

**CODE OF BY-LAWS
OF
BALDWINSVILLE MARCHING BAND BOOSTERS, INC**

**ARTICLE I
NAME AND LOCATION**

Section 1.01. Name and Location

The name of the CORPORATION is *Baldwinsville Marching Band Boosters, Inc* (the "CORPORATION"). The post office address of the registered office of the CORPORATION is: Baldwinsville Marching Band Boosters, Inc, P.O. Box 612 Baldwinsville, NY 13027.

**ARTICLE II
PURPOSES**

Section 2.01. Non-Profit

The CORPORATION is a public benefit corporation organized under NYS law, Section 402, as a non-profit corporation. The purpose of the CORPORATION is to support the Baldwinsville Marching Band Programs (the "Program(s)") through promotion, support, and encouragement of the Programs. The Programs include Field Band, Parade Band, Winter Drumline, Winter Guard, and Pep Band. The CORPORATION is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Some of the more specific purposes of the CORPORATION are as follows:

- A. to support the Programs as they are defined by the Program Directors;
- B. to be an advocate group for music education within Baldwinsville Central School District (BCSD);
- C. to solicit charitable donations and otherwise promote and assist with those fund-raising activities conducted for the benefit of the Program(s);

- D. to provide support and assistance to the Program(s) for the purpose of enhancing the educational, social, and music experience of the students;
- E. to promote and support the Programs in their activities of giving public musical performances to local, state, and national communities;
- F. to establish and maintain effective communications with the BCSD administration and Program Directors for the purpose of carrying out the foregoing supportive activities; and
- G. to pursue all other lawful activities consistent with Section 501(c) (3) of the Internal Revenue Code and the non-profit corporation statute of the State of New York.

Section 2.02. Vision Statement

To support the Program Directors in creative, positive, educational experiences that develop leadership, integrity, creativity, and respect in oneself and towards others.

Section 2.03. Mission Statement

It is the mission of the CORPORATION to assist the Program Directors and school system in providing our students with the best music education possible, while supporting them morally, physically, and financially. This includes apprising students of the opportunities available through Program participation. We will strive to find ways to enable those with financial need to participate and enjoy the Program's benefits. It is our aim to promote a spirit of fellowship and goodwill with all areas of the school district, while encouraging our students to be exemplary leaders and ambassadors for the entire school community.

ARTICLE III MEMBERSHIP

Section 3.01. Eligibility

Membership in CORPORATION is open to voting and non-voting members who support the purposes and activities of the CORPORATION and who meet the criteria outlined in this Article.

Section 3.02. Voting Members

Voting Members are parents or legal guardians of one or more regularly-enrolled Baldwinsville students who are actively involved in a Program, as defined in Section 2.01, who have paid their annual dues.

- A. Annual membership dues, as set by the Board prior to each fiscal year, must be paid per person to the CORPORATION to be a Voting Member.
- B. Each Voting Member in good standing (Section 3.04) shall be entitled to one vote on all matters presented to the membership.
- C. Any voting member receiving compensation from providing services or goods will recuse themselves from any vote that pertains to authorizing that service or good.
- D. If for any reason a parent/guardian no longer has a regularly enrolled, registered, and eligible student of the Program(s), the parent/guardian will no longer be a voting member of the CORPORATION.

Section 3.03. Non-Voting Members

Non-Voting Members are individuals that support the CORPORATION but do not meet the requirements for Voting Membership. Non-Voting Members are welcome to attend meetings, participate in discussions, and volunteer for CORPORATION activities, but shall not have voting rights. Non-Voting Members may include:

- A. parents, guardians, or other family members of regularly-enrolled Baldwinsville students who are actively involved in the Programs, as defined in Section 2.01, but who have not paid annual dues;
- B. alumni of any Program, as defined in Section 2.01, or parents or guardians or other family of alumni; and
- C. Program Directors and staff of the Programs.

Section 3.04. Good Standing

A member is considered in good standing when they meet the eligibility requirements of their membership category and comply with all policies, procedures, and financial obligations established by the CORPORATION.

Section 3.05. Term of Membership

Membership shall be annual, following the CORPORATION's fiscal year, as determined by the Board of Directors. Voting rights become effective upon receipt of dues and remain in effect for the duration of the membership year.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01. Board of Directors

The Board of Directors (the "Board") shall be composed of 7 voting members and non-voting members as set out in Article V of this document.

Section 4.02. Board Meetings

General Board meetings shall meet monthly, at least ten times a year, in a public location, preceding each monthly CORPORATION meeting, or otherwise as the Board may determine.

Section 4.03. Board Duties

The Board will work collectively to further the goals of the organization, protect its interests, and prepare for the monthly meetings of the CORPORATION. In addition, the Board will review these Bylaws annually and recommend updates as needed.

The Board's duties include, but are not limited to:

- A. establishing policy and procedure for various CORPORATION activities and functions;
- B. establishing an annual budget;
- C. designating committee chairs;
- D. overseeing committee activities;
- E. overseeing CORPORATION finances;
- F. reviewing Form 990 annually before filing;
- G. protecting CORPORATION assets;
- H. delegating tasks to other CORPORATION members;
- I. keeping any communication of the status of any specific student confidential among the members of the Board (further defined in Section 4.04).

Section 4.04. Duty of Confidentiality

The Board shall maintain the confidentiality of all information disclosed, discussed, or otherwise made available to them. This obligation is a fundamental component of the Board's fiduciary duty of loyalty to the CORPORATION.

Scope of Confidential Information

A. Confidential information includes, but is not limited to:

1. CORPORATION Member information, including personal data, contact information, and membership records;
2. student information, including personal data, academic, or performance records, and any student-specific concerns addressed during board meetings;
3. personnel matters, including employee or volunteer performance, evaluations, disciplinary issues, and compensation discussions;
4. financial information not publicly released, including internal reports, budgets, forecasts, donor information, and fundraising strategies;
5. donor information, including donor identities, contribution amounts, and donor-related communications, unless disclosure is required by law or expressly authorized by the donor;
6. legal matters, including pending or potential claims, contract negotiations, and attorney–client communications;
7. strategic planning materials, including internal assessments, program development discussions, and long-term organizational plans;
8. vendor, contractor, or partner information, including proposals, pricing, negotiations, and proprietary materials;
9. internal Board deliberations, including discussions, votes, dissenting opinions, and matters addressed in executive session;
10. any documents, communications, or materials marked confidential or shared with the expectation of confidentiality.

B. Prohibition on Disclosure

No Board Director shall disclose confidential information to any individual or entity outside the Board, unless expressly authorized by the Board or required by law.

C. Use of Confidential Information

The Board shall use confidential information solely for the purpose of fulfilling their board responsibilities and shall not use such information for personal, professional, or financial gain.

D. Continuing Obligation

The duty of confidentiality continues after a Board Member's term of service has ended.

Section 4.05. Board Actions

A simple majority of the voting members of the Board present at any regularly scheduled Board meeting shall constitute a quorum.

Scope of Board Vote:

- A. The Board may vote or otherwise act on any matter by quorum in person, or on a virtual meeting application (online meeting or via email) if necessary or expedient, in the furtherance of the CORPORATION's interests.
- B. A simple majority vote by the voting members of the Board is sufficient to approve or ratify any Board action or decision, unless otherwise described elsewhere in these Bylaws.
- C. The Board may not take any action which endangers the CORPORATION's status as a not-for-profit organization, such as engaging in private benefit or campaigning for political candidates.
- D. Any Board member receiving compensation from providing services or goods will recuse themselves from any vote that pertains to authorizing that service or good.

Section 4.06. Authority

The Board has the authority to:

- A. establish, assess, and collect annual membership dues;
- B. utilize the services of other persons for professional advice in legal, accounting, marketing, or any other subject, if the Board believes such advice is beneficial to the goals of the CORPORATION. Any person who attends the meetings of the Board in an advisory capacity only shall not be considered a voting member of the Board but is bound by the same rules of confidentiality as Board members.

Section 4.07. CORPORATION Meetings

The Board will hold meetings that are open to all CORPORATION Members, as defined in Article III, to discuss the activities of the CORPORATION, the needs of the Programs, the CORPORATION's finances, and related matters. A schedule of CORPORATION's meetings shall be published on the CORPORATION's established communication platforms. Agenda items will be available in advance of each meeting, and meeting materials will be regularly posted and maintained on the CORPORATION's website and other established communication platforms. All CORPORATION meetings will be held in person at public locations or held virtually. Meetings of the CORPORATION shall be conducted in an orderly manner. The current edition of Robert's Rules of Order Newly Revised may be used as a guide for parliamentary procedure when needed, with the special modification that discussion will occur prior to a motion being made and when not inconsistent with these bylaws.

Section 4.08. Annual Election Meeting

The CORPORATION'S Annual Election Meeting shall be held at the regularly scheduled May CORPORATION Meeting unless the Board decides, for good cause, to reschedule the meeting to a different date. The date, time and place of the rescheduled meeting must be announced to the CORPORATION membership at least seven days before. The rescheduled Annual Election Meeting must be held no later than the regularly scheduled June meeting.

ARTICLE V BOARD DUTIES

Section 5.01. All Board Members

General Duties of All Board Members shall:

- A. perform the duties of their respective roles in good faith, in a manner they reasonably believe to be in the best interests of the CORPORATION, and with such care as an ordinarily prudent person in a like position would exercise under similar circumstances;
- B. uphold the mission and governing documents of the CORPORATION;
- C. comply with applicable laws and policies, attend meetings regularly, protect CORPORATION assets, avoid conflicts of interest, and support the effective governance and operation of the CORPORATION.
- D. Communicate all updates and activities of the Board Officer's respective committees during Board Meetings and General CORPORATION meetings.

Section 5.02. General Duties of Officers

Only Board Officers may sign documents and contracts and only as authorized by the Board, and in accordance with Board-approved policies.

Section 5.03. President(s) shall:

- A. preside at all Board meetings and CORPORATION meetings;
- B. may call a special meeting of the Board at any time;
- C. co-sign checks in accordance with Board-approved financial policies; and
- D. oversee any activities of the following committee(s): Home Show Host Committee, Senior Recognition Committee, Fundraising Committee, Sponsorship Committee.

Section 5.04. Vice President(s) shall:

- A. perform the duties of the President when delegated or when the President is unavailable, unable, or unwilling to perform their duties for any reason;
- B. perform any tasks delegated by the President(s); and
- C. oversee any activities of the following committee(s): Equipment and Props Committee (aka Pit Crew), Uniform Committee, Bylaws Review Committee.

Section 5.05. Treasurer(s) shall:

- A. oversee the financial affairs of the Corporation in accordance with Board-approved financial policies and generally accepted nonprofit accounting practices;
- B. promptly pay all expected budgeted bills which are presented for payment with appropriate invoices or receipts;
- C. promptly pay any unbudgeted or unexpected bills after payment is approved by the Board, if the bills are presented for payment with the appropriate invoices or receipts;
- D. promptly deposit all receipts in the CORPORATION'S bank account and maintain accurate balance of that account at all times, with assistance of the Assistant Treasurer;
- E. prepare and present a Treasurer's Summary Report at each Board meeting and each CORPORATION meeting. The report shall include at a minimum: the current account balance(s), income received since the previous meeting, expenses paid since the previous meeting, and any significant or anticipated obligations. Written or electronic

financial statements and supporting documentation shall be made available for review by the Board and CORPORATION Members;

- F. prepare and present to the Board for review, a year-end financial statement and treasurer's report for the fiscal year, annual tax returns, annual 501(C)(3) filings, and 1099's. The year-end financial report should be included in the Treasurer's report at the first CORPORATION meeting of the new fiscal year;
- G. promptly produce bank account(s) statements and supporting documentation for review or audit at any time it is requested by the Board;
- H. co-sign all checks appropriately presented for payment payable from the CORPORATION's bank account(s);
- I. sign all other documents which require a second signature in addition to that of the President(s);
- J. obtain a second signature for any check or reimbursement payable to any Board member from another non-interested Board member;
- K. prepare a proposed annual budget, in consultation with the Program Director(s) and the President, including anticipated revenues, expected expenditures, and a reasonable allocation for unanticipated expenses, and present the proposed budget to the Board for review;
- L. present the proposed annual budget at the Annual May CORPORATION Meeting for membership approval; and
- M. oversee any activities of the following committee(s): Hospitality Committee and Special Events Committee.
- N. share responsibilities for any activities for the following committee(s): Home Show Host Committee and Fundraiser Committee
- O. The Treasurer shall coordinate with the Assistant Treasurer to ensure accuracy of financial records, deposits, and reporting, and to maintain appropriate separation of financial duties when feasible.

Section 5.06. Secretary(s) shall:

- A. prepare agendas for Board and CORPORATION meetings, in consultation with the Board;
- B. create and keep a copy of the minutes of all Board and CORPORATION meetings, and present those minutes for approval at the subsequent meeting;

- C. maintain a permanent file of all official CORPORATION correspondence, Board and CORPORATION meeting minutes, reports, financial statements, budgets, meeting materials and other documents in accordance with the CORPORATION'S' document retention policy (Article X of these Bylaws);
- D. be responsible for all official correspondence from the CORPORATION;
- E. be responsible for maintaining a strong public social media presence, that includes performance announcements, events, photos, videos, and fundraisers, to drive engagement and awareness;
- F. regularly post all meeting materials of the CORPORATION meetings on the CORPORATION's website and regular communication platform; and
- G. ensure access to electronic file platform for all Board members which contains relevant information for officers, including current copies of these Bylaws, balance sheets, policies, etc.

Section 5.07. Assistant Treasurer shall:

- A. assist the Treasurer in the performance of financial duties in accordance with Board-approved financial policies and generally accepted nonprofit accounting practices;
- B. maintain accurate and organized records of all incoming funds, including fundraising proceeds, dues, and other receipts;
- C. track and maintain records of student fundraising expectation status, if applicable, and provide updates to parents/guardians as appropriate;
- D. coordinate with the Treasurer to ensure timely and accurate recording and tracking of all deposits;
- E. assist in the preparation of financial reports for Board and CORPORATION meetings, including maintaining supporting documentation;
- F. assist with periodic account reconciliations to ensure accuracy between recorded transactions and bank statements;
- G. maintain supporting documentation for all financial transactions related to deposits and fundraising participation tracking;
- H. support the separation of financial duties by maintaining financial records independently from the disbursement of funds, when feasible;
- I. maintain the confidentiality of all financial and student-related information; and

- J. perform the duties of the Treasurer in their absence, when delegated or as authorized by the Board.

Section 5.08. Non-Officers of the Board

- A. Two (2) Members-at-Large shall:
 - 1. be elected by the CORPORATION Members at the Annual Election Meeting; and
 - 2. have full voting rights and fiduciary duties.
- B. Program Director(s) shall:
 - 1. have authority over artistic, musical, and educational programming only;
 - 2. not control finances, contracts, or governance; and
 - 3. not have voting rights.

ARTICLE VI ELECTION OF THE BOARD

Section 6.01. Officer Nominations

- A. The Board shall appoint a minimum of 3 people for a Nominating Committee, which shall:
 - 1. solicit candidates for available board positions; and
 - 2. prepare a proposed slate of nominees for all officer positions.
- B. Nominations may also be made by any interested CORPORATION Member in good standing, providing:
 - 1. such nominations are submitted to the Secretary no later than one (1) week prior to the annual May election meeting; and
 - 2. the nominee has consented to serve if elected.

Section 6.02. Slate of Nominees

- A. The Nominating Committee shall prepare and present a slate of nominees for all upcoming open Board positions.
- B. The slate of nominees shall be provided to the membership no later than one (1) month prior to the Annual Election Meeting.
- C. Additional nominations submitted in accordance with section 6.01 shall be added to the slate prior to the election.

Section 6.03. Officer and Candidate Qualifications

- A. Candidates, at the time of nomination and election, and if elected, throughout their entire term of office, shall:
 - 1. be a member of good standing of the CORPORATION;
 - 2. satisfy all requirements for direct volunteer-student contact imposed by the BCSD; and
 - 3. not have more than one (1) member of the same student's family serving as an officer of the Board at the same time.
- B. To be a candidate for President, the member shall have served as an officer of the CORPORATION for at least one (1) year prior to election to that office. If no prior officer is willing to serve, the President may be elected from the membership-at-large.
- C. Failure to maintain any required qualification shall constitute cause for removal.

Section 6.04. Election of Board Members

- A. The Board Members shall be elected at the Annual Election Meeting by a simple majority of members present and voting.
- B. Only Voting Members of the CORPORATION in good standing are eligible to vote. Non-Voting Members are not eligible to vote.
- C. Voting shall be conducted by method determined by the Board, consistent with these Bylaws.

Section 6.05. Member-at-Large

- A. The Board shall include two (2) Members-at-Large, who shall be full voting members of the Board.
- B. The Members-at-Large shall be elected by the membership in the same manner and at the same time as other officers unless otherwise specified in these Bylaws.

Section 6.06. Length of Service

- A. The standard term of office shall be two (2) years for Board officers, with approximately one-half of all officer positions elected each year to ensure continuity of leadership.
- B. If an officer serves only a one (1) year term if a standard two-year- term-whether due to a resignation, removal, or any other reason, the individual elected or appointed to fill that

vacancy shall serve only the remainder of the original two-year term, thereby preserving the staggered election.

- C. The Members-at-Large standard term shall be one (1) year.
- D. No person shall hold the same office for more than two (2) full consecutive terms and no more than five (5) years.

Section 6.07. Resignation or Removal

- A. A Board Member may be removed for cause by a majority vote of the disinterested members of the Board. Cause may include, but is not limited to:
 - 1. misfeasance;
 - 2. neglect of duty;
 - 3. dishonesty;
 - 4. failure to maintain the qualifications required for office; or
 - 5. any action deemed harmful to the CORPORATION or the Programs.
- B. Any Board Member may resign by submitting written notice to the Board.
- C. In the event an officer resigns or is removed, the remaining members of the Board may, by majority vote, shall:
 - 1. assign the duties of the vacant office to the remaining Board Member who previously shared those duties, if such a shared-duty arrangement exists; or
 - 2. appoint a qualified CORPORATION member to fill the vacancy
 - a. Any such appointment or assignment shall expire at the Annual Election Meeting, unless the individual is elected in accordance with Section 6.04.

Section 6.08. Vote of No Confidence

- A. A Vote of No Confidence shall provide a formal mechanism by which the Board or the membership may determine that an officer, director, or committee chair no longer retains the trust necessary to fulfill their duties.
- B. Grounds may include, but are not limited to:
 - 1. failure to perform assigned duties;
 - 2. violation of organizational policies or these Bylaws;
 - 3. conduct detrimental to the CORPORATION;
 - 4. abuse of authority or misuse of resources; or
 - 5. repeated failure to attend required meetings.

- C. A Vote of No Confidence may be initiated as follows:
1. By the Board: A motion shall be brought forward by any Board Member and supported by at least two (2) additional Board Members.
 2. By the Membership: A written petition signed by at least ten percent (10%) of Voting Members shall be submitted to the Board.
- D. The individual subject to the Vote of No Confidence shall receive written notice at least fourteen (14) days prior to the meeting at which the vote will occur. The notice shall include the specific concerns, the date, time, and location of the meeting, and the individual's right to respond.
- E. The individual shall be given an opportunity to address the Board or membership prior to the vote.
- F. Voting
1. The vote shall be conducted by secret ballot.
 2. Approval shall require a two-thirds (2/3) majority:
 - a. of the Board, if initiated by the Board; or
 - b. of Voting Members present, if initiated by the membership.
 3. Proxy voting shall not be permitted unless otherwise allowed in these Bylaws.
- G. If approved, the individual shall be removed from the position and the position declared vacant. The vacancy shall be filled in accordance with these Bylaws.
- H. The results of the vote shall be recorded in the official minutes.
- I. Approval of a Vote of No Confidence may result in removal in accordance with Article VI, Section 6.07 of these Bylaws.

ARTICLE VII COMMITTEES

Section 7.01. Standing Committees

The CORPORATION's Standing Committees shall be chaired by a CORPORATION member(s) designated by the Board. The Chairperson for each Standing Committee shall report to a designated Board Member, who shall oversee the activities of the committee and provide a committee report to the Board. A member of the Board shall not serve as a committee chairperson. They may, as needed, assist with committee activities. Each committee shall have a detailed description (handbook) of their role and responsibility to guide the activities of the

committee. The Committees shall utilize a proposal form provided by the Board for activities and expenses within the annual budget. Any expenses outside of the budget shall be voted on by the CORPORATION.

The Standing committees shall consist of the following:

A. Hospitality Committee

1. The committee shall provide food, drinks, and snacks to all Program students, staff, and volunteers.
2. Events/Activities organized by this committee may include dinner for students and instructors on field band competition days (aka Soup Kitchen), snacks and drinks for long distance trips for competition or performance, and snacks/lunch/dinner on extended performance days, such as between Memorial Day parades, and coordinating money with the Treasurer for dinner on winter Championship days.
3. The chairperson shall organize food and drink donations from parents, money from the Treasurer and parent volunteers, as appropriate.
4. The Chairperson shall report to the Treasurer.

B. Equipment and Props Committee (aka Pit Crew)

1. The committee shall be responsible for:
 - a. building, storing, loading, and transporting Program equipment and props to various activities, competitions, and trips, as needed;
 - b. the movement of props and equipment on and off the field/floor for Program performances.
2. Programs shall designate a Chairperson(s) for their respective Program (field band, winter guard, winter drumline).
3. The Chairperson responsibilities may be shared by more than one person.
4. The Chairperson(s) shall:
 - a. coordinate with the respective Program Director(s) regarding equipment and prop needs;
 - b. develop supply lists and expenses within the school district program prop budget using the proposal form to submit to the Program Director(s) for approval and purchasing;
 - c. lead the design and building process under the direction of the Program Director(s); and

- d. organize parent volunteers needed for the building, loading, and movement of props and equipment.
5. The Chairperson shall report to the Program Director(s) and the Vice President.

C. Home Show Host Committee

1. The Home Show Host Committee organizes, manages, promotes, and supervises all tasks associated with hosting competitions for the Programs at Baldwinsville High School.
2. The Chairperson shall:
 - a. prepare the proposal form at least one (1) month in advance of the Home Show(s) to present to the Board; and
 - b. arrange volunteers for each of the task committees needed for the Home Show(s) (e.g. Band Host, Home Show Program, Ticketing, Parking, Security, Judges, Hospitality, Concessions, etc.) .
3. The Chairperson shall report to the President and the Treasurer.

D. Senior Recognition Committee

1. Coordinate with the Program Director(s) to organize senior recognition activities, which may include posters, gifts, description of achievements of each senior, etc.
2. Senior recognition typically occurs at the field band home show and winter programs community show.
3. The Chairperson shall:
 - a. present a proposal for recognition activities and gifts to the Board for approval prior to implementation; and
 - b. arrange parent volunteers for the activities of the committee.
4. The Chairperson shall report to the President.

E. Fundraising Committee

1. The Fundraising Committee organizes, manages, and promotes all existing Program fundraisers, and makes recommendations for new and innovative ways of raising additional funds.
2. The Chairperson shall:
 - a. develop an annual schedule of fundraising activities and present proposals or solicitations to the Board for a vote prior to implementation; and

b. coordinate parent volunteers to assist with fundraising activities.

3. The Chairperson shall report to the President and Treasurer.

F. Sponsorship Committee

1. The Sponsorship Committee solicits contributions, grants, and funding from private or public sources for the financial support of the CORPORATION and its general fund, from sources within New York and from sources outside New York, if the CORPORATION has registered as a soliciting non-profit entity in accordance with the laws of that jurisdiction.

2. The Chairperson shall develop an annual proposal for potential sponsors and outreach activities and present to the Board for a vote prior to implementation.

3. The Chairperson may organize parent volunteers as appropriate.

4. The Chairperson shall report to the President.

G. Uniform Committee

1. The Uniform Committee shall:

a. clean, store, maintain, repair, and size all Program(s) uniforms;

b. assist with outfitting students for performances; and

c. organize uniforms and storage for transportation, as necessary.

2. The Chairperson shall:

a. coordinate uniform needs with the Program Director(s); and

b. organize parent volunteers to assist with uniforms prior to, on the day of, and following performances, by each of the Programs throughout the year.

3. A Uniform Chairperson shall be designated for individual Programs (field band, parade band, winter guard, winter drumline).

4. The Chairperson shall report to the Vice President.

H. Special Events Committee

1. Plans and implements events that promote the culture of the Programs internally for students and their families, and externally with the community.

2. Events may include but are not limited to annual Field Band Banquet, Pre-Dome Party, Winter Program Recognition, Community Shows (fall and winter), and other events as determined by the CORPORATION and/or the Program Director(s).

3. The Chairperson shall develop an annual plan with proposed dates and locations for special events.
 - a. The proposal form shall be submitted to the Board for approval three (3) months in advance of each event.
 4. The Chairperson shall coordinate parent volunteers to assist with events, including planning, preparation, implementation, and clean up.
 5. The Chairperson shall report to the Treasurer.
- I. Bylaws Review Committee (every other year)
1. Reviews and suggests revisions of the Bylaws.
 2. The Chairperson shall:
 - a. coordinate parent volunteers to assist with the review and update of the Bylaws; and
 - b. organize and provide suggested updates to the Board for their review and proposal to the CORPORATION.
 3. Members shall vote to approve any updates/revisions to the Bylaws, prior to the annual Election Meeting.
 4. The Chairperson shall report to the Vice President.

Section 7.02. Ad Hoc Committees

The Board may create temporary committees or designate individuals to undertake any other activity that supports the CORPORATION, including, but not limited to: membership committee, spirit wear sales, student photos, and recruiting events. The Chairperson shall coordinate all proposals, activities, and volunteers per the charge of the Ad Hoc Committee purpose. The Board shall designate an officer for oversight to an Ad Hoc Committee, accordingly.

Section 7.03. Authority of Committee Chairs

All committee chairs, including ad hoc committee chairs, will serve at the Board's discretion. The Board will appoint all chairs and determine the length of their appointment. The Board may, at any time, limit or restrict the scope of any chair's authority, or terminate their appointment for any reason.

All committee chairs must, if applicable:

- A. provide the Board with a written proposal describing the committee's planned activities including a timeline, proposed budget, volunteers needed, or other information when requested by the Board;
- B. provide regular reports of the committee's current activities in person or in writing at the monthly CORPORATION meetings;
- C. obtain Board approval of the committee's proposed budget before making any expenditures;
- D. ensure that all committee expenditures comply with the approved budget, unless the committee chair obtains prior authorization from the Board to incur an unbudgeted expense;
- E. provide detailed receipts to substantiate all expenditures;
- F. provide their designated Board Member with a monthly status report of the committee's activities, income, and expenses prior to the Board Meeting;
- G. provide a written summary of the committee's activities and final accounting of its income and expenses to the Board within 30 days after the committee has completed its tasks;
- H. return all CORPORATION property to the Board at the conclusion of the committee's activities, including all business references, participant lists, vendor lists, contacts, sponsor lists, advertising material, program materials, or any other information generated or used by the committee in furtherance of its activities; and
- I. obtain Board approval of the committee's use of social media to promote Program activities, and any committee member's individual use of the CORPORATION's name to promote his or her personal interests.

Section 7.04. Committee Chair Requirements

All committee chairs must satisfy the qualifications for officers set forth in Section 6.03.

Section 7.05. Committee Member Requirements

Any person who assists any committee must have a valid BCSD volunteer form and confidentiality agreement on file.

ARTICLE VIII USE OF FUNDS

Section 8.01. Annual Budget

The annual budget shall be determined by the Board and approved by majority vote of the membership at the annual May CORPORATION meeting. The adopted budget shall be made available to the CORPORATION membership upon request. If the annual budget is not approved by the membership, it shall be revised by the Board and presented for vote at the June CORPORATION meeting.

Section 8.02. Unbudgeted Expenses

It is the intent of the CORPORATION that all reasonably foreseeable expenses be identified and included in the annual budget adopted by the Board and approved by CORPORATION Membership. Nevertheless, the Board recognizes that additional expenses may arise during the year that could not be reasonably anticipated. The Program Director, Board Member, or Committee Chairperson incurring such expense will promptly notify the Board of the nature and amount of the unexpected expense so the Board can consider the expenditure. The expense must not exceed the amount set in the discretionary budget. The Board, by majority vote, must determine that it is in the best interests of the Program(s) to incur the unexpected expense. The Treasurer shall document the expenditure, in accordance with accounting procedures set forth by the CORPORATION.

Section 8.03. Audit

The CORPORATION shall have taxes filed and its books reviewed annually by an independent third-party Certified Public Accountant (CPA) that is selected by the Board. A full financial audit can be called by the CORPORATION when deemed necessary.

The organization shall fund all audits requested under these bylaws. However, if the Board determines that a requested audit is not reasonably justified, the requesting member or members may choose to fund the audit privately. Any privately funded audit must be conducted by an independent Certified Public Accountant (CPA) and must comply with all applicable nonprofit financial standards. The auditor must also agree to maintain confidentiality of all financial information obtained during the audit process.

Section 8.04. Tax Exempt Status

The CORPORATION shall neither have, nor exercise any power, nor shall it directly or indirectly engage in any activity that would:

- A. prevent it from obtaining exemption from Federal Income taxation as a CORPORATION described in section 501 of the Internal Revenue Code of 1954; or
- B. cause it to lose such exempt status.

Section 8.05. Fiscal Year

The fiscal year of the CORPORATION shall begin on the first day of July each year and end at the close of the last day of June next succeeding.

ARTICLE IX PROTECTING CONFIDENTIAL AND PROPRIETARY INFORMATION

Section 9.01. Preventing Disclosure

Board Members, committee chairs, and other volunteers shall take reasonable measures to prevent the disclosure of any confidential or proprietary information held by the CORPORATION. Board members and committee chairs may only disclose confidential and/or proprietary information to other CORPORATION members to the extent necessary to accomplish the goals of the organization. Members may not disclose this information to any third party without approval by the Board. This information includes, but is not limited to:

- A. medical and personal records of the Program(s)' students;
- B. CORPORATION sponsorship/donation lists; and
- C. sponsor/donor contact information.

ARTICLE X DOCUMENT RETENTION POLICY

The Board, through its secretary, will maintain physical or electronic copies of its records for the minimum period specified as follows:

Section 10.01. Documents to be Retained for One Year

- A. Current report to the Secretary of State
- B. Current names, addresses and email addresses of all CORPORATION members
- C. Current names of all the Programs' students

Section 10.02. Documents to be Retained for Three Years

- A. Minutes, resolutions, and agendas for all Board Meetings
- B. Meeting materials for all CORPORATION meetings
- C. All written communications to CORPORATION members
- D. All financial statements and budgets furnished to Members
- E. All insurance papers, endorsements, and correspondence

Section 10.03. Documents to be Retained for 7 years

- A. All audits, accounting records, 1099, 990, IRS correspondence, etc.

Section 10.04. Documents to be Retained Indefinitely

- A. Articles of Incorporation
- B. Bylaws and all amendments

ARTICLE XI
AMENDMENTS

Section 11.01. Proposed Bylaw Amendments

Amendments to these Bylaws may be proposed by any member of the CORPORATION. Proposed amendments must be submitted to the Board in writing for consideration. Any amendment of these Bylaws requires a two-thirds majority vote of all the CORPORATION Members after said amendment has been considered at a previous board meeting.

Section 11.02. Proposed Revisions to the Articles of Incorporation

The power to make, alter, or repeal the Articles of Incorporation is vested in the Board of Directors. Any amendment or revision to the Articles of Incorporation will only be effective:

- A. after the CORPORATION members are notified of the proposed change and the date the proposal will be voted on; and

- B. the CORPORATION members approve the proposed amendment by majority vote at a regularly scheduled CORPORATION meeting.

ARTICLE XII DISSOLUTION

Section 12.01. Dissolution

In the event of dissolution of the CORPORATION, assets shall be distributed for one or more exempt purposes within the meaning of 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Approved by Board of Directors: April 12, 2026

Original Adoption Date:: June 17, 2024

Amended:: February 25, 2026