

**BYLAWS**  
**OF**  
**NORTH HILLS INSTRUMENTAL**  
**PARENTS ASSOCIATION**

May 13, 2013

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**ARTICLE I—NAME**

The organization shall be known as the North Hills Instrumental Parents Association, hereinafter called the “NHIPA.”

**ARTICLE II—PURPOSE**

NHIPA is formed exclusively for charitable, scientific, and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the “Code”). In particular, NHIPA is formed to aid and support all instrumental music groups in the North Hills School District.

**ARTICLE III—MEMBERSHIP**

**Section 1.** NHIPA shall have no voting members. NHIPA shall have three classes of non-voting members: Instrumental Music Parents, Friends of the NHIPA, and honorary members, as well as other non-voting members as determined by the Board of Directors from time to time. Any action which would otherwise require approval by the members pursuant to the provisions of the Pennsylvania Nonprofit Corporation Law shall require only approval of the Board of Directors.

**Section 2.** Instrumental Music Parents membership shall be open to parents and/or guardians of students enrolled in an instrumental music group sponsored by the North Hills School District. Instrumental Music Parents membership shall be established upon 1) student enrollment in such groups and 2) parent/guardian completion of the appropriate on-line enrollment form and 3) parent/guardian opt-in to receive electronic communications from the NHIPA. Instrumental Music Parents membership shall be concurrent with the students’ continued enrollment and good-standing within an instrumental music group sponsored by the North Hills School District. The conditions, rights, and obligations of Instrumental Music Parents membership shall be only as stated in these Bylaws.

**Section 3.** Friends of the NHIPA membership shall be open to individuals who wish to support the mission of the NHIPA but who are not parents/guardians of students enrolled in an

instrumental music group sponsored by the North Hills School District. Friends of the NHIPA membership shall be established upon 1) the individual's completion of the appropriate on-line enrollment form and 2) the individual's opt-in to receive electronic communications from the NHIPA. Friends of the NHIPA membership shall continue as long as current contact information is maintained with the NHIPA. The conditions, rights, and obligations of "Friend of the NHIPA" membership shall be only as stated in these Bylaws.

**Section 4.** The suggested donation for annual dues of Instrumental Music Parents membership and Friends of the NHIPA membership shall be established by the Board of Directors from time to time and published on the NHIPA website.

**Section 5.** Instrumental music faculty, school administrators and members of the Board of School Directors of the North Hills School District shall be honorary members of the NHIPA.

#### **ARTICLE IV—FISCAL YEAR**

The fiscal year of the NHIPA shall be from July 1 to June 30, inclusive.

#### **ARTICLE V—MEETINGS**

**Section 1.** The Board of Directors shall meet each month, usually on the second Monday. The general membership meetings shall be immediately following the Board of Directors meeting for every month with the exception of June, July, and, August.

**Section 2.** The March meeting shall include the nomination of officers for the ensuing year. The April meeting shall include the election of officers for the ensuing year. The September meeting shall include the presentation of the budget for the fiscal year.

**Section 3.** Special meetings shall be called by the President upon request of the Board of Directors or as the interests of the NHIPA may require.

**Section 4.** Roberts Rules of Order, revised, shall govern the proceedings at the meetings of the NHIPA, insofar as they are not inconsistent with these Bylaws.

#### **ARTICLE VI—OFFICERS**

The officers of the NHIPA shall be President, Vice President, Secretary, and Treasurer, and may include one or more assistant officers as the Board of Directors may from time to time determine.

## ARTICLE VII—NOMINATION OF OFFICERS

**Section 1.** Nomination of officers shall take place at the Board of Directors meeting in March.

**Section 2.** The Chairperson of the Nominating Committee shall announce the slate of prospective candidates. Nominations may also be made from the floor.

**Section 3.** No one shall be nominated for any office without his or her consent.

**Section 4.** To be eligible for an office, each candidate must be an active member of the NHIPA and must have a child participating in one of the instrumental music groups. Active member is defined as one who has attended two-thirds (2/3) of the general membership meetings in any one fiscal year. Eligibility for each office is as follows:

**President:** The nominee must have served for a period of not less than two years as an officer or standing committee chairperson.

**Vice President:** The nominee must have served for a period of not less than two years as an officer or standing committee chairperson.

**Treasurer:** The nominee must have served for a period of not less than two years as an officer or standing committee chairperson.

**Secretary:** The nominee must be an active member of the NHIPA.

**Section 5.** In the event that there is no qualified nominee for any office, the Board of Directors may, by majority vote, waive the eligibility requirements and submit a nominee for election.

## ARTICLE VIII—ELECTION OF OFFICERS

**Section 1.** The annual election of officers shall be held at the Board of Directors meeting of the NHIPA in April.

**Section 2.** All officers shall be elected by secret ballot except those unopposed candidates who may be confirmed as elected by motions duly made and seconded.

**Section 3.** The Chairperson of the Nominating Committee shall appoint tellers and judges of election as deemed appropriate.

**Section 4.** All officers shall serve for a term of one (1) fiscal year and until his or her successor has been duly elected and qualified or until said officer's earlier death, resignation or removal.

**Section 5.** In the event that there is a vacancy in any office during a fiscal year, the Board of Directors retains the authority to fill that office.

## ARTICLE IX—DUTIES OF OFFICERS

**Section 1.** The President shall preside at all meetings of the NHIPA, appoint all committee chairpersons (unless otherwise specified herein), and enforce observance of the Articles of Incorporation and Bylaws.

**Section 2.** The Vice President shall be responsible for assisting the President in the operations of the NHIPA, and in the absence of the President, shall assume the duties of the President.

**Section 3.** The Secretary shall record the minutes during each meeting including a roster of attendees. The Secretary shall keep a permanent typed record of these minutes and shall deliver a copy of the minutes of every meeting to the President. In the absence of the President and Vice President, the Secretary shall assume the duties of the President.

**Section 4.** The Treasurer shall receive and disburse all funds, shall be responsible for all banking transactions and shall keep a permanent and complete record of the same. A written report shall be delivered to the Board of Directors, instrumental music faculty and general membership at the monthly meetings. This report should clearly summarize the activity transacted through each allocation account during the month, the ending balance for each allocation account and the total funds available by bank account. From time to time, circumstances may warrant additional assistance to the Treasurer. The President reserves the right to appoint a temporary assistant to the Treasurer. Said appointment must be ratified by the Board of Directors.

## ARTICLE X—BOARD OF DIRECTORS

**Section 1.** All powers vested by law in NHIPA shall be exercised by or under the authority of, and the business and affairs of NHIPA shall be managed under the direction of, the Board of Directors. The Board of Directors shall consist of the officers and standing committee chairpersons. Each member of the Board of Directors shall hold office until the expiration of the term for which he or she was elected and until said director's successor has been selected and qualified or until said director's earlier death, resignation or removal. The Director of the North Hills High School Bands/Orchestras shall be an Ex Officio member of the Board of Directors, with voting privileges.

**Section 2.** Special meetings of the Board of Directors shall be called as deemed necessary by the President.

**Section 3.** The Board of Directors shall review for endorsement the budget proposed by the Budget Committee.

**Section 4.** At all meetings of the Board of Directors, the presence of at least a majority of the directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. Resolutions of the Board of Directors shall be adopted, and any action of the Board upon any matter shall be valid and effective, with the affirmative vote of a majority of the directors present at a meeting duly convened and at which a quorum is present.

**Section 5.** One or more directors may participate in any regular or special meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a director will be considered to be attendance in person for all purposes under these Bylaws.

**Section 6.** Provisions governing personal liability of directors, indemnification and insurance are as stated in the Articles of Incorporation of NHIPA and are incorporated herein by reference.

## **ARTICLE XI—COMMITTEES**

**Section 1.** The Executive Committee shall consist of the officers of NHIPA. The Director of the North Hills High School Bands/Orchestras shall be an Ex Officio member of the Executive Committee, with voting privileges. Except as may be otherwise provided in a resolution, the Executive Committee shall have and may exercise, during the intervals between meetings of the Board of Directors, all of the powers of the Board of Directors except that the Executive Committee shall not have the power to amend or repeal these Bylaws or to adopt new Bylaws; to fill vacancies in, change the number of, or remove members of the Board of Directors; or to dissolve, remove members or change the number of, or fill vacancies in the Executive Committee; or to amend or repeal any resolution of the Board of Directors which by its terms shall not be amendable or repealable. It shall be the duty of the Executive Committee to supervise the operations of NHIPA between meetings of the Board. Any actions of the Executive Committee shall be ratified by the Board of Directors at its meeting next following the action. The Executive Committee may, in its discretion, delegate to the President of NHIPA or to a subcommittee details of operation or expenditures of NHIPA. The Executive Committee shall meet on the call of the President of NHIPA, at such times and places as shall be designated by him or her.

**Section 2.** Standing committees shall be Band Festival, Fundraising, Gift Cards, Hospitality, Marching Band Banquet, Mardi Gras, Membership, News, Publicity, Senior Banquet and Uniforms.

**Section 3.** Special committees shall be Budget, Nominating, and Auditing. Such other special committees that shall be deemed necessary shall be established from time to time by the President. The President shall appoint the chairperson of any special committee.

**Section 4.** Each chairperson shall appoint committee members as deemed necessary to accomplish the purpose of said committee.

**Section 5.** The Budget Committee shall include the incoming President, Vice President and Treasurer, and the Director of the North Hills High School Bands/Orchestras. The Chairperson of the Budget Committee shall be the incoming Treasurer. The outgoing Treasurer may provide assistance to the Budget Committee upon request from the incoming chairperson of the Budget Committee.

**Section 6.** The Nominating Committee shall consist of three (3) members. No member of this committee may be running for elected office.

**Section 7.** The Auditing Committee shall consist of three (3) members of the NHIPA. Members of the Auditing Committee shall include NHIPA officers or committee chairpersons. The incumbent Treasurer should not be a member of the Audit Committee.

**Section 8.** At all meetings of a committee, the presence of at least a majority of the members of such committee shall be necessary and sufficient to constitute a quorum for the transaction of business. Resolutions of a committee shall be adopted, and any action of the committee upon any matter shall be valid and effective, with the affirmative vote of a majority of the members of the committee present at a meeting duly convened and at which a quorum is present. Any action taken by any committee shall be subject to alteration or revocation by the Board of Directors; provided, however, that third parties shall not be prejudiced by such alteration or revocation.

## **ARTICLE XII—DUTIES OF COMMITTEES**

**Section 1.** The Band Festival Committee shall organize and control all activities of the NHIPA sponsored Band Festival. The committee chairperson(s) shall be the parent(s) of the Drum Major for the fiscal year. The chairperson(s) shall appoint such necessary subcommittee chairpersons as (s)he/they deem appropriate. In the event that the parent(s) of the drum major are unable to serve as committee chairperson(s), the instrumental music faculty reserves the right to appoint such chairperson(s).

**Section 2.** The Fundraising Committee shall plan and organize the fundraising activities of the NHIPA.

**Section 3.** The Gift Card Committee shall be responsible for sales of gift cards.

**Section 4.** The Hospitality Committee shall make arrangements for such social activities and/or refreshments as may be approved by the Board of Directors and/or requested by the instrumental music faculty.

**Section 5.** The Marching Band Banquet Committee shall plan and organize the Marching Band Banquet in cooperation with the instrumental music faculty to be held annually in January.

**Section 6.** The Mardi Gras Committee shall plan and organize the Mardi Gras in cooperation with the instrumental music faculty to be held annually in February/March.

**Section 7.** The Membership Committee shall encourage membership in the NHIPA for both Instrumental Music Parents memberships and Friends of the NHIPA memberships by disbursing informational handouts and applications at concerts, other instrumental music events and other school district events as deemed appropriate. The committee will prepare and update the membership roster and provide up-to-date rosters to the officers and committee chairpersons.

**Section 8.** The News-Committee shall prepare and distribute NHIPA communications materials.

**Section 9.** The Publicity Committee shall release items of interest to local news media, distribute posters advertising musical events and NHIPA activities to local merchants for display, and maintain a permanent record of all press releases submitted and clippings of articles published.

**Section 10.** The Senior Banquet Committee shall plan and organize the Senior Banquet in cooperation with the instrumental music faculty to be held annually in May. The banquet shall honor all seniors in an instrumental music group.

**Section 11.** The Uniform Committee shall organize the disbursement and collection of Marching Band, flag line, majorette, and instrumental music ensemble uniforms, including the fitting, storage, handling, minor repairs and replacement.

**Section 12.** The Budget Committee shall prepare the budget for each ensuing fiscal year and shall submit the budget to the Board of Directors in August.

**Section 13.** The Nominating Committee will place candidates in nomination at the March meeting of the NHIPA in accordance with the provisions of Article VII.

**Section 14.** The Auditing Committee shall audit the books and records of the NHIPA as maintained by the Treasurer and give a full report of the audit at the August Board of Directors meeting and September NHIPA general membership meeting.

**Section 15.** Chaperones for any off-school events (away games, band festivals, parades, etc.) shall be appointed by the President from the Board of Directors with the consent of the instrumental music faculty. The chaperones shall have the proper clearances that are required from the school district/school board.



**Section 16.** All committee chairpersons shall be prepared to present a report at each scheduled meeting and shall submit to the President a complete written report of their annual activities at the Board of Directors meeting in May. All files and records shall be delivered to the new chairpersons at the May general membership meeting. In the event that there is no chairperson appointed, the files shall be delivered to the President.

## **ARTICLE XIII—ANNUAL BUDGET**

**Section 1.** The purpose of the annual budget is to state, at the beginning of each fiscal year, the financial goals of the NHIPA.

**Section 2.** The budget prepared by the Budget Committee and endorsed by the Board of Directors in August shall be presented to the membership at the September general membership meeting.

**Section 3.** Total Band Festival income will be allocated to the various instrumental music groups based on (1) the number of students enrolled in each group, (2) on the involvement of each group in fundraising efforts, and (3) on the financial need of each group. A fixed budget amount for the Senior Banquet based upon the number of seniors in the music program will be deducted from the total before any allocation will be made. The remaining balance will then be allocated as follows:

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| • Marching Band                          | 40%   |
| • Senior High Bands                      | 27.5% |
| • Orchestras                             | 15%   |
| • Junior High Bands                      | 10%   |
| • Elementary Band (2.5 % per instructor) | 5%    |
| • Elementary Orchestra                   | 2.5%  |

Such allocation percentages may be modified as deemed appropriate upon proper documentation being submitted for consideration to the Board of Directors and instrumental music faculty.

**Section 4.** Allocation of the funds in accordance with the above percentages shall be made by the Treasurer in November and again in March of each fiscal year.

**Section 5.** Subsequent requests to finance activities or purchases that were unforeseen when the budget was prepared shall be submitted to the President, in writing. Such requests shall then be presented to the Board of Directors at its next meeting, and appropriate approval or disapproval of said request will be delivered by the President to the requesting party.

**Section 6.** All requests for unbudgeted amounts are subject to the availability of funds and are subject to the approval of the Board of Directors.

**Section 7.** In April, the Treasurer will provide each instrumental music faculty, with copy to

the President, their respective unexpended fund balance. The instrumental music faculty is to be reminded at this time that any funds to be carried over to a subsequent year should not exceed \$1,000. Carry-over balances in excess of \$1,000 will be permitted only if proper documentation is provided detailing the specific purpose for which the funds are being carried-over. In any event these funds must be expended within a 3 year period. The Board of Directors shall be responsible for the re-allocation of any uncommitted funds.

**Section 8.** No member of the NHIPA may expend funds outside the scope of those amounts listed in the budget. Requests for reimbursement of amounts expended within the scope of the budget must be submitted in writing, with attached receipts, to the Treasurer.

#### **ARTICLE XIV-MISCELLANEOUS CORPORATE TRANSACTIONS**

All notes, bonds, drafts, acceptances, checks, endorsements (other than for deposit), guarantees and all evidences of indebtedness of NHIPA whatsoever, and all deeds, mortgages, contracts and other instruments requiring execution by NHIPA, may be signed by the President or the Treasurer, and authority to sign any of the foregoing, which may be general or confined to specific instances, may be conferred by the Board of Directors upon any other person or persons. Any person having authority to sign on behalf of NHIPA may delegate, from time to time, by instrument in writing, all or any part of such authority to any other person or persons if authorized to do so by the Board of Directors, which authority may be general or confined to specific instances. Facsimile signatures on checks may be used if authorized by the Board of Directors.

#### **ARTICLE XV-AMENDMENTS**

The Articles of Incorporation and these Bylaws may only be amended by a two-thirds vote of the Board of Directors.