

1/21/20

BY-LAWS

ARTICLE I

Williamsport Area High School Band Association, Inc.
2990 West Fourth Street
Williamsport, PA 17701

- Section 1. The name of this corporation is Williamsport Area High School Band Association, Inc.
- Section 2. The principal office of the corporation is 2990 West 4th Street, Williamsport, Pennsylvania 17701.
- Section 3. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

ARTICLE II

Purposes

- Section 1. The purposes of this corporation to which all its powers are dedicated are to:
- A. To arouse and maintain an enthusiastic interest in the activities of the Williamsport Area High School Instrumental Music Programs and their associated groups, to lend all possible support, both moral and financial, to the instrumental Music Program and its associated groups in the school, to build and maintain an organization which will help promote the general activities of the Instrumental Music Department and its associated groups in the Williamsport Area School District, and to encourage and assist the students to advance their musical education.
 - B. To receive, maintain, and accept, as assets of the corporation, any property whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501.(c)(3) of the Internal Revenue Code and in accordance with and pursuant to the provisions of these Articles of Incorporation: but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such a

manner as shall require the disposition of income or principal to any organization other than a “charitable organization” or for any purposes other than “charitable purposes” which would jeopardize the status of the Corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code.

- C. In general to promote and carry on any other purposes and activities for which corporations may be organized under the Non-Profit Corporation Law of the Commonwealth of Pennsylvania.
- D. In order to accomplish the foregoing purposes, the Corporation shall have all powers and only those powers permitted under the Non-Profit Corporation Law of the Commonwealth of Pennsylvania, except that, anything to the contrary notwithstanding in these Articles of Incorporation, the Corporation shall not carry on or otherwise engage in any activities not permitted to be carried on or engaged in by (i) a corporation exempt from federal income tax under Section 501©(3) of the Internal Revenue Code, or any corresponding section of any future tax code; or (ii) a corporation, contributions to which are deductible under Section 170©(2) of the Internal Revenue Code, or any corresponding section of any future tax code.

ARTICLE III

Board of Directors

- Section 1. The property and business of this corporation shall be managed by a Board of Directors, which shall consist of not less than seven (7) and not more than fifteen (15) members. Directors shall be elected by the Members. The Chair of the Music Department and the Band Director are automatically permanent members of the Board of Directors and shall not have to be elected. Any individual that will be considered to fill the position of President or Vice President shall be required to have served on the Board and have been a member in good standing for one year prior to their being considered for election to the office of President or Vice President.
- Section 2. Each Director shall serve for a term of one (1) year from the date of his appointment and until his successor shall have been duly appointed and qualified.
- Section 3. An (sic) existing Executive Board Members can serve consecutive terms as long as they have completed one prior year of active Board membership and have remained in good standing with the Board. Repeat executive Board members will have to be nominated and re-elected each year. “Executive Board” member is defined as President, Vice-President, Secretary and Treasurer respectively.

Section 4. Vacancies occurring on the Board, including those by resignation or removal and any vacancy created by an increase in the number of directors shall be filled by the remaining directors.

Section 5. A director who fails to attend three (3) Board meetings in any one year period may be removed from office by the other directors.

ARTICLE IV

Officers

Section 1. The Officers of the corporation shall be President, Vice President, Secretary, Treasurer and such assistants as necessary to conduct business.

Section 2. The duties of the officers shall be those usually incident to their respective office and shall also include any responsibilities duly assigned by the Board of Directors of the corporation.

Section 3. The officers shall constitute an Executive Committee which may meet separately from the Board of Directors from time to time as they or the President deem necessary.

ARTICLE V

Membership

Section 1. Membership in the organization shall not be limited. Anyone interested in the program and development of the Williamsport Area High School Instrumental Music Programs and its associated groups is eligible for membership. Membership fees are \$1.00 per person per year.

Section 2. Members of the organization shall elect the Board of Directors.

Section 3. Meetings of the membership shall be held at least once per year. The Board shall attempt to set an appropriate date in November for the annual membership meeting. At least seven (7) days notice of the meeting shall be mailed to all members.

Section 4. Special meetings of the members may be called by any of the following by giving at least three (3) days written notice to the members.

- a. A majority of the Board of Directors
- b. A majority of the Executive Committee

- c. The Chair of the Board, or
- d. The President

The notice must state the purpose of the meeting; however, the members, if a quorum is present, may take action on any item, whether contained in the notice or not, except amendment of the by-laws which may only be acted upon if the notice has stated that amendment of the by-laws is a purpose of the special meeting.

Section 5. For any special meeting of the members, there shall be a quorum present if at least 10% of the current membership is present at the meeting. For the annual meeting, a quorum shall be present is at least five (5) members are present.

Section 6. Any adult individual that is involved with the Williamsport Marching Millionaires that is not employed by the Williamsport Area School District will be asked to secure Act 33 Clearance (Child Abuse/Criminal Background Check.) ***The fee for this Act 33 Clearance application will be paid for by the Williamsport Band-Parent Association (sic).** Specific areas to secure Act 33 Clearances will be Chaperones, Uniform Committee staff, President, Vice President and any music staff not employed by the Williamsport Area School District.
***2 versions exist as passed – one with and one without the above bold language. Both appear in the January 20, 2015 minutes. Requires action to clarify.**

ARTICLE VI

Meetings

Section 1. Meetings of the Board of Directors shall take place upon the call of the Executive Director, President, or a majority of the members of the Board of Directors and shall be at such place and time as may be set in the call. The Board of Directors will meet at least four (4) times a year.

Section 2. A quorum of(sic) the purpose of conducting business at any meeting of the Board of Directors shall be a simple majority of the Directors in office, and the act of the majority present at the meeting shall be considered to be the act of the Board of Directors.

Section 3. Notices of all meetings of the Directors shall be given at least seven (7) days prior to the meeting. Notices may be given in person, by telephone, or by mail. Notices mailed shall be deemed given when deposited in a regular post office or post office depository box.

ARTICLE VII

Committees

The Board and President shall appoint committees, which may consist of a single person, and committee members need not be Board members. The President shall be an ex officio member of all committees. The committees currently in existence are as follows: Concessions, Funnel Cake, Ways and Means, Finance, Home Show, Uniform, Publicity, Guard Rep., Football Band Rep., By-Laws, Phone Tree, Membership, Chaperones, Sandwiches, Banquet, Webmaster, Show Tickets, and Newsletter. The Board and President shall determine from year to year if these committees should be continued and if others should be added.

ARTICLE VIII

Year

The calendar year of this corporation shall commence on January 1 and end on the following December 31.

ARTICLE IX

Conflict of Interest

- Section 1. No members of the Board of Directors shall knowingly take any action or make any statements intended to influence the action of the Corporation in any such way as to confer any financial benefit on such member or on any firm or corporation in which the Board member has a significant interest as partner, director or officer.
- Section 2. These guidelines shall not be construed as preventing or discouraging any member of the Board of Directors or its committees from disclosing relevant information with respect to any matter of which he has knowledge or from answering questions or stating his position with respect to any such matter.
- Section 3. Any Member of the Board of Directors who is aware of a potential conflict of interest with respect to any matter which may come before the Board or its committees shall disclose immediately to the Board or committee, as the case may be, the potential conflict of interest and shall refrain from voting on such matter.

ARTICLE X

Dissolution

In the event of the dissolution and liquidation of this Corporation, to the extent allowed or permitted under applicable laws, the property and assets of the Corporation shall be, as determined by the Board of Directors, distributed to or sold and the proceeds of such sales distributed to any

organization(s) organized and operating for the same purposes for which the Corporation is organized and operating exclusively for religious, charitable, scientific, literary, educational, or other purposes permitted by Section 501©(3) of the Internal Revenue Code of 1986, as amended all of which such organizations, corporations, funds, or foundations shall be exempt under Section 501©(3) of the Internal Revenue Code of 1986, as amended. In the event that any assets are not distributed as provided in these Articles of Incorporation or that the time in the manner in these Articles of Incorporation, the Court of Common Pleas of Lycoming County shall, upon application of one or more persons having a real interest in the Corporation or its assets, make such distributions(s) as provided in these Articles of Incorporation.

ARTICLE XI

Director's Liability

No Director of this corporation shall be personally liable for monetary damages for any action taken or for failure to take any action as Director of this corporation except as it otherwise specifically provided for in Pennsylvania's "Directors Liability Act" as it may be amended from time to time {Act No. 145 of 1986); Title 42 of Pennsylvania's Consolidated Statutes, §8361, et seq. }.

ARTICLE XII

Amendments

These By-Laws or the Articles of Incorporation may be amended by the affirmative vote of a majority of the members present at the meeting where there has been given written notice of the fact that an Amendment or Amendments are to be considered and a written summary of the substance of the proposed Amendments.