

**BY-LAWS OF STEVENSON BAND PARENTS' ORGANIZATION, INC.**

**ARTICLE I**  
**NAME, OBJECTIVES AND OFFICES**

**SECTION 1. NAME.** The name of this corporation shall be Stevenson Band Parents' Organization, Inc. as is stated in the Articles of Incorporation and as registered with the Illinois Secretary of State.

**SECTION 2. OBJECTIVES**

The objectives of the Stevenson Band Parents' Organization, Inc. (hereinafter referred to as "Stevenson BPO") are as follows:

- A. To promote an enthusiastic interest on the part of students, parents and community in the activities of the band and color guard programs at Adlai E. Stevenson High School.
- B. To lend support, both moral and financial, to the students in the band and color guard programs and their activities in order to support the goal of providing a rich and rewarding experience for the student membership.
- C. To cooperate and assist the Stevenson Band Directors, teachers and administrators of Stevenson, as well as the Board of Education of District 125 in achieving the programs' various goals.

**SECTION 3. OFFICES.** The principal office of Stevenson BPO shall be located at Adlai E. Stevenson High School, 1 Stevenson Drive, Lincolnshire, Illinois. Stevenson BPO may have other offices either within or without the state of Illinois, as the business of the corporation may require from time to time.

The registered office of Stevenson BPO required by the Illinois General Not for Profit Corporation Act of 1986, 805 ILCS 105, 101.1 et seq. may be, but need not be, identical with the principal office registered with the State of Illinois. The address of the registered office may be changed from time to time by the Board of Trustees.

## **ARTICLE II**

### **MEMBERSHIP**

**SECTION 1. GENERAL MEMBER.** A General Member of the Corporation is any parent or guardian of a student enrolled in the Band or Color Guard Program of Adlai E. Stevenson High School, District Number 125, Lake County, Illinois (herein after referred to as "District 125") and who has paid annual dues, or in the discretion of the Board of Trustees, has been excused from paying dues. In families where both parents or guardians wish to be members, one membership fee will include both parents. In families where there are more than one child participating in the Band or Color Guard Program, one membership will include all students in the same family.

**SECTION 2. SUPPORTING MEMBER.** A Supporting Member of Stevenson BPO shall be anyone who is not the parent or guardian of a student enrolled in the Band or Color Guard Program, but who expresses an interest in the objectives of Stevenson BPO. A Supporting Member will pay dues in the amount to be determined by the Board of Trustees. Supporting Members may neither vote nor hold office.

**SECTION 3.** The length of annual membership shall run from July 1 until June 30 the following year.

## **ARTICLE III**

### **VOTING**

Voting among members shall be restricted to one vote per each General Member. In a dues-paying family with more than one Parent/Guardian General Member, each General Member may have one vote.

## **ARTICLE IV**

### **GENERAL MEMBER MEETINGS**

**SECTION 1. ANNUAL MEETING OF GENERAL MEMBERS.** The Annual Meeting of the General Members shall be held in 2nd quarter of the calendar year (exact date to be determined by the Board of Trustees) for the purpose of electing Trustees and for the transaction of such other business as may come before the meeting. If the election of

Trustees shall not be held on the day designated, the Board of Trustees shall hold the election at a meeting of the active members as soon thereafter as is convenient. Notice of the Annual Meeting shall be provided in accordance with The Illinois General Not for Profit Corporation Act.

**SECTION 2. SPECIAL MEETINGS OF GENERAL MEMBERS.** Special Meetings of the General Members may be called by the President, the Board of Trustees, or by not less than one-fifth of all General Members.

**SECTION 3. PLACE OF GENERAL MEMBER MEETINGS.** The Board of Trustees may designate any place, either within or without District 125, as the place of meeting for any Annual Meeting or for any Special Meeting of General Members called by the Board of Trustees. If no designation is made, or if a Special Meeting is otherwise called, the place of meeting shall be the registered Office of Stevenson BPO, except as provided in Section 5 of this article.

**SECTION 4. NOTICE OF ANNUAL AND SPECIAL MEETINGS OF GENERAL MEMBERS.** Written or printed notice stating the place, day and hour of the Annual Meeting, (and in the case of a special meeting, the purpose or purposes for which the meeting is called), shall be delivered not less than five nor more than sixty days before the date of the meeting, either personally or by mail, or by electronic means such as email, at the discretion of the President, or the Secretary, or by the Officer or persons calling the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States Mail, addressed to the General Member at his address as it appears on the records of Stevenson BPO, with postage thereon prepaid. This section is not to be construed as to prohibit notification to Supporting Members also.

**SECTION 5. MEETING OF ALL GENERAL MEMBERS.** If all of the General Members shall meet at any time and place, either within or without the District 125, and all consent to the holding of a meeting at such time and place, such a meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

**SECTION 6. QUORUM.** General Members holding one-tenth of the votes entitled to cast on any matter that the General Members shall be entitled to vote, whether represented in person or by proxy, shall constitute a quorum for consideration of such matter at a meeting of the members. If a quorum is present, the affirmative vote of a majority of the

votes present and voted, either in person or by proxy, shall be that act of the General Members.

## **ARTICLE V BOARD OF TRUSTEES**

**SECTION 1. GENERAL POWERS.** The business and affairs of the corporation shall be managed by its Board of Trustees.

**SECTION 2. NUMBER AND QUALIFICATIONS.** The number of Trustees of Stevenson BPO shall be at least nine (9) and no more than thirty-five (35). The Director(s) of the Band and Color Guard Programs shall be permanent ex-officio member(s) of the Board of Trustees and shall have no voting privileges at meetings of the Board of Trustees or the General Members. All other Trustees must be General Members in good standing. The Board of Trustees shall be elected at the Annual Meeting of the General Members. Each Trustee shall hold office from the first day of July until the last day of June, or until his successor shall have been elected and qualified. Each trustee shall receive a copy of the SHS BPO Conflict of Interest Policy and Recommended Procedure document and shall sign an Acceptance of Appointment and Acknowledgement of the Conflict of Interest policy and procedures. The number of directors may be changed from time to time upon an affirmative vote of the board of trustees without further amendment to the bylaws.

**SECTION 3. REMOVAL.** Any Trustee, other than an ex-officio trustee, may be removed whenever in its judgment the best interests of the Stevenson BPO would be served thereby, but such removal shall without prejudice to the contract rights, if any, of the person so removed. A trustee may be removed with or without cause, only upon an affirmative vote of two-thirds (2/3) of the votes of the General Members present and voted, either in person or by proxy. No Trustee shall be removed unless written notice of such meeting is delivered to all members entitled to vote on the removal of Trustees. Such notice shall state the purpose of the meeting is vote upon the removal of one or more Trustees named in the notice. Only the named Trustee or Trustees named in the notice may be removed at such meeting.

**SECTION 4. VACANCIES.** Any vacancy occurring in the Board of Trustees may be filled by the Board of Trustees for the portion of the unexpired term. The President shall nominate

candidates for any vacancy and the Board of Trustees shall approve any such nomination by a majority vote of those Trustees present and voting. The Trustees may also choose to leave any vacant position open as long as the number of Trustees remains at least nine (9).

**SECTION 5. REGULAR MEETINGS OF THE BOARD OF TRUSTEES.** A regular meeting of the Board of Trustees shall be held without other notice than this by-law, immediately after, and at the same place as, the Annual Meeting of General Members in May. The Board of Trustees may provide, by resolution, at that time and place, for the holding of additional regular meetings without other notice than such resolution.

**SECTION 6. SPECIAL MEETINGS OF THE BOARD OF TRUSTEES.** Special Meetings of the Board of Trustees may be called by or at the request of the President or any two Trustees. The person or persons authorized to call Special Meetings of the Board of Trustees may fix any place for holding any such meeting.

**SECTION 7. NOTICE OF SPECIAL MEETINGS.** Notice of any Special Meeting shall be given at least five days previous thereto by written, telephone or electronic notice. Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting of the Board of Trustees need be specified in the notice of such meeting.

**SECTION 8. QUORUM.** A minimum of Trustees of 1/3 (one third) of the Board of Trustees shall constitute a quorum for transaction of business at any meeting of the Board of Trustees. At least one officer must be present in order for the quorum to meet this section's requirement. At least one band director must also be present for the transaction of any business to take place, except as otherwise determined by the Board of Trustees. The presence of any of the band directors shall not count towards the minimum total of directors required to transact business. If less than a quorum of Trustees is present at said meeting, a majority of the Trustees present may adjourn the meeting without further notice.

**SECTION 9. NOTICE OF ACTING.** The act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

**SECTION 10. INFORMAL ACTION BY TRUSTEES.** Any action which may be taken at a meeting of the Board of Trustees, or a committee thereof, may be taken without a

meeting if consent, in writing, setting forth the action so taken, shall be approved in writing by all of the Trustees entitled to vote.

## **ARTICLE VI**

### **OFFICERS, EXECUTIVE COMMITTEE, STANDING COMMITTEES**

**SECTION 1. OFFICERS.** The Officers of the Stevenson BPO, which are members of the Board of Trustees, shall be a President, a Vice-President, a Treasurer, and a Secretary, and such other officers as may be elected or appointed by the Board of trustees. Band Directors shall be ex officio members of the Executive Committee.

**SECTION 2. ELECTION AND TERM OF OFFICE.** The Officers of Stevenson BPO shall be elected annually by the Board of Trustees at the first meeting of the Board of Trustees held after each Annual Meeting of General Members in May. If the election of Officers shall not be held at such a meeting, such election shall be held as soon thereafter as is convenient. Vacancies may be filled or new offices filled at any meeting of the Board of Trustees. Each Officer shall hold office until his successor shall have been duly elected or until his death or until he shall resign or become disqualified or shall have been removed in the manner hereinafter provided. Election or appointment of an Officer shall not of itself create contract rights.

**SECTION 3. REMOVAL.** Any Officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interests of Stevenson BPO would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**SECTION 4. VACANCIES.** A vacancy in any office may be filled by the Board of Trustees for the portion of the unexpired term.

**SECTION 5. PRESIDENT.** The President shall be the principal executive officer of Stevenson BPO and shall in general supervise and control all of the business and affairs of Stevenson BPO. The President shall preside at all meetings of the General and/or Supporting Members, of the Board of Trustees and of the Executive Committee. The President may sign, with the Secretary or any other proper officer of Stevenson BPO thereunto authorized by the Board of Trustees, any instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these by-laws to some

other Officer or agent of Stevenson BPO, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

**SECTION 6. VICE-PRESIDENT.** In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restriction upon, the President. The Vice-President shall perform such duties as from time to time may be assigned by the President or by the Board of Trustees.

**SECTION 7. TREASURER.** The Treasurer shall serve without bond unless required by the Board of Trustees or District 125. The Treasurer shall: (a) have charge and custody of and be responsible for all funds of Stevenson BPO; receive and give receipts for monies due and payable to Stevenson BPO from any source whatsoever, and deposit all such monies in the name of Stevenson BPO in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these bylaws; (b) sign checks drawn on any bank accounts of Stevenson BPO; (c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer the President or by the Board of Trustees, including submitting a financial report at all meetings.

**SECTION 8. THE SECRETARY.** The Secretary shall: (a) keep the minutes of the General Members' and of the Board of Trustees' Meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be custodian of the corporate records and of the Seal of the Corporation and see that the Seal of the Corporation is affixed to all corporate documents, the execution of which on behalf of Stevenson BPO under its seal is duly authorized in accordance with the provisions of these by-laws; (d) keep a register of the address of each General and Supporting Member; (e) in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Trustees, including the handling of all correspondence.

**SECTION 9. EXECUTIVE COMMITTEE.** The Executive Committee shall be composed of the President, Vice-President, Secretary, Treasurer of the Board of Trustees and the Band

Directors. The Executive Committee may meet prior to other official meetings to discuss the projects and activities of the Corporation.

**SECTION 10. STANDING COMMITTEES.** Standing Committees may be appointed by the Executive Committee and their term shall be for one (1) year. Trustees may serve as Committee Chairmen. Each committee shall have at least two (2) trustees as members.

The Band Directors and members of the Executive Committee may be ex-officio member(s) of all Committees.

## **ARTICLE VII**

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**SECTION 1. CONTRACTS.** The Board of Trustees may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Stevenson BPO.

**SECTION 2. LOANS.** No loans shall be contracted on behalf of Stevenson BPO and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees.

**SECTION 3. CHECKS, DRAFTS, ETC.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Stevenson BPO shall be signed by an officer on the Executive Committee. Any check, draft or other orders for the payment of money, notes or other evidence of indebtedness shall require the signature of at least two (2) of the Officers, except as determined by the Board of Trustees.

**SECTION 4. DEPOSITS.** All funds of Stevenson BPO not otherwise employed shall be deposited from time to time to the credit of Stevenson BPO in such banks, trust companies or other depositories as the Board of Trustees may select.

**SECTION 5. AUTHORITY OF EXECUTIVE COMMITTEE TO EXPEND FUNDS WITHOUT AUTHORIZATION OF THE BOARD OF TRUSTEES.** In the event that an expenditure of Stevenson BPO funds is required, and there is insufficient time to bring the matter before the Board of Trustees, the Executive Committee shall be authorized to expend funds up to and not exceeding \$500.00 for necessary expenditures on behalf of Stevenson BPO. Any such expenditure must be provided for in the approved budget for the fiscal year in

which the expenditure is made. In the event that such expenditure is made, a full report and accounting shall be made to the Board of Trustees at the next regularly scheduled meeting of the Board of Trustees.

## **ARTICLE VIII**

### **FINANCIAL**

**SECTION 1. FISCAL YEAR.** The fiscal year of Stevenson BPO shall begin on the first day of July in each year, and end on the last day of June in each year.

**SECTION 2. AUDIT.** The books and records of Stevenson BPO shall be audited by a professionally qualified person within ninety days of the close of the fiscal year.

## **ARTICLE IX**

### **SEAL**

The Board of Trustees shall provide a corporate seal which shall be in any form permissible under the laws of the State of Illinois.

## **ARTICLE X**

### **WAIVER OF NOTICE**

Whenever any notice whatever is required to be given under the provisions of these by-laws or under the provisions of the Articles of Incorporation or under the provisions of the Illinois General Not For Profit Corporation Act of 1986, 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.

**ARTICLE XI**  
**CONDUCT OF MEETINGS**

The rules contained in Roberts' Rules of Order, revised, shall govern the conduct of all meetings of Stevenson BPO so long as those rules do not conflict with these by-laws, the Articles of Incorporation or any provision of Illinois law.

**ARTICLE XII**  
**AMENDMENTS**

These by-laws may be altered, amended or repealed and new by-laws may be adopted at any meeting of the Board of Trustees by a majority vote. Any proposed amendment shall have been submitted in writing to an Officer or Trustee and presented to the Board of Trustees for approval. Written notice of the amendment or a summary of the changes shall be given to each member entitled to vote on amendments.

Revised April 4, 2017