

# **CONSTITUTION AND BY-LAWS**

## Central Dauphin Band Boosters Association

### **ARTICLE I: NAME**

The name of this organization shall be the Central Dauphin Band Boosters Association (the “Association”).

### **ARTICLE II: OBJECTIVES**

The primary objectives of the Association shall be as follows:

A. To collaborate with the Central Dauphin High School Band Director(s), the High School officials, and Central Dauphin School District officials to promote the advancement of the Central Dauphin High School music programs.

B. To provide financial support for projects to promote the Central Dauphin High School music programs.

C. To encourage the growth and development of an exceptional music program that complements and expands the educational opportunities of Central Dauphin High School students.

D. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these activities, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **ARTICLE III: ASSOCIATION MEMBERSHIP**

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

Regular membership shall consist of parents or guardians in good standing of students who are current members of the Central Dauphin High School music program. Only regular members shall have the right to vote, make motions, and hold office.

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## **SECTION 2**

Associate Membership shall consist of members of the community who participate in the support of the Central Dauphin High School bands through volunteer efforts, financial contributions, or both.

## **SECTION 3**

To be in good standing, each regular member and member's student shall be current with any applicable fees, expenses, charges, and other obligations. Members with an outstanding fundraising balance have 90 days to pay the balance in full along with all bank charges incurred by the Association. After the 90 days, the Association reserves the right to remove funds from the member student's account to be applied to the outstanding balance. Membership in the Association shall not be restricted because of age, sex, race, or national origin.

## **ARTICLE IV: OFFICERS**

### **SECTION 1**

The Officers of the Association shall include: a President, a Vice President, Secretary, Treasurer, and Financial Secretary; the Band Director(s); and up to three Officers-at-Large as may be elected in accordance with the provisions of Article IV, Section 2.

### **SECTION 2**

A. The Officers described in Section 1, excluding the Band Director(s), shall be nominated either by a Nominating Committee or by nominations from the floor, or both, at the December or January Association meeting, or at an Association meeting as soon thereafter as practical. The nominees must be familiar with the Constitution and By-Laws, agree to serve, and be regular members in good standing. If a member meeting these criteria is nominated by another member of the Association, the nominated member must accept the nomination prior to being placed on the ballot. Any member of the Association who meets the above criteria may also nominate themselves for any Officer's position. Nominations made at an Association meeting do not need to be seconded. Association members may not run for multiple officer positions in a single election year. As soon as available, but no later than three weeks prior to the Association meeting where elections will be held, a current slate of nominees shall be published to Association membership via either the President's Weekly Update or a separate communication from the current President to all Association members, as well as on the Association's public website.

B. Election of Officers shall occur at the close of nominations at the January Association meeting, or at an Association meeting as soon thereafter as practical. Term of office expires June 30; however, the Officers-elect will assume the duties related to the next year's program on May 31.

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- C. The process for electing Officers shall proceed as follows:
- At the Association meeting where elections are to be held, as Association members eligible to vote per Article III of the By-Laws enter the building, they shall be provided with the current ballot by an Association member either not on the ballot or on the ballot for an un-contested office, preferably a member of the nominating committee. The Band Director(s) and Financial Secretary shall be in attendance with the ability to confirm “regular members in good standing,” meaning having student(s) in the band program and finances up-to-date.
  - At the close of nominations, for all un-contested offices, the President shall direct the Secretary to cast a unanimous vote for nominees on the ballot and those nominees shall be declared winners of the positions for which they were nominated.
  - The election for Officers-at-Large shall be deemed contested if there are four or more candidates nominated for this position.
  - Voting for contested positions shall occur via paper ballot. On a blank piece of paper, the Secretary shall write the Office being contested, with the names of each nominee for the contested office written in alphabetical order under the name of the contested office. These shall be photocopied and provided to all eligible voters.
  - Those who wish to vote shall be directed to circle the name of the candidate(s) for whom they wish to vote. For Officers other than Officers at Large, voters shall circle no more than one name for each contested position. For Officers at Large, voters shall circle no more than three names. Voters shall fold the paper in half and place it in the ballot box provided for this purpose.
  - After all voters have had the opportunity to vote, votes shall be counted in a room separate from the Association meeting. Counting shall be performed by two Association members whose names are not on the paper ballot and whose spouses’ or partners’ names are not on the ballot. In order of preference, the two counters shall be: 1. Members of the nominating committee who have agreed in advance to be counters; 2. Members of the current Executive Committee who have agreed to be counters in the absence of eligible nominating committee members; 3. Members of the upcoming year’s Executive Committee; 4. Any two Association members.
  - On an unused paper ballot, counters shall tally the votes for each candidate for each office.
  - For offices other than Officers at Large, winning candidates shall be those receiving a simple majority of the votes cast. In the event that no candidate receives a simple majority of the votes, subsequent rounds of

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balloting shall occur for only those Offices without a winner, with the ballot comprised of only those receiving the highest two number of votes (and ties) in the most previous round of balloting, until such time that a majority winner can be declared.

- For Officers at Large, winning candidates shall be the three receiving a simple majority of votes cast and the three highest number of votes. If ties using these criteria would result in more than three winning candidates, subsequent rounds of balloting, involving only those candidates receiving a simple majority in the most previous round of balloting, shall occur for this Office until the three winners can be declared.
- Counters shall provide the names of winning candidates to the Secretary, who shall announce the winners to the Association. Actual vote counts shall not be made public.
- After winners have been announced, the current President shall call for a motion to destroy all paper ballots used for voting, including the one used to tabulate the votes. If so moved, the current President shall call for the motion to be seconded. If seconded, the current President shall call for a vote of acclimation (voice vote) from all Association members present at the meeting. If approved, one of the two vote counters shall destroy said paper ballots.
- Except in extenuating circumstances, members eligible to vote shall not leave the meeting until winning candidates have been announced.

## **ARTICLE V: DUTIES OF OFFICERS**

### ***SECTION 1***

It shall be the duty of the President to preside at all meetings of the Association and Executive Committee, and to perform all the duties pertaining to the office. The President shall appoint such committees and Committee Chairpersons as necessary to fulfill the business and activities of the Association and shall coordinate activity among the Committee Chairpersons.

### ***SECTION 2***

It shall be the duty of the Vice President to perform all duties of the President in his or her absence or disability. The Vice President shall co-chair the Finance Committee and may appoint a three-member Nominating Committee.

### ***SECTION 3***

It shall be the duty of the Secretary to record all proceedings of the Association and Executive Committee meetings and to submit within two weeks a copy of the minutes to the Executive Committee. The Secretary shall keep all books, attend to all the correspondence of the

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Association and of the Executive Committee, and keep available copies of all correspondence. All records shall be turned over to the Secretary's successor.

#### **SECTION 4**

It shall be the duty of the Treasurer to account for all monies received and expended by the Association and to provide a written report of the bank accounts at each monthly Association meeting. The Treasurer shall pay all bills approved in accordance with the budget. Transfers between the bank accounts and RaiseRight invoiced payments are allowed without co-signatures but accompanying documentation must be provided for audits. As soon as all bills are paid and tax accounts are settled as of the June 30 annual closing date, the Treasurer shall permit the Auditing Committee to inspect the Association's books and records.

#### **SECTION 5**

It shall be the duty of the Financial Secretary to maintain complete and accurate Association financial records by activity account and to prepare a written report for each monthly Association meeting. The Financial Secretary shall collect and deposit in bank accounts all monies received by the Association. He or she shall deliver over to his or her duly-elected successor all records and monies belonging to the Association. The Financial Secretary shall co-chair the Finance Committee.

#### **SECTION 6**

It shall be the duty of Officers-at-Large to contribute to discussions at Executive Committee meetings. Officers-at-Large may recommend Executive Committee agenda items to the President and shall participate in votes taken by the Executive Committee. During their term, they shall become familiar with the activities of the Executive Committee and Association and, if they so desire, be provided the opportunity to more extensively observe the duties of other members of the Executive Committee.

### **ARTICLE VI: AUDITING COMMITTEE**

There shall be an Auditing Committee appointed by the President to audit the books of the Treasurer each year. The Treasurer's books and all monies shall be turned over to the Auditing Committee as soon as all bills are paid and tax accounts are settled as of June 30 closing date. The Auditing Committee shall audit the books and turn the books, along with all monies, over to the Treasurer-elect before July 31st. The Auditing Committee's report shall be read at the next scheduled Association meeting.

### **ARTICLE VII: SPECIAL COMMITTEES**

#### **SECTION 1**

- A. The Executive Committee shall consist of all Officers of the Association.

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B. When a vacancy in office except for the office of President occurs, the Executive Committee shall appoint a successor to fill the office for the remainder of the year.

C. It shall be the responsibility of each Officer and Event Coordinators to maintain and record information relative to the job's responsibilities and event planning details and to transfer that information to his or her successor prior to July 31st.

## **SECTION 2**

A. The Finance Committee shall be co-chaired by a Vice President and the Financial Secretary and shall also include the President, Treasurer, Band Director(s), the officers-elect, if any, for each of the foregoing offices, and three or more Association members to be appointed by the Co-chairs. Although the Vice President is responsible to chair this committee, the President shall attend Finance Committee meetings.

B. It shall be the duty of the Finance Committee to determine the budget. Any expenditure of \$1,000 or more, whether budgeted or not, must be approved in as timely a fashion as practical by at least three members to include the Treasurer, the President and/or Vice President, and, in the absence of either the President or Vice President, one other member of the Finance Committee prior to the Association being committed to the expenditure. Approvals should be obtained using a method that can be documented for audit purposes (such as via e-mails, group texts, etc.) rather than verbally. Note that this is not a vote by the Finance Committee. Once three members approve the expenditure, it may move forward. Under certain extenuating circumstances (the emergency replacement of damaged equipment, for example), the Band Director(s) may commit to an expenditure of \$1,000 or more prior to receiving approval from three members of the Finance Committee but must, as soon as practical, request the three approvals and must also review the circumstances of the expenditure at the next scheduled meeting of the Finance Committee. The Finance Committee shall evaluate the profitability and feasibility of all proposed fundraising activities.

C. The Finance Committee shall meet in April to prepare the annual budget, including annual dues and fundraising activities. The Finance Committee shall present the proposed budget to the Association Membership at the May meeting. The budget will be voted on for approval at the June meeting. The Finance Committee will meet again in January to review the approved budget and suggest necessary changes, if any, to the Association Membership.

D. The President, the Vice President and Treasurer shall be authorized to sign checks.

## **SECTION 3**

The Vice President shall appoint a three-member Nominating Committee, which shall recommend candidates for election as Association Officers.

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## **ARTICLE VIII: LIABILITY**

An Officer of the Association shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless the Officer has breached or failed to perform the duties of his or her office under 15 Pa.C.S. Subch. 57B and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. The provisions of this Article shall not apply to the responsibility or liability of an Officer pursuant to any criminal statute or the liability of a Officer for the payment of taxes pursuant to local, state or federal law.

## **ARTICLE IX: MEETINGS**

### ***SECTION 1***

Regular Association meetings are to be held once every month as scheduled by mutual agreement of the President and Band Director(s). All meetings will be held at the Central Dauphin High School building; the Band Director(s) or a duly-authorized representative must be present. The quorum for the meetings shall be the members present at each meeting. All meetings are open to the public.

### ***SECTION 2***

Special meetings may be called by either the President or the Band Director(s) at the request of three regular members.

## **ARTICLE X: ORDER OF BUSINESS**

The order of business at regular Association meetings shall be as follows:

- Call to Order
- Minutes
- Treasurer Report; Financial Secretary's Report
- Student Officers Reports
- Director(s) Reports
- Committee – Event – Program Coordinator Reports
- Current Business
- New Business
- Adjournment

## **ARTICLE XI: DISSOLVEMENT**

If at any time the Association membership shall fall below fifteen (15) members, the Association shall be dissolved by a majority vote of the remaining members. Upon

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dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future Internal Revenue Service Law) or shall be distributed to the Federal government, or to a state or local government, for public purposes.

## **ARTICLE XII: AMENDMENTS AND STANDING RULES**

### ***SECTION 1***

Amendments to these By-Laws may be made as follows:

- A. The proposed amendment shall be submitted in writing to the Executive Committee.
- B. The Executive Committee shall provide proper notice of the proposed amendment to the Association members in good standing.
- C. The proposed amendment must be accepted by a majority vote of those members present at the second reading.

### ***SECTION 2***

All Standing Rules shall be passed by a majority vote of those members present at a regular meeting and a separate permanent record of them shall be kept by the Secretary.

## **ARTICLE XIII: PARLIAMENTARY PROCEDURE**

ROBERTS RULES OF ORDER shall be the final authority on all questions and procedures not covered by these By-Laws.

Approved August 8, 2022

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Jenn Brown, President  
Central Dauphin Band Boosters Association

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