

Warriors Band & Auxiliary Parents Inc.

Second Amended & Restated Bylaws

December 16, 2008

(First Reading January 20, 2009, Approved February 17 2009)

Article 1 – Name of Organization

The name of this non-profit organization shall be the **Warriors Band & Auxiliary Parents Inc. (WBAPI)** The principal office and location is Aloha High School 18550 SW Kinnaman Road, Aloha, Oregon 97007

Article 2 – Mission Statement and Purpose

Our Mission is to create and maintain an environment that promotes the advancement of music education while establishing a positive working relationship between students, parents, staff, schools, community and the Band Director.

Our Purpose shall be:

- To promote, stimulate and motivate the activities of the Aloha High School Band (hereafter referred to as the Band) including its concert, marching, ensemble and related performance groups;
- To broaden the opportunities for participation, development and competition;
- To raise money through various approved fund raising projects in order to help the Band achieve its goals;
- To assist in organization, coordination, and financing of trips, including transportation, meals, lodging, and volunteer manpower;
- To assist in the purchase, maintenance, and/or manufacture of uniforms and marching band equipment;
- To encourage students to participate in Band activities as an educational activity;
- To cooperate with other organizations in promoting instrumental music activities and benefits to youth;
- To support activities such as, but not limited to: scholarships and community service; and
- To promote parental support of these activities and the affecting the welfare and education of students.

Article 3 – Policies

3.1 The programs of the WBAPI shall be educational, fundraising or social. The programs shall be developed through conferences, committees or projects and approved in general meetings.

3.2 The WBAPI shall be noncommercial, non sectarian and nonpartisan. The name of WBAPI and the names of its officers in their official capacities shall not be used in any connection with a commercial concern or any partisan interest or for any other purpose save the regular work of the organization.

3.3 WBAPI may not seek to direct the administrative activities of the school or to control its policies.

3.4 WBAPI may cooperate with other organizations active in child welfare provided that they make no commitments that bind WBAPI beyond the current year.

3.5 No part of the activities of WBAPI will include electioneering in connection with ballot measures and under no circumstances shall the WBAPI engage in political activity either for or against any candidate for public office.

3.6 WBAPI will adhere to and follow all rules and regulations place upon it by the Beaverton School District and the State of Oregon.

Article 4 – Membership

4.1 Membership in good standing in this Group shall be divided into two groups.

a) Active Members consist of parents/guardians of current Aloha High School students participating in Band Programs, the Director, Marching Band staff and School District personnel. Active Members are automatically voting members and agree to uphold the bylaws and policies of the Association.

b) Alumni Members consist of past Band participants or parents/guardians of past participants. If Alumni Members wish to be voting members they will be assessed a fee of \$50 per person / per year. Dues are due by the first week of the school year.

4.2 Membership in good standing shall coincide with the current school year.

Article 5 – Executive Board

5.1 The Executive Board shall consist of the elected officers (President, Vice President(s), Treasurer and Secretary) of the AHSBPA and the Band Director and Color Guard Liaison. The Director and Liaison are nonvoting members. The Executive Board shall transact necessary business in the intervals between General Membership meetings and such other business as may be referred to it by the Group. They shall also create committees as required to fulfill the group's stated purposes. The Executive Board shall meet once a month during each month of the standard school calendar. Special meetings may be called by the President or by a majority of the members of the Executive Board and shall be given three (3) days notice. Decisions of the Executive Board shall be carried by a majority vote of the members who are present. All Executive Board meetings shall be open to the membership of the WBAPI, except that the Officers may go into executive session for any matters deemed to be sensitive in nature.

5.2 Term of office: Officers shall assume their official duties at the close of the last General Meeting of the school year and shall serve for a two year term continuing until the last General Meeting of the Members in the school year. No elected officer shall serve more than two (2) consecutive terms in the same office.

5.3 Duties: The President shall be the principal executive officer of WBAPI and shall, in general supervise and control its business and affairs. The President shall direct the preparation and distribution of the agenda and preside at all meetings of the general membership and the Executive Board. The President is an ex-officio (non-voting) member of all committees except the Nominating Committee and the Audit Committee and can vote to break a tie. The President shall review all requests for WBAPI funding before presenting them to the Board or membership for approval. The President shall serve as the Registered Agent of the WBAPI and shall register as such no later than the first meeting of the school year, and shall perform other duties as necessary.

There shall be a minimum of one Vice President, who shall assist the President and perform the duties of the President in their absence, or in the event of the Presidents refusal or inability to act, and shall fill the President's office in case of resignation or otherwise unfulfilled term. The Vice President shall serve as the Fundraising Committee Chair and Nominations Committee Chair, oversees the standing committees, and performs other duties assigned by the President or the Executive Board. The Group may elect a second Vice President and assign the Fundraising Committee Chair responsibilities to the second officer.

The Secretary shall keep the records and minutes of all the meetings of WBAPI and other official business of the Group including a list of members in attendance at each meeting, and shall maintain a copy of The Bylaws, Articles of Incorporation, and list of all active committees and their chairpersons. At each meeting, the Secretary shall have the Agenda for the meeting, minutes of the previous meeting, and copies of any reports, files or other documents being acted upon in the meeting. The Secretary shall prepare minutes, in a summary format for posting on the Group's web site and keep hard copies of the same and all submitted materials for a minimum of five years. All records shall be open to examination by the membership upon reasonable notice. The Secretary shall perform other duties as assigned by the President or the Executive Board.

The Treasurer shall have prior experience or education in bookkeeping. The Treasurer shall receive all monies of the WBAPI, issue receipts, deposit funds and manage the funds in an approved Bank account, FDIC insured. All funds shall be deposited in the Name of "Warriors Band & Auxiliary Parents Inc.". The Treasurer shall keep accurate record of all disbursement requests, receipts and expenditures and shall present all unbudgeted bills to the Executive Board for approval. Financial records shall be maintained to comply with State and Federal laws and to meet the need of the Group in managing its affairs. Funds will be disbursed in accordance with the approved budget or as approved by the Executive Board. All disbursements shall require the signature of two officers. The Treasurer shall present a financial statement at each Executive Board meeting and each General Meeting that is current (within 30 days) and presents the finances in comparison to the approved budget. The Scope and Detail of the financial statement shall be determined by the Executive Board. The Treasurer shall be a member of the Budget Committee and assist in preparing the budget for review and approval by the Executive Board and subsequently the Active Members at the last General Meeting of the school year. The Treasurer will complete all State and Federal forms, reports, tax and other filings as required to comply with the law and shall summarize the same and all business of the previous year in the form of an Audit at the final meeting of the Executive Board. The Treasurer shall maintain financial records dating back a minimum of seven (7) years and they shall be open to examination by members upon reasonable notice. The Treasurer shall relinquish the books to the new Treasurer after the Executive Board has approved the internal Audit Summary.

5.3 Resignation: Any officer may resign at any time by delivering a written notice of resignation to the President or Secretary.

5.4 Removal of Officer: Removal of an officer requires a two thirds vote of members present at a General Meeting, provided that there has been at least two weeks notice of the proposed removal to all members of the Association.

5.5 Vacant Office: Upon the resignation, removal, or death of an Officer, or creation of a new officer position by the WBAPI, the Vice President shall conduct the process set forth in Article 6 below, and may hold an election at either a regular meeting or special meeting of the Members, or the Members may elect to leave the position vacant until the following term, unless the vacancy is the position of President. Should the President's position be vacated the Vice President shall assume that office for the balance of the term.

5.6 Powers & Responsibilities of Officers: The Officers shall have sole responsibility for the management of the business of the Warriors Band & Auxiliary Parents Inc. In management and control of the property, business and affairs of the WBAPI, the Officers are vested with all of the powers of the WBAPI itself, so far as the delegation of power is not inconsistent with the Oregon Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws. WBAPI is not organized for profit and no part of the net earnings shall inure to the benefit of any member, Officer or other private persons except that WBAPI shall be authorized and empowered to pay reasonable compensation for services rendered to WBAPI. Each Officer is expected to attend all General Meetings and participate in all discussions and votes.

Article 6 – Nominations & Elections

6.1 Nominations: The Vice President shall appoint a Nominating Committee with the advice of the Executive Board. At least one month prior to the General Meeting scheduled for election of Officers, the Committee or President shall announce a call for nominations. The Committee shall obtain from each candidate their acceptance of the nomination and agreement to serve if elected. The proposed list of candidates shall be submitted to the Executive Board for approval, and once approved, an announcement made to all Members of the Association.

6.2 Elections: The Officers shall be elected by a vote of the Active Members and voting members of the Alumni membership. The election will typically occur at the General Meeting of ~~May (the last regular meeting during the school year)~~ of February. *(change approved December 2009 General meeting)* The election shall be conducted by a show of hands unless one of the candidates request written ballots.

Article 7 – Meetings & Operating Year

7.1 Executive Board meeting shall be held once a month during the regular school year and shall be called with at least five (5) days notice, unless waived unanimously by all members to facilitate a special meeting. All Executive Board meetings shall be open to all WBAPI Members, except that the Board may go in to 'executive session' for matters of a sensitive nature.

7.2 General Membership Meetings shall be regularly scheduled meetings once a month during the regular school year and at other times with notice to all members at least 10 days in advance. Meetings will be announced to the current 'email' mailing list and on the WBAPI web site. Meetings shall be held in an accessible location within the attendance boundaries of Aloha High School.

7.3 Voting: A quorum shall consist of those members present, but include at a minimum, two Officers and four other Active Members. A Majority shall be more than half the voting members in attendance.

7.4 Conduct of meetings: meetings shall be conducted generally in accordance with Roberts Rules of Order except that the presiding Officer shall have the final decision in all matters of procedure.

7.5 Attendance: WBAPI meetings are open to anyone who is interested in the Mission and Purposes of the WBAPI, however the presiding Office shall have the authority to order the removal of any person who is disrupting the orderly conduct of business.

7.6 Operating Year: The fiscal year of the Association shall be from July 1st to June 30th. The Administrative year shall begin at the end of the last general meeting of the School year and end at the last meeting of the following year.

Article 8 – Committees

8.1 Committees and Appointments: Standing and ad hoc committees may be created by appointment of the President and approval of the Executive Board. Each Committee shall have a designated Chairperson and such other members as choose to participate in that activity. All committees report directly to the Vice-President. The Executive Board shall confirm the appointment of all Chairpersons annually. Any chairperson may resign at any time by delivering a written notice to the President or Secretary. The Executive Board may remove any chairperson by majority vote. The President is an ex-officio member of all committees. Committees may include the following:

Fundraising, Nominations, Budget, Uniform, Marching Band Equipment (pit crew), and Chaperones & Food

8.2 Limitation on Powers of Committees: No Committee shall have the authority to approve disbursements or sell, pledge, or transfer all or substantially all of WBAPI's assets; further they have no authority in matters of dissolution, merger or any action to amend or repeal WBAPI's Articles of Incorporation or Bylaws, or to take any action prohibited by the Oregon Nonprofit Corporation Act or contrary to the policies or actions of the members.

Article 9 – Gifts

The Executive Board may accept, on behalf of the Warriors Band & Auxiliary Parents Inc., gift bequests when deemed compatible with the Mission and Purposes of the Group.

Article 10 – Operational Limitations

Notwithstanding any other provisions of these Articles/Bylaws, WBAPI shall not carry on any activities not permitted:

- a) By a Corporation exempt from Federal Income Tax under Section 501 (c) 3 of the Internal revenue Code of 1954 (or the corresponding provisions of any future United State Internal revenue law), or
- b) By a Corporation, contributions to which are deductible under Section 170 (c) 2 of the Internal revenue Code of 1954 (or the corresponding provisions of any future United State Internal Revenue law).

Article 11 - Amendments

11.1 These By-Laws may be amended or repealed by the members at any regular meeting or special meeting called for that purpose, provided that notice of the proposed action, including a copy of the proposed amendment, is made at least 30 days in advance. Notice must be provided to all members on the current 'email' mail list and posted on the WBAPI web site.

11.2 Changes in Text which do not affect the meaning of the sections shall not be considered as amendments and may be approved by the Executive Board.

11.3 These By-Laws shall be presented at the first general Meeting of the (school) year and shall be reviewed every three (3) years.

