agency involved in the sanctioned function on behalf of the South Fayette High School Band.
 - c. All funds may be carried over to the next school year until the student is no longer a band member upon graduation or withdrawal from the band. Upon ceasing to be a band member, the balance may be transferred to a current or incoming band member who is a brother or sister still in the band or coming into the band the following school year. Any balances not transferred will be transferred from the South Fayette High School Band

account either to the SFBB general fund or the South Fayette High School Band Angel Fund.

- d. Each band member's parent(s) will receive a statement of the funds available for their band member upon request.
3. All monies are to be forwarded to the Chairperson of the fundraiser by a specified date. If not complied with, it will be necessary for the Executive Board to take whatever measure they see appropriate to obtain the monies.
 4. Returned Checks – Those having checks returned due to insufficient funds will be permitted to make good that check plus any bank fees incurred for that instance. If a second occurrence takes place, the following will occur:
 - a. that band member shall and will be excluded from all future fundraising activities
 - b. there will be no reinstatement
 - c. the band member will be responsible for any and all bank fees incurred for the second instance.

ARTICLE XIII – BAND BOOSTERS' SCHOLARSHIP AWARD

The provisions of the Band Boosters' Scholarship Award will be decided by the Executive Board prior to disbursement. The Scholarship Award Committee will be appointed by the President to select the award recipients.

ARTICLE XIV – DISSOLUTION

In the event of dissolution of the organization, the provisions of NPCL law governing the dissolution of a non-profit corporation shall be followed.

ARTICLE XV – PARLIAMENTARY PROCEDURE

Robert's Rules of Order shall govern this organization in all cases in which they are applicable and in which they are not inconsistent with these by-laws.

ARTICLE XVI – ORDER OF BUSINESS

The order of business shall be as follows:

1. Call to Order
2. Approval of the minutes of the previous meeting
3. Secretary's report and correspondence
4. Treasurer's report
5. Committee reports
6. Old or unfinished business

7. New business and Announcements
8. Band Director's comments
9. Comments and news for the good of the order
10. Adjournment

ARTICLE XVII – LIABILITY AND INDEMNIFICATION

1. General Rule: A member of the Executive Board shall not be personally liable for monetary damages as a member of the Executive Board for any action taken, or any failure to take any action, unless
 - a. the member of the Executive Board has breached or failed to perform the duties of members of the Executive Board in accordance with the standard of conduct contained in Section 5712 of the NPCL and any amendments and successor act thereto; and
 - b. the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, the foregoing provision shall not apply to
 - i the responsibility or liability of a member of the Executive Board pursuant to any criminal statute or
 - ii the liability of a member of the Executive Board for the payment of taxes pursuant to local, state or federal law.

2. Indemnification: The Corporation shall indemnify any officer or member of the Executive Board or employee or representative of the Corporation 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 (and whether or not by, or in the right of, the Corporation) by reason of the fact that such person is or was a representative of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person 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 proceeding, had no reason to believe such conduct was illegal, provided, however, that no persons shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness, and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect to any claim, issue or manner as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines 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 that the Court of Common Pleas or other court shall deem proper.

3. Procedure: Unless ordered by a court, any indemnification under Article XVII or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:
- a. by the members of the Executive Board by a majority vote of a quorum consisting of directors who were not parties to the action or proceeding; or
 - b. if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested members of the Executive Board so directs, by independent legal counsel in a written opinion.
4. Advancement of Expenses: Expenses incurred by a person entitled to indemnification pursuant to this Article or otherwise permitted by law in defending a civil or criminal action, suit or proceeding shall, in any case required by Article XVII, and may in any other case, be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of any undertaking by or on behalf of such person to prepay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.
5. Continuing Right to Indemnification: The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer, member of the Executive Board, employee or representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such persons.
6. Other Rights: This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

ARTICLE XVIII – AMENDMENTS

These bylaws may be amended only by a vote of a majority of the members present at a regular meeting of the membership or at a special meeting called for such purpose.

APPROVED by the members at a meeting duly called and held on March 2, 2021 and entered on the record of the Corporation as of the same date.

*Amended language, Sept. 3, 2013

*Amended language, May 6, 2014

*Amended language, March 3, 2015

*Amended language, March 2, 2021