

Bylaws of Eureka High School Band Patrons Association

Revised: May 7, 2024

Article I: General Provisions

Section 1: Name

The name of the Association shall be Eureka High School Band Patrons Association, hereinafter referred to as "BPA."

Section 2: Location

The principal office of BPA shall be located at the place set forth in the Articles of Incorporation (4525 Highway 109, Eureka, Missouri, 63025). The Board of Directors may change the principal office from time to time and may establish other offices and places of business in Missouri as needed.

Section 3: Nonprofit Purposes

This Association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code. Further, BPA shall be nonprofit, nonpartisan, and nonsectarian. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Association shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

Section 4: Specific Objectives and Purposes

The specific objectives and purposes of this Association shall be to promote and support the activities and academic endeavors of the Marching, Symphonic, Concert, and Jazz Bands, and the Color Guard and Winter Guard at Eureka High School (herein referred to as "Bands") by:

- a. Supporting music events and performances;
- b. Offering assistance to Band Directors;
- c. Promoting strong community involvement;
- d. Encouraging greater attendance and support for all Band functions; and
- e. Providing supplemental assistance, including raising supplemental funds to support band expenses.

Section 5: Maintenance of Corporate Records

The Association shall keep at its principal office, as well as electronically:

- a. Minutes of all meetings of directors, committees of the board, and, if this Association has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the Association's Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the Association at all reasonable times during school hours.

Article II: Membership

Section 1: Eligibility for Membership

Membership will be granted to parents and/or legal guardians of Eureka High School students who are currently enrolled in any concert, marching, symphonic, percussion ensemble, or jazz band classes or have been approved to participate in the Color and/or Winter Guards. All memberships shall be granted upon receipt of annual dues (if applicable) regardless of race, creed, color, sexual orientation, or disabilities.

Section 2: Annual Dues

The amount required for annual dues (if any) shall be set by a simple majority vote of the members present at the annual meeting, after receiving the recommendation of the Board of Directors.

Membership is contingent upon membership dues and outstanding balances being paid by the start of summer band camp for the academic year.

Section 3: Rights of Members

Each member, at any public Band Patrons meeting, shall have one vote per household, which must be cast in person during the meeting. In the event that a physical meeting is not feasible, the Board of Directors reserves the right to hold the votes electronically following the same procedures as in-person voting. Members in good standing, excluding those as defined in Section 6, have the right to run for and hold office on the Board of Directors and/or chair one of the committees.

Section 4: Alumni Memberships

Alumni students and/or parents may be granted memberships. They shall have the right to attend any public Patrons meeting, but are not eligible to vote unless they have been approved by the Board of Directors to chair one or more committees or participate in fundraising activities. Upon approval, they shall receive voting privileges during Band Patrons meetings, but will not be allowed to run for or hold office on the Board of Directors.

Section 5: Resignation and Termination

Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the Board of Directors. Membership is automatically terminated upon student's graduation, disenrollment from band classes, or resignation from Color/Winter Guards.

Section 6: Conflict of Interest

In order to avoid any potential conflict of interest or the appearance of impropriety, membership will not be granted to Rockwood School District administrators, Eureka High School music teachers or other staff, nor will elected municipal office holders will be allowed to hold an elected office in BPA as defined by Missouri General Laws Chapter 268A, Section 1, Paragraph G.

Article III: Meetings of Members

Section 1: Annual Meetings

An Annual Meeting of the members shall take place in the months of April or May, the specific date, time and location of the meeting shall be designated by the President. At the Annual Meeting, the membership shall elect Officers and receive reports on the activities of BPA. Thereafter, meetings shall be held bi- or tri-monthly on specific dates to be selected by the President.

Section 2: Special Meetings

Special meetings may be called by the President or by a simple majority of the Board of Directors. A petition, signed by at least fifteen percent (15%) of voting members, may also request a Special Meeting. Notice of Special Meeting need not state all the purposes for which that meeting is to be called, but shall state generally the purpose for the Meeting.

Section 3: Notice of Meetings

Notice of Annual Meeting or Special Meetings shall be given to each voting member at least one (1) week prior to the meeting date. Notification may be by email, text message, or posted on social media. A record of notification shall be kept by the Secretary.

Section 4: Quorum

Each member present at any meeting is allowed one vote per household. The Members present shall constitute a quorum, provided that the majority of the Officers are present.

Section 5: Voting

Members entitled to vote and are present at the meeting (physically for in-person meetings or via video conferencing for non-physical meetings) shall have one vote per household. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Each member of the Board of Directors is allowed one vote, except that offices or chairmanships shared by more than one person are entitled to only one vote per office or chairmanship. A majority of the Officers shall constitute a quorum at any Board meeting. Board decisions shall be made by a simple majority of votes cast.

Section 6: Conduct of Meetings

Before member meetings, the Secretary shall record the names of members in attendance. Meetings shall be conducted in a civilized manner. All who wish to speak should be recognized before a vote takes place. Meetings shall take place in the Eureka High School Band Room, or a location as determined by the President.

Section 7: Public Meetings

All general meetings of the Association shall be public, open to all members that wish to attend. The Board of Directors meetings shall be held prior to each general meeting and more frequently as issues may dictate, at time, date, and location to be selected by the President. Board meetings shall be closed sessions, with attendance limited to the Board and specifically invited persons, at the discretion of the President.

Article IV: Board of Directors

Section 1: Board size and role

Only Members in good standing shall qualify for election to the Board of Directors. Nine officers may be elected annually: President, Vice-President, Secretary, Treasurer, Co-Treasurer, Student Accounts Treasurer, Student Accounts Co-Treasurer, Uniform Chair, and Guard Representative. In accordance with IRS regulations, the Board of Directors must contain a President, a Treasurer, and a Secretary. Two individuals, serving in a joint capacity, may fill an office. Spouses may hold separate board positions, provided one of the positions is non-financial in nature. The Board of Directors is responsible for overall policy and direction of the association and shall delegate responsibility of the day-to-day operations to the various committees.

Section 2: Compensation

Directors shall serve without compensation except they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this Association's conflict of interest policy, as set forth in Article II, Section 6 of these bylaws.

Section 3: Terms

All board members shall serve a one year term following the fiscal year (July 1 - June 30), but are eligible for re-election for consecutive terms. It is recommended for Members to serve consecutive terms, when possible, in order to ensure continuity.

Section 4: Election Procedures

The Secretary shall be responsible for preparing a slate of prospective board members representing the various interests within the association; such as band, color guard, high schools, middle schools, etc.. In addition, any member can recommend a candidate to the slate of nominees. All members (one per household), having paid their dues, shall be eligible to vote for each candidate, for the positions available each year.

Section 5: Officers and Duties

There may be up to nine officers of the board, consisting of a president, vice-president, secretary, treasurer, co-treasurer, student accounts treasurer, co-student accounts treasurer, uniform chair, and guard representative. Their duties may include:

a. The President shall preside at all of the General and Board of Directors regularly-scheduled meetings and conduct the meetings according to procedure. The President shall maintain supervision of all extracurricular band business and activities; act as main representative of the Patrons; execute requests by the band directors; help with the creation of and adherence to the annual budget and periodically audit financial accounts; act as a co-signer on bank account; maintain social media and email communications; maintain student information in CutTime; act as ex-officio member of all committees and be willing to run them in the absence of other coordinators; recruit volunteers for events; assist directors with fundraising and trip preparations. In the event that any officer should resign, the President shall appoint an individual to serve in replacement for the remainder of the year. In the event a replacement cannot be found, the President is required to ensure the duties of that position are fulfilled. The President shall preside or arrange for other members to preside at each meeting in the following order: Vice-president or Secretary. The position of President requires at least one year on the board of directors, familiar with all band functions and be able to fulfill the duties of all vacant board positions until they can be filled.

b. The Vice-President shall chair committees on special subjects as designated by the board and preside over meetings in the absence of the President; prepare the agenda for monthly meetings; help to coordinate committee chairs and volunteers; direct fundraising efforts; assist at all band functions including competitions.

c. The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, assuring that corporate records are maintained, and assisting with all voting elections.

d. The Treasurer and Co-Treasurer shall make a report at each board meeting. The Treasurer shall develop the annual budget in coordination with the Board of Directors and Eureka High School Band

Directors. The Board must recommend the budget to the membership at the annual meeting for their approval and all expenditures must be within budget. There can be no expenditure in excess of the budget without the approval of the Board of Directors and only when there is excess revenue. The Treasurer will maintain the general bank account, reconcile monthly statements, collect expense reports and process reimbursements as needed, and work with a Certified Public Accountant to file annual reports, taxes, and 501(c)(3) compliance. The Treasurer will make financial information available to board members, association members and the public as requested showing income, expenditures and pending income and expenditures. The financial records of the organization are public information and shall be made available to the membership, board members and the public when requested. The fiscal year shall be July 1 to June 30. It is recommended that the position of Treasurer be filled with an individual experienced with budgeting, reporting, and (preferably) Quickbooks Online.

e. The Student Account Treasurer and Co-Student Account Treasurer shall assist in the collection of monies from students and parents for uniforms, merchandise, band meals, individual student fundraisers and annual band fees (if applicable) and work with the Treasurer to maintain the financial health of the association.

f. The Uniform Chair shall be responsible for the inventory, organization, assignment, and collection of marching uniforms, hats, gauntlets, plumes, and shirts; maintaining quality of uniforms and repair as needed; sizing and ordering concert wear; and ensuring students maintain standards of uniformity for all concerts and events.

G. The Guard Representative shall relay the needs and requests of the color and winter guards to the patrons with respect to funding, training, and students needs. Inversely the guard representative will relay the directives of the patrons to the guard members as they exist outside of routine channels of communication.

Section 6: Vacancies

When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only until the end of a particular board member's term or until the next annual meeting, whichever comes first.

Section 7: Resignation, Termination and Absences

Resignation from the board must be in writing and received by the Secretary. A board member may be removed due to excessive absences from board meetings or for other reasons by a three-fourths vote of the remaining directors.

Section 8: Special Meetings

Special meetings of the board shall be called upon request of the President, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least one (1) week in advance.

Section 9: Non Liability of Directors

The Directors shall not be personally liable for the debts, liabilities or other obligations of the Association. The President and Treasurer will maintain a Management Liability insurance policy with premiums paid by the Association.

Article V: Committees

Section 1: Formation

The Board of Directors may recommend the creation of committees to the membership for a vote at the annual meeting. The Board may create special committees to meet special needs for a short term duration of less than a year. The Board of Directors will vote to appoint the chair of these special committees.

Article VI: Amendments

Section 1: Amendments

These bylaws may need amendment when necessary by two-thirds majority vote of the members present at a voting meeting. Proposed amendments must be submitted to the Secretary and sent out with regular board of director meeting announcements. The board of directors shall review the proposals and make a recommendation to the membership for consideration at the annual Meeting.

Section 2: Review of Bylaws

The Board of Directors shall make a periodic review, a minimum of once every five (5) years, of these bylaws and report the results of that review to the membership at the annual meeting. If amendments are needed, they require a two-thirds vote of the membership.

Article VII: Conflict of Interest Policy

Section 1: Purpose

The purpose of this conflict of interest policy is to protect this tax-exempt Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Association or any "disqualified person" as defined in Section 4958(t)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

a. Interested Person. Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Association has a transaction or arrangement;
2. A compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.

"Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3,

paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3: Conflict of Interest Avoidance Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with the governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4: Records of Board and Board Committee Proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the Proceedings.

Section 5: Periodic Reviews

To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.

The periodic reviews shall, at a minimum; include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article VIII: IRC 501(c)(3) Tax Exemption Provisions

Section 1: Limitations on Activities

No substantial part of the activities of this Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these bylaws, this Association shall not carry on any activities not permitted to be carried on (a) by a Association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2: Prohibition Against Private Inurement

No part of the net earnings of this Association shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Association.

Section 3: Distribution of Assets

Upon the dissolution of this Association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Association, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the Principal of Eureka High School. Said Principal shall, upon the advice of the Eureka High School teachers and administration, supervise the expenditure of said assets for essential educational materials and equipment. In the event that this is not possible, said assets shall be distributed to organizations as shall at the time qualify under Section 501(c)(3) of the Internal Revenue Code of 1984 (or the corresponding provision of any future United States Internal Revenue Law), as the Association's Executive Board shall determine, with preference to be given to educational programs of the Rockwood School District. Any assets not so disposed of shall be disposed of by the Court in the county of the principal office of the Association in accordance with all applicable provisions of the laws of this State.

Section 4: Private Foundation Requirements and Restrictions

In any taxable year in which this Association is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Association:

- a. shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
- b. shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- c. shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue

Code;

d. shall not make any investments in such manner as to subject the Association to tax under Section 4944 of the Internal Revenue Code; and

e. shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article X: Construction and Terms

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this Association, the provisions of the articles of incorporation shall govern. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding. All references in these bylaws to the articles of inAssociation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this Association filed with an office of this state and used to establish the legal existence of this Association. All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

These by-laws were created on May 9, 2024 and were passed by majority vote of the Board of Directors of the Eureka High School Band Patrons Association.