

# BYLAWS

## Freeport Area Music Boosters Association Freeport, Pennsylvania

### I. NAME

The name of this organization shall be “Freeport Area Music Boosters Association, Inc.”. This organization shall also be known as “FAMBA”.

### II. PURPOSES

The purposes of this organization are as follows:

- A. The FAMBA is a volunteer organization formed to support the Freeport Area Secondary School Music Program for grades 6 through 12 (instrumental and vocal). The intent is to support and assist the music department’s programs. FAMBA will participate in school Music Department activities and events that allow the students to enjoy a greater music experience than would be allowed without such support.
- B. FAMBA shall act as an independent unit supportive of the Freeport Area Secondary School Music Department programs, grades 6 through 12 inclusive.
- C. FAMBA shall encourage participation in school Music Department related projects. FAMBA shall support or sponsor Music Department related events or performance opportunities as determined by the individual Music Program Directors.
- D. FAMBA shall strive to enhance the efforts of the Freeport Area Secondary School Music Department program as requested by and in accordance with these Bylaws, Freeport Area School District policy and the Music Program Directors.
- E. To meet its objectives, FAMBA will: solicit donations, hold fund-raising events and otherwise raise monies to use in support of the Music Department program. Consistent with its stated objectives, the FAMBA Board of Directors may take such actions, including, but not limited to, establishing bank accounts, scholarship funds, and/or memorial funds, which support the goals and do not jeopardize either the accomplishment of its objectives or the financial security of the organization.
- F. This organization was formed as a non-profit organization exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

### III. MEMBERSHIP

- A. General membership in FAMBA is open to any parent or legal guardian of a Freeport Area Secondary School student who is enrolled in a credited & performing music program, grades 6 through 12 inclusive, during the current school year.
  - 1. Membership term is defined from July 1 to June 30.
  - 2. Each general member shall have one (1) vote.

3. Eligibility to vote at a General Meeting will require the general member to be in attendance at the General Meeting.
4. General Membership will cease if the member's student withdraws from credited secondary music programs.

B. Community participation in this organization is open to anyone in the community who agrees with and abides by the primary objectives of these bylaws. Community members shall not have a vote nor shall they hold elected office.

#### IV. BOARD OF DIRECTORS

A. The Board of Directors shall be responsible for setting policy for the transaction of the business of the Organization. The Board of Directors shall be responsible for approving all expenditures of the Organization, except as provided for otherwise in these Bylaws. The Board of Directors has final authority to ratify all decisions, actions and representations concerning FAMBA. All Board of Director members are voting members with the exception of the President who will vote only in the case of a tie.

B. The General Membership shall vote to approve any expenditure greater than \$500.00 unless the expenditure falls within the definition of a membership approved budget.

C. The officers of FAMBA shall consist of seven (7) elected officers, constituting the offices of: President, two Vice Presidents, two Secretaries, General Account Treasurer, and Student Account Treasurer. The Board of Directors shall be general members in good standing as provided for in these Bylaws.

If an officer fails to attend three consecutive Executive or General Membership Meetings without an adequate excuse, or fails to fulfill the obligation of his or her office, the Board may declare this office vacant upon majority vote of the remaining Board of Directors. The Board of Directors must provide said officer a letter of dismissal, signed by all remaining members of the Board.

#### V. BOARD OF DIRECTORS ROLES AND RESPONSIBILITIES

A. Designated officers shall be elected at the General Membership Meeting held in April of each year and assume office at the beginning of the next fiscal year (July 1). Officers will be elected/re-elected after the two year term has been completed. The outgoing board members must facilitate the closing of the fiscal year coinciding with the end of their term and onboarding of new board members.

B. Officers shall serve two year terms when possible. An officer must be a legal voting member of FAMBA and must have a student in grades 6 – 12.

C. At least one member with an assigned officer position must be a parent of a student participating in the Choir programs, grades 6-12. At least one member with an assigned officer position must be the parent of a student participating in Band programs , grades 6– 12. This does not have to be exclusive.

D. The Officer's responsibilities shall be:

1. **President** – The President shall preside over all meetings, direct the officers and committees and be responsible for general administration and coordination of the activities of the Organization.

a. The President shall create the agenda for Board of Directors and for General Meetings, and act as liaison to the Music Program Directors.

b. The duties of the President shall be in accordance with Robert's Rules of Order (current edition).

2. **Two Vice Presidents** – The Vice Presidents shall assist the President and shall assume the duties of the President if he/she is absent from a meeting or function.
  - a. Both Vice Presidents are in-charge of coordinating all major events and fundraising, with cooperation of the President
  - b. If the President is unable to fulfill the term, a special election shall take place at the next FAMBA meeting where a quorum is present to promote one of the ice Presidents to fulfill the duties until the next election cycle. The remaining Vice President will then cover all duties of the Vice President position.
3. **Two Secretaries** – The Secretaries shall maintain the Bylaws. The Secretaries shall:
  - a. Keep minutes of all the proceedings of the Organization
  - b. Keep on file all committee reports.
  - c. Keep the Organization’s official membership roll.
  - d. Provide a copy of the meeting’s minutes at the subsequent meeting.
  - e. Make the minutes and records available to members upon request.
  - f. Be responsible for all business correspondence.
  - g. Oversee communication with the Members and the public. This shall include generating correspondence, preparing minutes, and letters, and articles as needed.
  - h. Maintain and update FAMBA website as needed.
4. **General Account Treasurer** – The General Account Treasurer shall collect and deposit funds, pay bills and keep an account of all receipts and disbursements. The General Account Treasurer shall:
  - a. Maintain all funds with a local bank in the name of the Organization, with signature authority requiring one Board of Director signature. The Treasurer shall maintain the General Fund and assist the Student Account Treasurer when needed.
  - b. Keep a detailed record of income and expenditures, maintained in accordance with generally accepted accounting principles applied on a consistent basis. The accounting shall include a separate record for the General Fund. The General Account Treasurer shall present a current written financial statement with supporting bank statements at each meeting.
  - c. Present a written annual statement covering the previous fiscal year to the full membership at the first General Meeting of the school year.
  - d. Be responsible for coordinating the Annual Audit.
    - 1) An annual audit shall be conducted at the end of the fiscal year. The audit shall be performed after the end of each fiscal year and findings reported at the subsequent September General Membership Meeting.

- 2) An independent accountant may be employed at the discretion of the Board, or if required by State or Federal statute.
  - e. Establish a budget specific to major events and present to membership for vote prior to the beginning of each school year.
5. **Student Account Treasurer** – The Student Account Treasurer is solely in charge of managing the Student Accounts in which the student earned fundraising monies are deposited (i.e. including but not limited to Music Related School Trips and Performance Attire). The Student Account Treasurer shall:
- a. Maintain all funds with a local bank in the name of the Organization, with signature authority requiring one Board of Director signature. The Student Account Treasurer shall maintain the Student Accounts and assist the General Account Treasurer when needed.
  - b. Keep a detailed record of income and expenditures, maintained in accordance with generally accepted accounting principles applied on a consistent basis. The accounting shall include a separate record for the Student Account Funds. The Student Account Treasurer shall present a current written financial statement with supporting bank statements at each meeting. The Student Account Treasurer shall periodically send an email with the student account balances to the General Membership.
  - c. Present a written annual statement covering the previous fiscal year to the full membership at the first General Meeting of the school year.

## VI. COMMITTEES

- A. At a minimum there shall be two standing committees. These two standing committees are: **Fundraising** and **Concessions**. The responsibilities of each subcommittee will include at a minimum:
1. The Fundraising Committee would suggest, coordinate staff and conduct fundraisers, and provide staffing support for established and proposed fundraising activities.
    - a. All fundraising activities for the fiscal year must be coordinated and approved by the Freeport Area High School Principal.
    - b. At the September General Meeting, the proposed fundraiser schedule will be presented which can be modified throughout the school year.
  2. The Concessions Committee is responsible for coordination of all activities regarding the concession stand at the football field.
    - a. Responsibilities include purchasing, scheduling volunteers, setting menus and prices, and general maintenance of the concession building.
    - b. All of the above activities must be coordinated and approved by the Board of Directors.
  3. Additional committees, or sub-committees, may be appointed by the Board of Directors as required.
- B. In the event standing committee positions have not been filled, the President will call for nominations for committee chairpersons at the next scheduled General Meeting. Elections of nominees will then be made in accordance with the standard election process. All elected officers and appointed committee chairpersons must be current members of FAMBA in good standing, must have a student in the Music Program and agree to fully support the mission and goals of the Organization.

- C. The President shall, at his/her option, create or terminate Standing Committees and appoint or remove Chairpersons of Standing Committees, subject to ratification by a majority vote of the Board of Directors at its next meeting.
- D. Standing Committee chairpersons may be removed for cause by a majority vote of the Board of Directors at its next meeting.
- E. The Board may appoint various working committees on an as-needed basis, whose chairperson shall report to the Board, either in person at the meeting or via email prior to the meeting.
- F. The committees may be made up of a combination of members from the Board of Directors, the General Membership and Community Members.
- G. Committees shall establish their own meeting schedules and may waive normal meeting protocols in the interest of functionality.
- H. All committee projects shall be pre-approved by the Board of Directors.
- I. Chairpersons of each committee shall make a report to the Board of Directors at each meeting as necessary, either in person or via email prior to the meeting.

## **VII. ELECTIONS**

- A. A request for potential candidates for elected offices for the following year shall be announced during the March General Meeting of each year. Nominations must be announced at the March General Meeting only.
- B. Elections are conducted at the April General Membership Meeting.
  - a. Elections are conducted by ballot given to members in good standing present at the April General Membership Meeting. Ballots will be counted before the end of the meeting by 3 volunteers from the General Membership. Results will be announced by the President by the end of the meeting. People counting the ballots shall not be running for any elected office. All officers must be elected by a simple majority of votes. If no candidate received a majority of the votes, a runoff between the two candidates receiving the most votes shall be held.
  - b. In-person elections are most desirable, however, if in-person meetings are not possible, elections may be held using available electronic meeting options including electronic polling as applicable.
- C. Officers will serve a two-year term if possible. When possible, the election of 3 of the 7 officers shall occur every other year to help maintain continuity from year to year.
- D. No person shall hold more than one (1) elected office at any given time.
- E. The Board of Directors can request a special election, in the event there are positions needing to be filled.
- F.

## **VIII. MEETINGS**

- A. General Membership Meetings shall be held monthly during each school year, dates to be determined by the current Board of Directors. Additional meetings may be held as determined by the current Board of Directors. The general membership must be notified of each meeting. If the Board of Directors decides to skip the months of December & January due to the holiday season, this is acceptable.
- B. The Board of Directors shall meet, at a minimum, once per month during the school year prior to the General Meeting. If the Board of Directors executive committee decides to skip a meeting over the holidays, this is acceptable.
- C. The definition of a quorum for a Board of Directors Meeting shall consist of 4 of the 7 members of the Board of Directors. A quorum is required to be present in order to conduct an official Board of Directors Meeting or take Board action.
- D. A quorum for a General Meeting shall consist of 4 of the voting Board of Directors and at least four (4) general members present. No official business shall be conducted during a General Meeting unless a quorum is present.
- E. Decisions, actions, and motions shall be considered approved upon receiving a majority vote of the members present at the General Meetings. If an equal number of votes are tallied (Yea and Nay), the motion would be further discussed to provide sufficient information in order to have a majority vote. If the majority of votes for a motion are Nay, the motion does not carry as approved. The motion can be brought to the floor during a future meeting for a vote only with sufficient information favorable for approval.
- F. Committee Meetings are organized and announced by the Committee Chairperson. The general membership is invited to attend all committee meetings.
- G. All meetings held by FAMBA will follow Robert's Rules of Order, unless otherwise defined by current Bylaws.

## IX. **RECORDS AND REPORTS**

- A. The Organization shall keep written minutes of the proceedings of its General Membership, Board of Directors and Committee Meetings. Once submitted, these minutes become Organization records.
- B. The Organization shall keep complete and current financial records of accounts in written or electronic form. Once submitted, these records become Organization records. The fiscal year for FAMBA is defined as July 1<sup>st</sup> through June 30<sup>th</sup>.
- C. All Organization records shall remain in the possession of the Organization and shall be maintained by the Organization for a period of seven (7) years after the end of the fiscal year. All Organization records and reports shall be made available to any member of FAMBA, upon written request, and within a reasonable time.
- D. Organization records may be duplicated at the expense of the requestor with the approval of the Secretary or a majority of the Board of Directors.
- E. A copy of the Bylaws will be updated and available on the FAMBA webpage bi-annually.
- F. All financial statements and currency breakdowns should be provided in a summary after each fiscal year to the Music Directors for review and archiving.

## X. STUDENT ACCOUNT FUNDS

- A. The Student Account funds may be used for any music related expenses associated with any and all secondary education music performance ensembles in Freeport Area School District. Reimbursement for items purchased outside of FAMBA will be made to the parent or guardian of the student when a paid receipt is provided to the Student Accounts Treasurer, along with the properly executed withdrawal paper.
1. Reimbursements may not be made for non-receipted items.
  2. Reimbursement requests must be submitted before June 10 to allow for processing before the end of the fiscal year (June 30) in which the purchase was made.
  3. Reimbursement will be made up to the amount of funds in the student's account as of the date of reimbursement request, provided submission of original purchase receipt.
  4. Student Account funds usage is limited to the student and immediate family participating in secondary education music events.
  5. Cash cannot be distributed directly to the student or family. Payment will be in the form of a check or electronic transfer.
  6. Student account funds cannot be used to purchase fundraisers.
  - 7.
  8. Only one reimbursement request per item purchased will be honored.
- B. If a student leaves the music program, transfers from the school or graduates, his/her money may be transferred to a sibling who is in, or will be entering the 6 – 12 grade by the following school year and participating in the music program. Cash refunds will not be given. Student funds may not be transferred to another student who is not a sibling.
- C. Extra funds will be transferred to the General Account annually if the aforementioned requirements are not met.
- D. Any check made payable to the treasurer or treasurer's immediate family members must be signed by an authorized officer other than the treasurer.

## XI. GENERAL ACCOUNTS FUNDS

- A. Receipts submitted for reimbursement require to have written on the receipt the name of the person being reimbursed and the activity for the receipt.
- B. All purchases must be paid for in advance prior to the request for reimbursement.
- C. No blank checks will be allowed with no exceptions.
- D. All money submitted to the General Account Treasurer for deposit will be required to be counted by two individuals **at the same time** and include a money sheet (dated, with totals and signatures of both individuals).
- E. Activities such as concession or festivals requiring start up bank monies will require the request be made in a reasonable timeframe prior to the activity. The check will be made payable to the committee chair or event leader with the activity identified in the check memo.
- F. All monies collected during concession nights should be counted by two individuals at the same time. Monies should be deposited the same evening utilizing the night deposit drop box (key is available) at

the PNC bank located across the street from the stadium. It is strongly recommended that monies should NOT be taken home for a later deposit.

- G. All deposits made from monies collected during concession nights require a money sheet (dated, with totals and signatures of both individuals) for each night the concession is open.
- H. Any check made payable to the treasurer or treasurer's immediate family members must be signed by an authorized officer other than the treasurer.

## **XII. AMENDMENTS**

- A. These Bylaws may be amended at any time by a majority vote of the General Membership.
- B. A review of the Bylaws shall be performed every two years by the Board of Directors, or when necessary.
- C. An online document from the Bylaw Revision Committee shall be available for review no less than two weeks before voting. This document shall include any recommendations from the Board of Directors and include a final copy of any proposed amended Bylaws. Voting on the changes will take place the following month at the General Meeting.
- D. Changes to the Bylaws become effective once they have been approved by a majority vote.

## **XIII. DISSOLUTION**

Upon dissolution of the Organization, assets remaining after payment of all debts and obligations shall be donated to Freeport Area High School for the specific purpose of supporting the music program with one-half of the balance going to the Band Student Activity Fund and the other half of the balance going to the Choir Student Activity Fund.

## **XIV. OTHER PROVISIONS**

- A. Budget – The General Account Treasurer shall maintain a minimum of \$2,000.00 in the FAMBA general bank account from one fiscal year to the next and shall budget accordingly.
- B. Salaries – No salaries or other financial compensation are paid to any member of the Board of Directors or any Committee as compensation for holding such position or performing the duties of such position.

The only exception to this will be mileage compensation, as permitted by the IRS, to the member responsible for transportation and usage of the FAMBA owned transportation trailer.

- C. Prohibited Acts –
  1. Notwithstanding any other provision of these Bylaws, the FAMBA Organization shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
  2. No substantial part of the activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate or



intervene in any political campaign, including the publishing or distribution of statements, on behalf of any candidate for public office.

- D. Equipment Trailer - FAMBA owns and operates an enclosed trailer to assist the music department with the transportation of equipment and instruments to/from various locations off of school property. FAMBA will seek volunteers from parents, which may include Board of Director members, to tow the trailer to/from said locations.

FAMBA will pay for all maintenance of the trailer, and will ensure that a yearly safety inspection is conducted in accordance with Pennsylvania or other applicable laws.

FAMBA will provide the hitch, ball, coupler pin, safety chains, emergency brake break-away switch, and any associated hardware in order to tow the trailer with exception to the hitch receiver for a person's specific vehicle. FAMBA will ensure the hitch and associated hardware are in good working condition and replace them as needed.

In order to tow the trailer, an individual must:

- Have a valid Pennsylvania driver's license; and
- Have experience towing a large trailer.

Vehicle Requirements to tow the trailer:

- The vehicle must be insured under a policy of automobile insurance that provides insurance coverage equal to or more than the minimum required by the state of Pennsylvania;
- The vehicle must be equipped with the appropriate equipment in good working condition to safely tow the trailer, including, but not limited to, a 2" or larger hitch receiver, trailer brake controller, and trailer wiring;
- The vehicle have the towing capacity to tow the trailer safely;
- The vehicle must have a current Pennsylvania state inspection; and
- The vehicle must have a valid Pennsylvania registration.

It is the responsibility of the individual towing the trailer to ensure that the trailer is connected to his/her vehicle properly with all safety precautions in place, and that each trip can be completed safely before the trip is started. A coupler pin through the hitch latch, safety chains, emergency brake breakaway switch, and weight distribution bars for the hitch must be used on each trip.

Any individual towing the trailer will be reimbursed for his/her mileage at the current IRS determined rate in the year of such operation. If it is anticipated that a route will involve traveling on a toll road, FAMBA will provide the individual with an EZPass and/or otherwise pay/reimburse for any tolls. No salary/wage will be paid to those towing the trailer, and no other expenses will be reimbursed.

While towing the trailer, an individual will be considered an agent of FAMBA and will be indemnified by FAMBA against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such individual in connection with any threatened, pending, or completed action or suit stemming from the towing of the trailer. FAMBA, however, will not be responsible for any damage or excess wear caused to the vehicle as a result of towing the trailer.

- E. Contracts – FAMBA may contract with individuals, groups, businesses or agencies from time to time to help accomplish its tasks, goals or objectives. This may be done only in the best interest of FAMBA and only after other avenues of acquiring these services through donations and/or barter have been explored.

- F. Indemnification Clause – Every member of the Board of Directors, officer or employee of FAMBA will be indemnified by FAMBA against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit, or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of FAMBA, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of FAMBA. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

Most Recent Bylaws Review per section XII, subsection B: April 12, 2022

Most Recent Amendment(s) Adopted: May 23, 2022