

**BATAVIA MUSIC BUFFS
CONSTITUTION AND BYLAWS
2009**

ARTICLE I – NAME

This Association shall be organized as a not for profit corporation under the laws of the State of Illinois, and shall be known as the Batavia Music Buffs.

ARTICLE II – PURPOSE

Section 1. The primary purpose of this organization shall be to support music programs, vocal and instrumental, curricular and extra-curricular, in the Batavia Public School District 101.

Section 2. This organization shall be non-commercial, non-sectarian, and non-partisan in all of its activities and shall take no part in or lend its influence in the election or appointment of any candidate for public office.

Section 3. The name of this organization shall not be used for any purpose not appropriately related to the goals of the organization.

Section 4. This organization may cooperate with other organizations that support education and music, but shall make no long-term commitments binding this organization.

Section 5. This organization shall support the Batavia Public School District and will support any and all district-wide councils and programs.

Section 6. The Batavia Music Buffs shall observe all local, state and federal laws which apply to a non-profit corporation as defined in Section 501c (3) of the Internal Revenue Code as amended from time to time.

ARTICLE III – MEMBERSHIP

Section 1. Membership in this organization shall be open to any and all individuals or businesses that pay dues in accordance with the current membership categories and corresponding fees per attached Exhibit A, as amended from time to time, per Article III, Section 3 of these bylaws.

Section 2. The membership year shall be August 1- July 31.

Section 3. Membership types for individuals and businesses, along with yearly membership dues and voting rights, will be established by the Board of Directors of this organization and attached to these bylaws as Exhibit A. Membership types and corresponding fees, along with voting rights, can be changed by recommendation of the Membership Committee, and confirmed by a simple majority vote of the Board of Directors.

Section 4. Any membership may be terminated by the Board of Directors by a two-thirds vote.

ARTICLE IV – MEETINGS

Section 1. Regular business meetings of this organization, known as Membership Meetings, shall be held annually for the purpose of election of Board members, along with any other business that may come before the membership. Annual Membership Meetings shall be held during the month of May. Additional meetings, known as Special Membership Meetings, may be called by the Board from time to time. Notice of all Membership Meetings shall be given per Section 3 of Article IV.

Section 2. Each member will receive the number of votes as defined in Exhibit A, attached and made a part of these bylaws. In order to vote on any business at any Membership Meeting, members must be present and sign a voting roster prior to any votes being called, as long as all members were notified of the

meeting per Section 3, Article IV. Amendments to voting rights can be changed from time to time per Article III, Section 3.

Section 3. Notice of Membership Meetings shall be given by first class US mail to the member's address on file, postmarked a minimum of ten calendar days prior to the date of such meeting. Notice of Membership Meetings may be substituted by email to member's email address on file, sent a minimum of five calendar days prior to the date of such meeting.

Section 4. At any duly called meeting, 20% of the voting members either in person or by proxy shall constitute a quorum.

ARTICLE V – BOARD OF DIRECTORS, OFFICERS AND THEIR ELECTIONS

Section 1. The elected officers of this organization shall consist of a President, Vice President of BHS Affairs, Vice President of RMS/Elementary Affairs, Treasurer, and Secretary.

Section 2. During the month of March, the President shall appoint the nominating committee. It shall be composed of one member of the Board of Directors, one Batavia School music staff member, and one member at large. This nominating committee shall present, in writing, a slate of candidates for the Board of Directors at the April Board meeting for approval. Submission to the general membership will be included with the notice of annual meeting per Article IV, Section 1. Names shall not be placed on the slate without prior consent of the nominee. The Board will consist of a total of 5 members.

Section 3. The election of officers will be conducted by Board members only at the first meeting following the election of the Board of Directors. All officers and board members must have paid their membership dues.

Section 4. The term of office for elected officers shall be two years. No elected officer shall serve more than two consecutive terms in the same office. The offices of President, Vice President of BHS Affairs, and Vice President of RMS/Elementary Affairs shall be elected in even-numbered years, with the offices of Secretary and Treasurer elected in odd-numbered years.

Section 5. The term of office for all elected officers and board members of this organization shall run from the annual meeting of the year their election until two years later.

Section 6. Any officer vacancy on the Board of Directors shall be filled by appointment of the Board following notice given per Article IV, Section 3. In the event that the vacancy occurs in the office of President, another Director shall be appointed.

Section 7. Any Board member elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

ARTICLE VI – DUTIES OF THE OFFICERS

Section 1. President – The President shall preside at all meetings of and shall have general supervision over all activities of the organization. The President shall also work to coordinate the activities of the other offices and Committees in order that the policies of this organization are enforced and promoted. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the board of directors, the president may only execute for the corporation those contracts, deeds, and other instruments which the board of directors has authorized to be executed, and the president may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary or another officer thereunto authorized by the board of directors, according to the requirements of the form of the instrument.

Section 2. Vice-Presidents – The Vice Presidents shall act as an aide to the President, shall preside in the absence of the President, and shall assume all duties of the President in this event. The Vice Presidents

shall collaborate with staff members to determine the needs of the schools. They will then recruit committee chairpersons for the purposes of fundraising, promoting music education, and assisting staff in non-fundraising roles.

Section 3. Treasurer. The Treasurer shall receive and disburse all funds of this organization and shall keep an accurate record of all receipts and expenditures. The Treasurer shall be empowered to pay normal expenses as per budget. Expenses in excess of \$50.00 not included in the budget must also be approved by the Board.

- a. The Treasurer shall transmit written financial statement at every general membership and Board of Directors meeting of this organization and at other times requested by the Board.
- b. The Treasurer shall transmit the accounts and all undistributed funds to the succeeding Treasurer. Financial records for each school year shall be closed on July 31 in accordance with Article V, Section 3.
- c. The Treasurer shall be in charge of all funds collected at any of the Music Buff's fundraising events and shall, with the assistance of the Vice Presidents and committee chairmen, to ensure that proper cash equivalent and cash handling guidelines are followed.

Section 4. Secretary. The Secretary shall have custody of all records and documents and shall maintain an accurate record of all business transacted at each meeting of the organization and of the Board. These minutes are to be distributed at each meeting of the membership and of the Board. Copies of all pass-out sheets (i.e. Treasurer's Report and written committee reports) from meetings should be attached to appropriate meeting's minutes.

- a. The Secretary shall conduct the correspondence of the organization and issue notices of all Board Meetings and Membership Meetings.
- b. The Secretary shall be responsible for providing current copies of the minutes of the organization to all Board of Directors members and making copies available to all members of the organization.
- c. The Secretary shall oversee the membership roster and be responsible for maintaining its accuracy and completeness.

ARTICLE VII-BOARD MEETINGS

Section 1. . The Board of Directors of this organization shall consist of the elected officers and one Batavia Public Schools music staff member. The Batavia Schools staff representative shall be appointed by consent of the staff.

Section 2. Regular Meetings of the Board of Directors shall be held a minimum of four times during the school year as scheduled by the President and published before the beginning of each school year. Each member of the Board of Directors shall have one vote. A simple majority vote shall constitute passage of any business. A quorum will be required for Board Meetings. A quorum shall be present when 3 members of Board of Directors are in attendance.

Section 3. The duties of the Board of Directors shall be:

- a. To transact necessary business in the intervals between organization meetings as well as regular meetings; however, no action shall be in conflict with that of the voting body of the organization.
- b. To appoint audit chairpersons and committee to audit the books before each new school year.
- c. To ensure that a budget, detailing fundraising income and expenditures for the following school year, is brought before the Board of Directors of the organization for approval at the

first Board meeting of the school year. This budget shall include all requests for allocation of funds made by Batavia School's staff, known as "Directors Requests."

- d. To approve all expenditures in excess of \$50 that are not included as part of the approved budget.
- e. To conduct any and all business that may come before the Batavia Music Buffs.
- f. To oversee the awarding of scholarships for students seeking to continue their music education during the summer months and college.

Section 4. Any and all correspondence to Batavia Music Buffs membership shall be approved by the President and one other member of the Board.

Section 5. The Board has the authority to conduct business and take action without a meeting so long as all members of the Board have been notified of the proposed action and a quorum is present or the Board has been notified as to a quorum being reached.

Section 6. The Board has the authority to remove or replace Committee Chairpersons or members of the Board of Directors if the actions of the those persons are not consistent with Music Buffs Policies and Procedures, upon recommendation of any officer of the organization.

Section 7. The Board may review committee structure from time to time, and has the authority to change, add, or delete committees in the course of normal business of the organization.

ARTICLE VIII – COMMITTEES

Section 1. Executive committees shall be established to oversee the on-going support and fundraising efforts occurring at the schools. Two Executive Committees will be established: BHS Executive Committee and the RMS Executive committee. The two Executive Committees shall be chaired by the Vice President of BHS Affairs and the Vice President of RMS/Elementary Affairs. The Vice Presidents will report directly to the Board of Directors. The Committees shall work independently to support the individual needs of the music programs at the respective schools. In addition, the RMS executive committee shall be responsible for including the elementary music programs in their fundraising and support of the programs.

Section 2. The Chairpersons of all committees shall report to the Vice Presidents, .

Section 4. Any members of the Batavia Music Buffs wishing to volunteer to serve on a committee shall be allowed to do so and should contact the chairperson or sign up at the appropriate times. Any Music Buffs members that volunteer on a committee will support the policies and procedures of the organization.

Section 5. The chairpersons of each committee shall prepare a complete report of the year's activities and submit a copy to his/her successor and to the Vice President to whom they report who shall retain a complete set of all reports.

Section 6. Vacancies in committee chairperson positions may be filled by the elected officers. In the absence of a committee chairperson, subcommittee chairpersons will report directly to the Executive Committees.

ARTICLE IX – AMENDMENTS

Section 1. This constitution and bylaws may be amended by a 2/3 vote of members present at any Membership Meeting of this organization and signed in on a voting roster. Prior to a vote of the general membership, proposed amendments must be approved by the Board of Directors. Notice of the proposed amendments must be given per Article IV, Section 3.

Section 2. A committee, consisting of three members of the Board with one member being an officer, shall be appointed by the Board of Directors every three years to review these bylaws and determine whether to revise them or let them stand.

ARTICLE X – RULES OF ORDER

Article 1. Robert's Rules of Order Revised shall govern the general order of all business where applicable provided they are not in direct conflict with these bylaws.

ARTICLE XI-DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the board of Directors shall determine. Any such assets not so disposed of shall be disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII-WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

BATAVIA MUSIC BUFFS
Exhibit A

MEMBERSHIP

Effective

<u>Membership Type</u>	<u>Annual Dues</u>	<u>Voting Rights</u>
Family Red	\$ 25	One vote by non student member, per household
Family Gold	\$ 50	One vote by non-student member per household
Family Platinum	\$100	One vote by non-student member per household
Corporate Red	\$100	One vote
Corporate Gold	\$300	One vote
Corporate Platinum	\$1000	One vote

All Batavia Public School District 101 Music Staff members will be members of the Batavia Music Buffs during the term of their employment with the district, free of dues.