**CPP Band Boosters Bylaws**

(Adopted October 1, 2020)

**ARTICLE I**

**Name, Offices, Fiscal Year, Organization**

1.1 The name of the corporation is the CPP Band Boosters, Inc. (hereinafter referred to as “Booster Club”). The principal office of the Booster Club is located at Corning-Painted Post High School, 201 Cantigny Street, Corning, NY 14830. The mailing address is P.O. Box 936, Corning, NY 14830.

1.2 The Booster Club fiscal year runs from July 1 through June 30.

1.3 The Booster Club has been established as a nonprofit, 501(c)(3) tax exempt corporation located in the State of New York, County of Steuben, City of Corning.

1.4 The Booster Club website is CPPBands.org.

**ARTICLE II**

**Purpose**

2.1 To support and encourage all facets and all members of the CPP High School Band program.

2.2 To work cooperatively with the Band Directors, CPP High School Administration, CPP Area School District Administration and the CPP Area Board of Education to promote and facilitate programs and activities which advance the goal of providing the highest standard of music education for our students.

2.3 To encourage a spirit of fellowship and cooperation among the membership of the Booster Club and with the community at large.

**ARTICLE III**

**Membership**

3.1 There shall be two levels of membership: Regular Members and Associate Members.

1. Regular Members - parents and/or guardians of current CPP students. Regular Members have the privilege of making motions, voting and holding office. Officers shall retain Regular membership status until the end of their term.
2. Associate Members - can be, but are not limited to, alumni CPP band students, Booster Club alumni and other family members (over age 18) of current students. Associate Members may serve on committees but may not vote or be elected to hold office.

3.2 All prospective members must complete a membership form at the beginning of each school year or when joining the Booster Club during the school year. Applications are to be submitted to the Secretary of the Booster Club.

3.3 To comply with nonprofit regulations, all members must sign an annual Acknowledgement of Conflict of Interest Policy (Addendum B). The acknowledgement forms are to be submitted to the Secretary of the Booster Club.

3.4 The Secretary of the Booster Club shall maintain a current record of the Regular (voting) and Associate (non-voting) Members and the Acknowledgement of Conflict of Interest Policy forms.

**ARTICLE IV**

**Meetings**

4.1 Regular General Membership Meetings (hereinafter referred to as “Regular Meetings”).

1. Regular Meetings of the Booster Club will be planned monthly throughout the school year. Meetings may be in person and/or virtual. Regular Meetings may be rescheduled by the Executive Committee with a minimum of 5 days’ notice. Regular Meetings canceled due to weather may be rescheduled as needed.
2. Participation by 1/10th of the registered Regular Members shall constitute a quorum and shall be necessary to conduct Booster Club business. The members participating at any Regular Meeting of the Booster Club may adjourn the meeting in the absence of a quorum.
3. Whenever members are required or permitted to take action by vote, the action must be approved by a majority of the Regular Members participating in the meeting.
4. Voting by proxy shall not be permitted. Voting in a virtual meeting would be acceptable.

4.2 Annual General Membership Meeting (hereinafter referred to as “Annual Meeting”).

1. The Annual Meeting will take place during the December Regular Meeting. At this meeting officers will be elected for the term beginning January 1.
2. Guidelines for a quorum and voting are the same as for a Regular Meeting.

4.3 Special Meeting of the General Membership (hereinafter referred to as “Special Meeting”).

1. A Special Meeting may be called by a majority of the members of the Executive Committee. The Secretary shall cause notice of such a meeting to be electronically delivered at least 2 days but not more than 60 days before the scheduled date of such Special Meeting. Notice shall give the date, time, location and purpose of meeting. Meetings may be in person and/or virtual.
2. No other business but that specified in the notice may be transacted at such a Special Meeting without the unanimous consent of all Regular Members participating in such a meeting.
3. A Special Meeting will require a quorum of a minimum of 10 Regular Members to include at least 4 Executive Committee members.
4. Voting by proxy shall not be permitted. Voting in a virtual meeting would be acceptable.

4.4 Informational Meetings

1. Informational Meetings may be scheduled as necessary for a variety of purposes. Examples include, but are not limited to: general information on the Band program and different opportunities available, details regarding trip plans (expectations, rules, housing, travel and dining arrangements).
2. Informational Meetings may be open to members, prospective members and non-members. Meetings may be in person and/or virtual.

4.5 Notice of any meeting shall be electronically delivered to every member and shall state the time and location of the meeting. The notice will be sent to the member at their address as it appears on the Booster Club email distribution list. Notice will also be posted on the Booster Club website.

**ARTICLE V**

**Officers**

5.1 The Regular Members shall elect the following officers of the Booster Club: a President, one or more Vice Presidents, a Treasurer, an Assistant Treasurer and a Secretary. Each officer commits to transparency, accessibility and accountability in their governance.

5.2 Powers of the Officers

1. President

* Guide and direct the Booster Club presiding at all meetings: Regular Meetings, Annual Meetings, Special Meetings and meetings of the Executive Committee.
* Establish a close working relationship with the Band Directors.
* Maintain a positive and productive relationship with the administration at CPP High School, CPP Area School District and Board of Education.
* Appoint all committee chairpersons.
* Perform other duties as pertains to the office of President.

1. Vice Presidents

* If there is more than one Vice President, one Vice President shall be elected Executive Vice President.
* In such a case as the President becomes unwilling or unable to perform their duties as described above, whether by absence, illness or other temporary condition, the Executive Vice President shall function with the same powers and shall function as President until the President returns to the position.
* Each Vice President shall have such other powers and perform such other duties as may be needed by the Booster Club to plan and execute fundraising campaigns and to coordinate and manage shows, competitions and events sponsored by the Booster Club.

(C) Treasurer

* The Treasurer shall arrange for the custody of the Booster Club’s funds, shall review the Booster Club’s financial statements and shall perform all the duties customary to that office. Such checks or drafts, as may be necessary for the conduct of the affairs of the Booster Club, shall be signed by the Treasurer and/or such other officer or officers of the Booster Club as may be authorized from time to time by resolution of the Executive Committee.
* The Treasurer shall be required to prepare a financial report for presentation at Regular Meetings.
* The Treasurer shall prepare and present to the Executive Committee a monthly statement detailing all deposits, disbursements, and outstanding income and obligations for review.
* At the end of the fiscal year, the Treasurer will prepare financial records for audit by a Certified Public Accountant.
* Perform other duties as pertains to the office of the Treasurer.

(D) Assistant Treasurer

* The Assistant Treasurer shall be the liaison between fundraising and maintain all individual student accounts.
* Shall assist and support the Treasurer as needed or in the Treasurer’s absence during shows or events hosted by the Booster Club.

(E) Secretary

* The Secretary shall attend, record and present typed minutes at all Regular Meetings, Annual Meetings and Special Meetings.
* The Secretary will be responsible for maintaining a roster of all Regular Members and Associate Members of the Booster Club.
* The Secretary shall prepare and electronically deliver notices of all Regular Meetings, Annual Meetings, Special Meetings and Informational Meetings of the Booster Club.
* Perform other usual duties as pertains to the office.

5.3 Length of Term for Officers

1. The length of term for the President, Vice Presidents and Secretary shall be 1 year.
2. The length of term for the Treasurer and the Assistant Treasurer shall be 2 years.
3. The terms of the Treasurer and Assistant Treasurer shall be staggered so that only one office will be elected each year.

5.4 Nomination Procedure for Officers

1. A Nominating Committee consisting of at least 1 Band Director and 2 Regular Members of the Booster Club shall be convened in October to review self-nominated applicants and other possible candidates for open officer positions.
2. The Nominating Committee will present a slate of candidates at the November Regular Meeting. Officers will be elected at the Annual Meeting.

5.5 Election of Officers

1. At the Annual Meeting, officers will be elected by majority vote.
2. Voting shall be by secret ballot unless there is only one candidate for the office, then a voice vote or show of hands may be used.
3. Voting by proxy shall not be permitted. Voting in a virtual meeting would be acceptable.

5.6 Term Limits - An officer may be elected to serve in a position for no more than 4 consecutive terms, or in the case of Treasurer and Assistant Treasurer, 2 consecutive terms. Subject to such limitation an individual may be elected to an unlimited number of terms.

5.7 Resignation and Removal

1. Any or all of the officers may be removed for cause by a majority vote of the Regular Members present at a Regular Meeting or Special Meeting.
2. An officer may resign at any time by giving written notice to the Executive Committee, President or Secretary of the Booster Club. Unless otherwise specified in the notice, the resignation shall take effect upon receipt by the Executive Committee.

5.8 Vacancies

1. Vacancies of elected officers due to resignation, death or removal with cause shall be managed by the Executive Committee, except for the President’s office, which will be filled by the Executive Vice President.
2. The term of the officer so selected will be until elections at the Annual Meeting.
3. If the vacancy occurs less than three months before the Annual Meeting the Executive Committee may leave the position (except for the President) unfilled if the responsibilities of the office can be performed by one or more other officers.

**ARTICLE VI**

**Executive Committee**

6.1 Members of the Executive Committee include all Booster Club officers: President, Vice Presidents, Treasurer, Assistant Treasurer, Secretary and CPP High School Band Directors. The Booster Club’s immediate past President may also participate as an advisor if he or she so desires but will not have voting privileges on the Executive Committee.

6.2 The Executive Committee will hold a meeting prior to Regular Meetings of the Booster Club. Other meetings can be scheduled as warranted by majority consent of the Executive Committee members.

6.3 Booster Club Regular Members may request to attend an Executive Committee meeting to present specific business by submitting a written request to the Secretary of the Booster Club. The request should include the names of the individuals requesting to attend and a description of the business to be discussed.

6.4 To maintain and respect the privacy of Booster Club members and student participants, the Executive Committee may go into Executive Session. Only Executive Committee members may be in attendance during these times.

6.5 The Executive Committee shall perform a quarterly review of all bank statements of the Booster Club.

6.6 No member of the Executive Committee shall receive, directly or indirectly, any compensation from the Booster Club, except for reimbursement for disbursements actually incurred.

6.7 The Booster Club shall not make any loans to any member of the Executive Committee or to any entity in which one or more Executive Committee members holds any substantial financial interest, unless such entity has the designated status of Not-for-Profit Corporation.

6.8 All members of the Executive Committee should refrain from situations or actions which might impair their ability to serve the best interests of the Booster Club, its members or the students they serve and should be diligent in identifying and preventing potential conflicts.

**ARTICLE VII**

**Insurance, Budget, Purchase and Disposition of Assets**

7.1 The Booster Club shall purchase and maintain insurance to adequately protect its financial and legal interests.

7.2 Budget for the Booster Club

1. The Treasurer, with input from the other officers, Band Directors and committee chairs shall prepare a proposed annual budget to be presented at the Regular Meeting in May.
2. Regular Members shall be able to review and ask for clarification on the proposed budget until it is brought to a vote at the Regular Meeting in June.
3. The budget shall be adopted if a majority of the Regular Members approves the complete budget at the June Regular Meeting.

7.3 Any unbudgeted purchase over $ 2,500 shall require authorization by a majority vote of the Regular Members.

7.4 Any sale, lease, exchange or other disposition of an asset or assets over $2,500 owned by the Booster Club shall be approved by a majority vote of the Regular Members.

7.5 No member, officer or Band Director of the Booster Club shall be liable for any of the debts of the Booster Club, except as such party may personally endorse or guarantee such a debt of the Booster Club.

**ARTICLE VIII**

**Committees**

8.1 The Executive Committee has the sole authority to form committees as needed that may serve the Booster Club and to designate the respective chairs of such committees.

8.2 Standing Committees shall include, but not be limited to Home Shows and Events, Fundraising, Chaperones, Uniforms and End of Year Banquet.

8.3 Special Committees may be empaneled as deemed necessary by the Executive Committee.

**ARTICLE IX**

**Amendments to Bylaws**

9.1 These bylaws may be added to, amended or repealed, in whole or in part, by a 2/3 vote of the Regular Members participating at any Regular Meeting or Special Meeting at which a quorum is participating, provided that written notice of the proposed addition, amendment or repeal shall have been presented in the notice of such meeting.

**ARTICLE X**

**Dissolution**

10.1 In the event of dissolution of the Booster Club, any residual assets will be turned over to the band program of the CPP High School.

ADOPTED ON \_\_\_\_October 1\_\_\_\_\_\_, 2020

EFFECTIVE ON \_\_\_October 1\_\_\_\_ \_ , 2020

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**CPP Band Boosters Bylaws**

**Addendum A - Conflict of Interest Policy**

**ARTICLE I**

**Purpose**

The purpose of the conflict of interest policy is to protect the interests of the CPP Band Boosters, a New York 501(c)(3) nonprofit corporation (the “Booster Club”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable corporations.

**ARTICLE II**

**Definitions**

2.1 Interested Person Any member of the Booster Club, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (a) An ownership or investment interest in any entity with which the Booster Club has a transaction or arrangement; (b) A compensation arrangement with the Booster Club or with any entity or individual with which the Booster Club has a transaction or arrangement; or(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Booster Club is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Executive Committee or appropriate committee decides that a conflict of interest exists.

**ARTICLE III**

**Procedures**

3.1 Duty to Disclose In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Committee and members of committees with powers delegated by the Executive Committee considering the proposed transaction or arrangement.

3.2 Determining Whether A Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, he or she shall leave the Executive Committee meeting or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Committee members or committee members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest

(A) An Interested Person may make a presentation at an Executive Committee meeting or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(B) The Executive Committee or committee chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(C) After exercising due diligence, the Executive Committee or committee shall determine whether the Booster Club can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(D) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Committee or committee shall determine by a majority vote of the disinterested members of the Executive Committee or committee whether the transaction or arrangement is in the Booster Club’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.4 Violations of the Conflict of Interest Policy

(A) If the Executive Committee or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(B) If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the Executive Committee or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

**ARTICLE IV**

**Records of Proceedings**

The minutes of the Executive Committee and all committees with powers delegated by the Executive Committee shall contain: The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the Executive Committee or committee as to whether a conflict of interest in fact existed. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**ARTICLE V**

**Annual Statement**

Each member shall annually sign a statement, in the form attached hereto and entitled “Acknowledgement of Conflict of Interest Policy,” which affirms such person:

* Has received a copy of the conflict of interest policy.
* Has read and understands the policy.
* Has agreed to comply with the policy.

**CPP Band Boosters Bylaws**

**Addendum B - Acknowledgement of Conflict of Interest Policy**

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, acknowledge receipt of the CPP Band Boosters, a New York 501(c)(3) nonprofit corporation (the Booster Club”), Conflict of Interest Policy (the “Policy”). I have read the Policy and understand the Policy, and I agree to comply with the Policy as well by the rules, regulations and policies that may be established in connection with the Policy in the future.

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Date Signature