

# Bylaws of the Broomfield High School Band Parents Association

## Article I. Name

The name of the organization is the Broomfield High School (BHS) Band Parents Association, Incorporated (BBPA).

The BBPA is a private, not-for-profit association organized exclusively for charitable, educational and benevolent purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

## Article II. Purpose

The primary purpose of the BBPA is to support the operation and development of the Broomfield High School band programs.

Band programs served by the BBPA include all band, guard, and related groups at BHS, both classroom and extra-curricular. This may include, but is not limited to: marching band, color guard, concert band, jazz band, pep band, winter percussion, winter guard, and small ensembles. References throughout these bylaws to “band programs” refer to any and all such groups unless specifically noted otherwise.

The BBPA supports the operation and development of the BHS band programs via fundraising and financial support as well as logistics and operational support of band program activities. Additionally, the BBPA promotes student leadership, fosters a sense of community amongst the band students, instructors, and parents, and encourages local community interest and support of the BHS band programs.

## Article III. Membership

### ***Section III.1 Membership Classes and Privileges<sup>1</sup>***

Parents and guardians of students participating in any BHS band program during all or part of the school year are automatically Members of the BBPA for the duration of that school year. Members must be current in their financial commitments to the organization to be considered “In Good Standing” with full membership privileges as defined throughout these bylaws (e.g., eligible to vote on issues presented to the general membership, eligible to hold office, etc.).

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<sup>1</sup> Multiple classes of BBPA membership preserve voting and other privileges for parent/guardian members, while allowing non-parent/guardian members to participate in planning, fundraising, and other support. Note that Bingo regulations for the State of Colorado stipulate that Bingo workers for an organization must be active, bona fide members of the organization.

## BBPA Bylaws

Students participating in any BHS band program during all or part of the school year are automatically Student Members of the BBPA for the duration of that school year. Student Members are encouraged to participate in the BBPA. Student Members of the BBPA are not eligible to vote or run for office in the organization.

Individuals in the community who participate in BBPA activities to support BHS band programs are automatically Supporting Members of the BBPA. Supporting Members of the BBPA are not eligible to vote or run for office in the organization.

Instructors, including the Band Program Director, are welcome to participate in the BBPA but are not members of the BBPA unless they are also the parent or guardian of a student participating in a BHS band program. If they are the parent or guardian of such a student, they are eligible to vote but (to avoid conflicts of interest) instructors cannot hold elective office in the BBPA.

Non-members, Student Members, Supporting Members, and Members who are not In Good Standing are welcome to offer, second, and discuss motions during BBPA general membership meetings. Only Members In Good Standing are allowed to vote.

References throughout these bylaws to “Members” of the BBPA refer only to the parent/guardian Members, and not to the Student or Supporting Members of the BBPA. References to the “general membership” include all classes of members (parent/guardian Members, Student Members, and Supporting Members).

### ***Section III.2 Dues***

Dues, if any, will be established by the BBPA Board. If dues are charged, a member must have paid his or her dues at least 7 calendar days before a general membership meeting to be considered a Member In Good Standing with voting rights.

## **Article IV. Officers and Elections**

### ***Section IV.1 Officers***

Permanently standing officers of the BBPA shall be a President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer, and Deputy Treasurer.

Additional officer positions for the following year may be recommended by the BBPA Board, on an as-needed basis, prior to convening the Nominating Committee that will assemble the next year’s officer slate. These additional officer positions are subject to approval from the Members at the January or February BBPA general membership meeting at which the Nominating Committee is formed. The need for such additional officer positions shall be re-evaluated each year prior to convening the Nominating Committee. When determining the need for such additional officer positions, the BBPA Board shall note that V.1 sets a maximum size for the BBPA Board.

Officers shall serve without compensation of any kind.

**(a) President**

The President shall preside over all BBPA Board and BBPA general membership meetings, serve as an ex officio (by right of office) voting member of all committees, oversee the work of all officers and committees in accordance with the BBPA's and Band Program Director's mission, appoint standing committees/chairs as needed, oversee the budget, hold regular and ad hoc meetings with school administration officials, and serve as the spokesperson for the association.

**(b) 1<sup>st</sup> Vice President (Financial Resources)**

The 1<sup>st</sup> Vice President shall perform the duties of the President when the President is unavailable, oversee all fundraising activities, maintain the fundraiser activity calendar, and evaluate suggested fundraisers.

**(c) 2<sup>nd</sup> Vice President (Human Resources)**

The 2<sup>nd</sup> Vice President shall perform the duties of the President when the President and 1<sup>st</sup> Vice President are unavailable, oversee human resource support including recruitment of key volunteers, coordinate leadership development, oversee communication and documentation (parent notices/contract/handbook), and chair the Nominating Committee.

**(d) Secretary**

The Secretary shall record minutes of all BBPA Board and general membership meetings, maintain BBPA files including bylaws, minutes, membership lists and the Parent Handbook, maintain the master BBPA activity calendar, communicate calendar updates to the web designer, and communicate notices to the BBPA general membership and BBPA items to the BHS newsletter.

**(e) Treasurer (Accounts Payable)**

The Treasurer shall oversee all financial and accounting activities of the BBPA, maintain full accounting of receipts, disbursements, assets, and liabilities of the BBPA, chair the budget committee, prepare monthly and annual financial reports, make disbursements as authorized by the BBPA Board, and assure that the BBPA meets all tax and regulatory obligations as a non-profit organization.

**(f) Deputy Treasurer (Accounts Receivable)**

The Deputy Treasurer shall oversee collection of all program fees, oversee collection of all fundraising proceeds, be responsible for respective program bank deposits, and report all receipts to the Treasurer on a regular (at least monthly) basis.

The Deputy Treasurer shall also perform the duties of the Treasurer when the Treasurer is unavailable.

## **Section IV.2 Nominations and Elections**

### **(a) Nominations**

A Nominating Committee shall be selected by vote of the Members at a BBPA general membership meeting in January or February of each year. The committee shall consist of at least 2 BBPA Members In Good Standing in addition to the 2<sup>nd</sup> Vice President who chairs the committee.

The Nominating Committee shall select a preliminary slate of nominees for each office approved for the following year (i.e., the regular offices plus any additional offices approved as described in IV.1). The Nominating Committee shall present the preliminary slate to the membership at a BBPA general membership meeting in March. Additional nominations may be made from the floor at that meeting. Nominations from the floor need not be seconded. The Nominating Committee's nominations are treated as if being made from the floor, no second or vote being required to accept them.

The Nominating Committee shall verify that all nominees are eligible (see IV.2b) and shall obtain the consent of each nominee before finalizing the slate. No additional nominations may be accepted after the March general membership meeting.

The Nominating Committee shall obtain biographies stating each candidate's qualifications for the office being sought. The committee shall distribute a final slate (document) listing each office, the nominee(s) for that office, and each nominee's biography/qualifications for office. This slate shall be distributed to the membership prior to the April election, in accordance with the Notice requirements in VI.4.

Finally, the Nominating Committee shall prepare a paper ballot for the election, and shall arrange for at least 2 people (who meet the requirements in VI.5) to count ballots at the election.

### **(b) Eligibility**

Members are eligible for office if they are Members In Good Standing at least 7 calendar days before the Nominating Committee presents its final slate to the membership at the March general membership meeting.

Two members of the same family may not serve as officers at the same time. An individual may not consecutively follow an immediate family member in the same officer position.

### **(c) Terms of Office**

Officers serve a term of one year, but may be re-elected. The term of office is from June 1 to May 31 of the following year.

No individual shall serve in the same office for more than two consecutive terms.

#### **(d) Elections**

Election of officers shall be by written ballot at a BBPA general membership meeting in April. Holding this election in conjunction with the awards banquet/ceremony is acceptable as long as requirements specified in VI, General Membership Meetings (i.e., notice, quorum, vote, etc.) are followed.

After the election, the current Secretary shall forward the list of elected officers to the Colorado Secretary of State, the Colorado Bandmasters Association (CBA), Boulder Valley School District (BVSD) Accounting, and the BHS Principal.

#### **(e) Transition to New Officers**

All departing officers shall work with the new officers until June 30 to complete the business for the fiscal year that has just ended.

All departing officers shall fully train their successor in the responsibilities of the position and deliver to their successor all books, papers, funds, and other property of the organization in their possession no later than June 30.

### ***Section IV.3 Resignation***

An officer may resign from office at any time by delivering written notice to the BBPA President or Secretary. The resignation is effective upon receipt of the notice or at a future time stated in the notice.

### ***Section IV.4 Removal from Office***

An officer may be removed from office for acting illegally or improperly in fulfilling the duties of their office, or for failing to carry out the obligations of office. Removal from office shall first require a two-thirds vote of the BBPA Board at any BBPA Board meeting for which adequate notice has been given of the proceedings. Following approval by the BBPA Board, actual removal from office must also be approved by a two-thirds vote of BBPA Members at any BBPA general membership meeting for which adequate notice has been given of the proceedings. (See V and VI regarding BBPA Board and general membership meeting Notice and Quorum requirements.)

Prior to the vote by both the BBPA Board and the BBPA Members, such officer shall be given an opportunity to present his or her case to the Board/membership.

### ***Section IV.5 Vacancies and Appointments***

In the event that an office becomes vacant for any reason the BBPA Board shall appoint a qualified interim board member. If the appointment is made less than 6 months before the end of the term, the interim board member shall serve for the duration of the term. This partial year of service by the interim board member shall not count toward that officer's term limits.

If the appointment is made 6 or more months before the end of the term, the interim board member shall serve only until a formal election can take place at a meeting of the general membership. A Nominating Committee shall be formed to select a new nominee for the vacated

office. Nomination and election of a new officer shall follow the procedures specified in IV.2 except that special meetings may be called to expedite the process (see VI.3). This partial year of service by the elected board member shall count as a year toward that officer's term limits.

The new officer (appointed or elected) shall hold office until the next annual election of officers.

## **Article V. BBPA Board**

### ***Section V.1 Membership***

The officers of the BBPA plus the Band Program Director shall constitute the BBPA Board. To avoid conflicts of interest, the Band Program Director is a non-voting member of the BBPA Board.

For efficiency, the maximum number of Board members shall be 10.

### ***Section V.2 Responsibilities***

The BBPA Board shall oversee the affairs of the BBPA. The Board is responsible for ensuring that the assets and activities of the organization are dedicated to the organization's purpose (see II) and for protecting the interests of the organization (including its non-profit status).

Specific responsibilities include planning and organizing, defining policies and procedures, proposing a budget to the general membership, monitoring expenses against the approved budget, authorizing contracts, risk management, recruiting and recognizing volunteers, setting and monitoring fundraising strategies, soliciting contributions and grants, creating standing and temporary committees as needed, ensuring BBPA financial and regulatory compliance, and other such responsibilities that are identified herein.

### ***Section V.3 Meetings***

The BBPA Board shall meet regularly to manage the affairs of the BBPA.

The agenda shall include at least the following items: review/approval of minutes from the previous BBPA Board meeting, the Treasurer's Report, and reports from each of the other officers and the Band Program Director.

The Board is authorized to invite individuals from the BBPA general membership or community members to address the Board on topics of interest to the Board and/or to act as advisors to the Board. Such participants are guests of the Board; they are not considered Board members and thus have no Board voting privileges.

Individuals from the BBPA general membership and community members may request to be placed on the agenda of a BBPA Board meeting to present issues or concerns to the Board's attention. Such requests shall be made through the BBPA Secretary for scheduling into the next Board meeting with time available on the agenda.

A report of business transacted by the BBPA Board shall be made by the President to the general membership at the next general membership meeting.

#### ***Section V.4 Notice***

Notice of any regular or special BBPA Board meeting shall be given to all members of the Board at least 7 days prior to the meeting. Notice may be given by paper (e.g., flyer, band calendar, etc.) or electronically (e-mail, text-message, etc.) and shall include the date, time, location, and purpose of the meeting.

#### ***Section V.5 Quorum and Vote***

A quorum at BBPA Board meetings shall consist of two-thirds of the voting membership of the Board. (Vacant offices are not counted when determining quorum.) Any Board member may participate in a Board meeting remotely by any means of communication by which all Board members can hear each other during the meeting (e.g., speakerphone). Any Board member thus participating in a meeting shall be deemed to be present in person at the meeting (and therefore counts toward determining quorum).

Each voting member of the Board is allocated one vote on issues decided by the BBPA Board.

Unless otherwise directed by these bylaws, a simple majority vote by members in attendance will constitute a decision by the Board. In the event of a tie, the President's vote shall be the deciding vote.

Discussing Board business via e-mail is allowed. Voting by e-mail is allowed only if the decision is unanimous. (If the decision is not unanimous, then the Board shall meet and confer before making a decision.)

Voting by proxy, mail, or text-message is prohibited.

## **Article VI. General Membership Meetings**

### ***Section VI.1 Responsibilities***

BBPA Members have decision-making authority over election of officers, final budget approval, bylaws approval, approval of revisions to the budget and bylaws, and approval of motions made during meetings.

The BBPA general membership provides financial and volunteer resources to the organization.

### ***Section VI.2 Regular Meetings***

Regular meetings of the general membership shall be held as often as necessary to conduct the business of the organization but at least 6 times per year as determined by the BBPA Board.

The agenda shall include at least the following items: review/approval of minutes from the previous general membership meeting, the Treasurer's report, the Band Program Director's report, and the President's BBPA Board report.

### **Section VI.3 Special Meetings**

Special meetings of the general membership may be called to bring time-sensitive issues to the attention of the general membership, and/or to vote on issues requiring Member approval.

Special meetings may be called by the President, any two members of the BBPA Board, or any five individuals from the general membership submitting a written request to the Secretary. The Secretary shall set the time and place of such meeting as is expedient, subject to the Notice requirements in VI.4. (Note: Committee meetings and working sessions are not considered special meetings and thus are not subject to the Notice requirements in these bylaws.)

### **Section VI.4 Notice**

Notice of any regular or special general membership meeting shall be given to the general membership at least 10 days prior to the meeting. Notice may be given by paper (e.g., flyer, band calendar, etc.) or electronically (e-mail, text-message, etc.) and shall include the date, time, location, and purpose of the meeting. Notice shall include any required supporting documentation (e.g., text of any proposed bylaws changes).

### **Section VI.5 Quorum and Vote**

A quorum at general membership meetings shall consist of those present at a duly called meeting. Remote participation in a meeting (e.g., via speakerphone) is not allowed.

Only Members In Good Standing are allowed to vote. The usual method of taking a vote is by voice vote or show of hands. However, officer elections shall be conducted by paper ballot, and any Member may request vote by paper ballot for any issue presented to the Members. Such requests for a vote by paper ballot need not be seconded; a single request is sufficient to require a paper ballot vote.

Unless otherwise directed by these bylaws, a simple majority vote by Members In Good Standing in attendance and voting will constitute a decision by the BBPA. For paper ballots, blanks are ignored (not counted as a *yes* or *no*, nor toward the total count when determining majority). In the event of a tie, the President's vote shall be the deciding vote.

The Secretary shall verify that only Members In Good Standing are given paper ballots, and that no Member votes twice. Paper ballots shall be counted by at least 2 people. For officer elections, paper ballots shall be counted by persons other than the Nominating Committee and the nominated officers.

If no candidate receives a majority vote for a particular office, the candidate for that office with the fewest number of votes shall be dropped from the slate of nominees for the next vote. This process shall continue until a candidate receives a majority vote.

When voting by paper ballot is complete, those counting the votes shall prepare a written summary of the results.

For officer elections, the 2<sup>nd</sup> Vice President (the chair of the Nominating Committee) shall announce the results of the vote. For all other votes, the President shall announce the results of the vote.

Voting by proxy, mail, e-mail, or text-message is prohibited.

Voting results shall be included in the minutes of the meeting.

## **Article VII. Finances**

### ***Section VII.1 Fiscal Year***

The fiscal year of the organization is from June 1 to May 31 the following year.

### ***Section VII.2 Budget Management***

The BBPA shall operate under a budget approved by the Members. See VII.3 for the process of creating and approving the budget.

The BBPA Board is authorized and responsible for ensuring that the BBPA operates within its approved budget. The Board shall manage to the bottom line within each band program (meaning it may approve moving funds between various budget line items as long as the total budget does not change for any given band program). However, any increase to the total budget for a given band program requires prior approval of the Members.

### ***Section VII.3 Budget Creation and Approval Process***

Creation of an annual budget shall be a cooperative effort between the BBPA Board, the instructors, and key parent volunteers, under the leadership of the President and Treasurer. Final authority for creation of a draft budget is the responsibility of the BBPA Board. Final approval of the budget is the responsibility of the BBPA Members.

The budget shall be created in a two-step process. In the spring, the current BBPA Board shall work with the incoming BBPA Board (and others listed in the previous paragraph) to draft an interim budget for the summer and early fall (typically marching band season). (The current BBPA Board may begin this process independently before election of the new Board, and then involve the incoming Board after the election.) This proposed interim budget requires approval by the BBPA Members in May. In the summer and early fall, the new BBPA Board (and others listed in the previous paragraph) shall draft a final budget for the remainder of the fiscal year. This final budget requires approval by the BBPA Members in the fall. This two-step process provides a current budget for the summer and early fall programs and yet allows current year parents to be involved in the budget approval process for the remainder of the year.

### ***Section VII.4 Records and Reports***

Every month (including during the summer), the Treasurer shall prepare a report of financial activity for the BBPA Board and general membership. The report shall include year-to-date performance against the approved budget for each budget category (both income and expense).

The completed report shall be presented to the BBPA Board and general membership either in person at a general membership meeting or via e-mail.

Any officer may examine the books and other financial records of the BBPA. Any Member may request to participate in such an examination.

### ***Section VII.5 Internal Controls***

Every check shall be signed by at least 2 officers. Authorized signatures for each account shall be established at the first BBPA Board meeting of the fiscal year.

Officers and the general membership shall use the BBPA post office box for all BBPA official correspondence (notices, bank statements, invoices, payments, etc.), unless otherwise required by law. For convenience, merchandise ordered for band programs may be sent to the home address of an officer or member as long as the BBPA post office box is used as the billing address.

All financial documents (including, but not limited to receipts, bank deposit slips, invoices, packing slips, requests for disbursements, documentation for use of assets (such as scrip/gift-cards), etc.) shall be immediately forwarded to the Treasurer.

Funds received for fees and income from fundraising events and other sources shall be deposited into the bank immediately at the end of the event at which the funds have been received. Exceptions to this same-day deposit requirement may be approved by the BBPA Board (e.g., for small receipts, back-to-back fundraising sessions, non-cash receipts, etc.).

Requests for reimbursement for expenses incurred on behalf of the band shall be made in writing, with source documentation of both the amount to be reimbursed (e.g., original receipt) and the purpose (including budget line item) of the expenditure. All reimbursement requests must be approved by an officer before the Treasurer disburses any funds. No officer may sign off on their own reimbursement requests.

The Treasurer shall reconcile all bank accounts on a monthly basis.

In addition, bank statements shall be examined monthly by an officer or BBPA member who is not a signer on the account. The reviewer shall verify that the expenses paid were legitimate band expenses, and that all checks were signed by 2 BBPA officers. This reviewer shall be appointed by the BBPA Board at the first BBPA Board meeting of the fiscal year.

### ***Section VII.6 Tax and Regulatory Compliance***

The Treasurer shall ensure that all tax and regulatory requirements are met on a timely basis. This includes facilitation of filing an annual Form 990 with the IRS, filing the Annual Report and Charitable Solicitations registration with the State of Colorado, and sending copies to the BVSD Accounting office and BHS Principal.

The Treasurer is authorized to seek outside accounting, tax, and/or regulatory advice and assistance as needed. The Treasurer shall obtain approval from the BBPA Board, in advance, for funding to cover any costs associated with this outside advice or assistance.

### **Section VII.7 Annual Financial Examination**

An independent financial examination shall be carried out at the end of the fiscal year. The examination is an independent verification of the BBPA's financial practices. It can also highlight areas for improvements in financial control and reporting.

Detailed guidelines for conducting the financial examination are spelled out in a separate document titled "Audit / Financial Review Policy".

Findings from the examination shall be presented both to the BBPA Board and to the general BBPA membership.

This requirement for a financial examination does not prohibit the BBPA Board from authorizing a more formal financial review or audit if deemed appropriate (e.g., if required for a grant application).

## **Article VIII. Committees**

Standing committees and/or ad hoc committees shall be established by the BBPA Board on an as-needed basis. Committee chairs shall be appointed by the President with approval from the BBPA Board.

## **Article IX. Parliamentary Authority**

Robert's Rules of Order shall govern BBPA Board and general membership meetings when they are not in conflict with these bylaws.

## **Article X. Student Band Board**

The BBPA shall select one member (parent or guardian) to serve as an adult advisor to the Student Band Board (SBB – the student leadership team for all the band programs).

If the BBPA Board determines that such an advisor to the SBB shall also serve as an officer of the BBPA (see IV.1), then this advisor shall be nominated and elected as any other officer of the organization (see IV.2). Otherwise, the SBB advisor shall be appointed by the BBPA Board.

## **Article XI. Amendments**

These bylaws may be amended at any duly called regular or special general membership meeting for which such amendments are advertised as on the agenda. (See VI.4.) The exact text of any amendment(s) shall be made available to the general membership in accordance with the Notice requirements in VI.4.

Amendments require a two-thirds majority of Members in attendance and voting to be approved.

The President shall convene a committee to review (and update if necessary) these bylaws at least every three years.

## **Article XII. Dissolution**

If the BBPA Board resolves, by a two-thirds majority, that dissolution of the BBPA is advisable, the proposed dissolution shall be submitted to the Members for approval. The proposed dissolution may be submitted for vote at any duly called regular or special BBPA general membership meeting for which such a dissolution proposal is advertised as on the agenda. (See VI.4.)

Dissolution requires a two-thirds majority of Members in attendance and voting to be approved.

Upon dissolution of the BBPA, after payment of all liabilities and compliance with all statutory requirements for dissolution, the remaining assets shall be given to the Principal of Broomfield High School, as Trustee, for the express purpose of purchasing instruments, equipment, supplies, and/or materials for any of the BHS band programs.

## **Article XIII. Acceptance and Revision History**

Three different historical drafts of BBPA bylaws were found in the BBPA records during the 2007-2008 school year. Only one of these was dated (9/20/05); the others appear to be much older. None of the versions have version/revision numbers. There is no known record that any of these drafts were ever formally approved by the BBPA membership. Nor is it known which version of the bylaws accompanied the incorporation papers submitted to the IRS when applying for the organization's 501(c)(3) status.

Version 1.0 is based upon these 3 historical documents, combined with ideas from other band parents organizations' bylaws, an understanding of current BBPA practices, recommendations from the 1<sup>st</sup> annual financial examination completed in August of 2008, and comments on the 2005 bylaws draft by several current BBPA members. Version 1.0 was approved by the general membership on October 15, 2008.

Version 1.1 fixed inconsistent terminology, clarified ambiguities and usage regarding classes of members, and added numerous internal control and procedural requirements recommended by an external accountant/auditor. Version 1.1 was approved by the BBPA Members on 2/4/09.

Amendments to these bylaws shall be documented in this section going forward, indicating the new version number, date of approval by the BBPA membership, and a high level summary of the changes (e.g., "Version x.y was approved by the general membership on mm/dd/yyyy and includes the following changes ...").

A standard two-tiered version numbering system shall be used. Major revisions require an increase to the number before the decimal point and minor revisions require an increase to the number after the point. For example, a minor revision to version 1.2 shall result in a new version number 1.3, while a major revision to version 1.2 shall result in a new version number 2.0. The approval date and new version number shall be updated in the page footer, so that the most current version of multiple versions of these bylaws can be easily determined.