

**CONSTITUTION AND BY-LAWS
OF THE
ST. HELENS BAND PATRONS
(Adopted...)**

**Article I – Identification of Organization
CONSTITUTION AND BY-LAWS
OF THE
ST. HELENS BAND PATRONS**

2375 Gable Road
St. Helens, OR 97051
Charitable Non-Profit
501(c)3
Federal ID#93-0999814

Article II – Purpose

Section A – Mission of the Organization

The purpose of this organization is to support the St. Helens School District Band and Guard Program by:

- Communicating the needs of the School District Band & Guard Program to the students, parent(s), guardian(s), and the community, as desired by the Director(s).
- St. Helens Band Patrons supplement the financial needs of the School District Band & Guard Programs.
- St. Helens Band Patrons support Director(s) in their role as the head of the School District Band & Guard Programs.

Article III – Membership

Section A- Definition and Responsibility of Membership

General membership consists of regular members, honorary members, and the elected Executive Board.

- Regular Membership shall consist of parents and guardians¹ of current band and color guard students. Executive Board members are also regular members (see Articles V and VI). The band director(s) will not be regular member(s) unless they have a child(ren) in the program.
- Honorary membership shall consist of the following non-voting members; community members, volunteers, media, businesses, alumni students, and alumni parents. An honorary member may be made a regular member by a

majority vote of the Executive Board if the need arises, as determined by the board for the remainder of the current fiscal year.

- All members will abide by all state laws, federal laws, school district policies, band handbook policies, and by-laws of the St. Helens Band Patrons.
- The Executive Board will work hard to set an excellent example for all members of the organization and students in the program. They will provide positive feedback and encouragement of the program and its members in public and provide constructive feedback and direct corrective actions in private.

Section B - Volunteers

Volunteers will be made up of regular members and honorary members and must pass a school district background check to participate.

Section C – Student Representatives

The director(s) shall appoint up to four student representatives, with voting rights from the SHHS Band & Guard Programs, to attend general meetings on behalf of the band and color guard members.

Article IV – Finances

Section A – Fiscal Year

The fiscal year shall be from July 1 through June 30.

Section B – Spending of Funds

Expenditures shall not exceed the amount of cash on hand or collected funds in the St. Helens Band Patrons accounts. The signatures of two unrelated executive officers are required on all checks. All purchases under \$350 must have approval by a simple majority of the Executive Board. A majority vote² of the regular members present must approve any expenditure or commitment over \$350. All spending will be reported by the Treasurer to the general membership and recorded in the general meeting minutes. All items purchased by the St. Helens Band Patrons are the property of the St. Helens Band Patrons.

Section C – Use of Funds

St. Helens Band Patron funds are for, but not limited to...

- items
- materials
- funds not covered by the school district
- individual student event fees and expenses
- personal purchases of music equipment
- music
- band-related merchandise

- group meals
- activities during trips and events
- equipment repairs and maintenance
- scholarships
- etc.

Section D – Accounts

The treasury consists of scholarship certificates of deposit (CDs), savings, and checking accounts. All funds will be overseen by the Treasurer and will be reviewed independently at the end of each fiscal year. Any time a new Treasurer takes office, the Executive Board may elect to have it reviewed by a selected Certified Public Accountant. The findings will be reported to the general membership upon the completion of the review. Two of the Executive Board members will be the signers on the accounts, the lead signer will be the Treasurer, and the second signer will be the Chair. The Executive Board shall have oversight on all financial reviews at any time.

Section E – Scholarship Programs

The St. Helens Band Patrons oversees multiple scholarship funds.

Article V – Officers and their Duties

Section A – Membership

The Executive Board shall be made up of the Chair, Vice Chair, Secretary, Treasurer, and Public Relations (PR) Officer. The director(s) will be ex officio, non-voting, member(s) of the Executive Board. A simple majority of the Executive Board shall constitute a quorum for a board meeting. The Executive Board shall oversee the planning and carrying out of all affairs, as assigned, by the St. Helens Band Patrons. Any board member upon expiration of their term shall deliver to their successor all documents and other properties of the St. Helens Band Patrons, within three months. The director(s) and the Executive Board members shall know these by-laws and review them regularly.

Section B – Officer Duties and Responsibilities

CHAIR DUTIES: The Chair shall preside over all Executive Board and general meetings according to parliamentary procedure. They will always maintain a fair and impartial position to encourage members to participate. The Chair will collaborate with the director(s) and Executive Board to set the agenda items. The Chair will assure that these by-laws are followed. The Chair will also see that the decisions made by the Executive Board or general membership are communicated to the school(s) and director(s). The Chair will manage, research, and potentially apply for any grants with the assistance of the director(s).

VICE CHAIR DUTIES: The Vice Chair shall coordinate the efforts of all fundraising projects, providing all necessary scheduling, support, and guidance for each committee chairperson. They will preside over general and executive meetings when the Chair is absent. Once the board has reviewed and approved a fundraising event, the Vice Chair will obtain appropriate approvals, per school policy, for all fundraisers held at the school. They will work with the PR Officer to create social media events & publicity for each fundraiser. In the event of a board Chair vacancy, the Vice Chair will fulfill that position, for the remainder of their term.

SECRETARY DUTIES: The Secretary shall keep a true and accurate record for the St. Helens Band Patrons, including minutes of the general, executive & committee meetings as needed. The Secretary will receive all incoming correspondence and will report them to the members at the general meeting. A record of the general meeting minutes will be presented to the Executive Board and the membership at the next general meeting for review and approval. The Secretary & PR Officer shall collaborate to assure the delivery of all correspondences will be completed promptly and as approved by the members of the Executive Board. The Secretary will deliver any campaign packets as needed.

TREASURER DUTIES: The Treasurer must maintain the record of all monies, scholarships, and accounts, belonging to the St. Helens Band Patrons. The Treasurer shall give a written financial report at each meeting, which will include an accounting of the bills paid and monies deposited since the previous general meeting. The Treasurer is responsible for checking weekly with the Vice Chair and director(s) to collect and bank all funds for the organization. The Treasurer shall pay all expenditures of the organization when authorized to do so. The Treasurer is responsible for obtaining two signatures of unrelated Executive Board members on all checks.³ All records will be kept as a hard copy and electronic form when needed. The Treasurer shall contract the services of an accountant, agreed upon by the Executive Board, to file all government financial forms required. All St. Helens Band Patron's financial paperwork will be retained for the period required by the IRS for non-profit organizations.

PUBLIC RELATIONS OFFICER: The PR Officer is the official representative and spokesperson of the organization to the community. They shall assist the organization and director(s) in communicating with parents, guardians, students, local media, and the community as needed for events such as concerts, fundraisers, competitions, donations, and sponsorships. They will also reach out to local media and use social media to bring attention to the band and guard's accomplishments throughout the year. The Secretary and PR Officer shall collaborate to assure the delivery of all correspondence is completed in a timely manner.

BAND DIRECTOR(S) DUTIES: The Director(s) will communicate the needs of the program to the Executive Board & general membership. The Band Director(s) may set the general meeting agenda items in collaboration with the Chair. The Band Director(s) is/are responsible for presenting a yearly budget request, to the membership, for approval. The Band Director(s) will coordinate with the Vice Chair & PR Officer regarding fundraising and publicity. The Band Director(s) is/are responsible for paying for budgeted items from the St. Helens School District Budget or ASB Account(s), when applicable.

Article VI – Elections, Requirements of Officers and Recall of Officers

Section A – Definition of Eligible Officers

Regular members shall be eligible to hold any office. If no regular member can hold an office, the general membership may nominate from honorary members. Should all of the students of an Executive Board member leave the program for any reason, that officer can finish only the current term. Once voted into office, the honorary member shall have voting rights for the length of that term. Officers serve from July 1 to June 30.

Newly elected officers will attend the next two Executive Board meetings. In May, the outgoing board will conduct, and the incoming board will attend & observe. In June, the incoming board will conduct, and the outgoing board will attend & observe.

Section B – Nomination & Elections Process

The Chair shall initiate the annual nomination and election process. Elections will be held in May of each year. Three months before the annual election, nominations will be accepted from the floor during the March and April general meetings. All nominees must accept their nomination in person, or by any written instrument, to the secretary, before being included in the election. Officers will be elected at the May general meeting by a majority vote of the regular members present via secret ballot. Each regular member will be allowed one vote. Two members of the Executive Board shall count the votes, and the results will be announced before the adjournment of the meeting.

Section C – Liability of Officers

None of the officers shall be required to furnish any bond or surety. No officer shall be responsible or liable for the acts or omissions of any other officers, or any predecessor or persons formerly or presently associated with the St. Helens Band Patrons.

Section D – Resignation/Loss of Officers

Any officer may, by any written instrument, resign their office. When vacancies occur on the Executive Board through resignation or other reasons, the Executive Board shall

follow the line of succession and appoint interim officer(s) as needed to fill vacant positions.

Section E – Removal of an Officer

Any member who deems an officer unfit or unable to perform their duties to the organization may file a written complaint, signed by no less than three members. At the next regularly scheduled executive meeting, the written claim shall be:

- Presented and discussed
- Investigated within 30 days
- A written response from the officer in question may be filed with the Executive Board.
- Upon completion of the 30-day process, a report will be compiled and discussed by the Executive Board.
- If the Executive Board finds the complaint actionable by a majority vote of all Executive Board members (minus the officer in question) and all Band Directors:
 - A statement of the complaint and report of the findings shall be presented at the next regularly scheduled general meeting.
 - The removal vote of a officer will take place by secret ballot — a two-thirds vote of the membership present is required to remove the officer in question.
- If the Executive Board finds the complaint not actionable, the report of the investigation will be communicated to the members that submitted the claim.

Section F – Interim Positions

Once a vacancy is announced to the general membership, the remaining board will appoint an interim officer based on expressed interest. The interim officer will be announced at the next general meeting and will serve for the remainder of the term.

Article VII – Meetings

Section A – Schedule

The Executive Board shall meet monthly before the general meeting. The general meeting time and place shall be set by the Executive Board, the band director(s) and presented to the general membership at the beginning of each fiscal year.

Section B – Order of Business

All general meetings shall be conducted according to parliamentary procedure.

Section C – Procedure

At any general meeting of the organization, a majority vote of the regular members present will carry any motion. Any member may request that any vote be done by secret ballot.

Section D – Agenda

The Chair needs to be contacted to add new items to the agenda three days prior either the executive or general meetings.

Article VIII – Complaint Procedure

Section A – Complaint Procedure

Any regular or honorary member who deems an action objectionable or questionable to the organization may file a written complaint, signed by no less than three members. The member bringing the complaint needs to contact the Chair to be added to the next Executive Board meeting agenda. At the next regularly scheduled executive meeting, the complaint shall be presented, discussed, and investigated within 30 days. The Executive Board will compile a written response. A statement of the complaint and any possible resolutions shall be presented at the next regularly scheduled general meeting, if warranted. A recommendation will be determined on a case by case basis.

Article IX – Dissolution

Section A – Distribution of Funds & Assets

Upon dissolution of the St. Helens Band Patrons, all St. Helens Band Patron assets shall be distributed to the St. Helens Band Program. Before the dissolution date, the funds will be transferred to the Band ASB Account held at St. Helens High School.

Section B – Rented or Borrowed Equipment

In the event of dissolution of the St. Helens Band Patrons, all borrowed or rented equipment and tools shall be returned to the lender(s), if arrangements cannot be made for the school district to take over the rental contracts.

Article X – Amendments

Section A – Amendment Requirements

The by-laws should be rewritten, restructured, or amended by the provisions of Section 501(c)(3) of the internal revenue code or the corresponding section of any future federal tax code and reviewed at least every five years.

Section B – Amending Procedure

By following Section A, proposed amendments of these by-laws shall be submitted in writing or electronic form to the Secretary of the organization by any member at any general meeting. A current board member shall read the proposed amendments at two general meetings. A two-thirds majority vote of the regular members present at the second reading of the proposed changes shall be necessary for the amendment to pass. Once the updated by-laws have been voted upon and passed, the new by-laws will be submitted to the Oregon Secretary of State Non-Profit Division in Salem, OR.

Addendum{s}:

1. Definition of a Guardian

- a defender, protector, or keeper
- A Guardian is someone who takes care of a child's needs. Needs typically includes such things as shelter, education, food and medical care. Guardians usually manage the finances of the child.
- Law. A person who is entrusted, by law, with the care of the person, property, or both, such as a minor or someone legally incapable of managing his or her affairs.
- A guardian is a keeper or protector who looks after the welfare of other people or their property. In legal language, the "guardian" is typically used as an alternative to "parent." Guardians are often adults who can make legal decisions for children who are not their own.

2. & 3. IRS Guidelines for a Board of Directors

To follow IRS guidelines on conflict of interest for a board of directors, as a non-profit organization, we are stating these guidelines. It may not be possible to avoid all conflicts of interest; however, it is best practice to minimize them as much as possible. Conflicts of interest can take many forms as related parties on the board, specific transactions, and dual capacity individuals all present a conflict of interest. Understanding how the IRS defines relationships and conflicts of interest is essential when determining what qualifies as the organization's quorum. A quorum is defined as the minimum number of members of a group who can officially meet to discuss business and vote on decisions. In a nonprofit setting, a quorum is the minimum number of unrelated board members needed to count as an official meeting. For example, if a board of directors is comprised of five individuals, in most cases, three of these board members can meet and satisfy a quorum. However, if a board is comprised of five individuals, of whom two are related, satisfying the majority becomes more complicated. If both related members are at a meeting during a voting situation, all five board members must be present to satisfy quorum because the majority of the board members must be unrelated.

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Reference Article: <https://www.501c3.org/avoiding-conflicts-of-interest/>