

MEDFORD BAND PARENT ORGANIZATION, INC.

Bylaws

Article I NAME AND PURPOSE

- 1.1 Name
- 1.2 Purpose
- 1.3 Supported Groups

Article II OFFICES

- 2.1 Principle Office
- 2.2 Resident Agent

Article III MEMBERS OF THE CORPORATION

- 3.1 Classes
 - 3.1.1 Senior Member
 - 3.1.2 Junior Member
 - 3.1.3 Associate Member
- 3.2 Voting Privileges
- 3.3 Expulsion

Article IV BOARD OF DIRECTORS

- 4.1 The Directors
- 4.2 Powers
- 4.3 Chairperson of the Board

Article V OFFICERS OF THE CORPORATION

- 5.1 The Officers
- 5.2 Election
- 5.3 Term of Office
- 5.4 Vacancies and Resignations
- 5.5 Removal
- 5.6 President
- 5.7 Vice President for Outreach and Fundraising
- 5.8 Vice President for Inventory
- 5.9 Treasurer
- 5.10 Secretary
- 5.11 Controller

Article VI MEETINGS OF MEMBERS

- 6.1 Place and Time of Meetings
- 6.2 Number
- 6.3 Annual Meeting
- 6.4 Regular Meetings
- 6.5 Special Meetings
- 6.6 Notice of Meetings

- 6.7 Quorum
- 6.8 Proxies

Article VII MEETINGS OF THE BOARD DIRECTORS

- 7.1 Place and Time of Meetings
- 7.2 Number
- 7.3 Special Meetings
- 7.4 Transitional Meeting
- 7.5 Quorum
- 7.6 Action without a Meeting
- 7.7 Proxies

Article VIII FINANCES

- 8.1 Fiscal Year
- 8.2 Budget
- 8.3 Disbursement of Funds
- 8.4 Reporting

Article IX GENERAL MATTERS

- 9.1 Instruments in Writing
- 9.2 Certification and Inspection of Bylaws
- 9.3 Parliamentary Authority
- 9.4 Dissolution

Article X INDEMNIFICATION

Article XI CONFLICTS OF INTEREST

Article XII ADOPTION, AMENDMENT, OR REPEAL

- 12.1 Bylaws
- 12.2 Articles of Organization

MEDFORD BAND PARENT ORGANIZATION, INC.

Bylaws

ARTICLE I NAME AND PURPOSE

1.1 Name

The name of the corporation shall be Medford Band Parent Organization, Inc. (the "Corporation").

1.2 Purpose

(a) 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 (the "Code"), or the corresponding section of any future federal tax code.

(b) To engage in any lawful act or activity in furtherance of the foregoing purposes for which a corporation may be organized under Chapter 180 of the Massachusetts General Laws (the "Laws") as they may be now or hereafter amended.

1.3 Supported Groups

The supported groups shall be determined by the Board of Directors.

ARTICLE II OFFICES

2.1 Principal Office

The Board of Directors shall fix the location of the principal office of the Corporation at any place within the Commonwealth of Massachusetts (the "Commonwealth").

2.2 Resident Agent

The Board of Directors shall appoint a resident agent, as required by the Laws.

ARTICLE III MEMBERS OF THE CORPORATION

3.1 General

Membership shall be open to i) all parents or guardians of students in the supported groups; and ii) all parents or guardians of former students in the supported groups. All members are voting members. All members who have been a member in good standing for 6 consecutive months shall have the right to run for office.

3.2 Voting Privileges

An eligible voting member present at a regular or special meeting shall have the right to cast one vote per each of his/her children not yet used by another eligible voting member on any question pending before any such meeting.

3.3 Expulsion

The Corporation has a zero-tolerance policy for its members. A member of the Corporation may be expelled based on unethical behavior, obstructive behavior, failure to abide by these bylaws, or for any other action that the Board of Directors determines warrants an expulsion. The member in question shall be expelled by a vote of no less than a majority of the general membership and by a vote of no less than three quarters of the members present and voting upon such expulsion, provided that said member is notified in writing of intent to expel no earlier than fourteen calendar days prior to the meeting at which the vote will be taken.

ARTICLE IV BOARD OF DIRECTORS

4.1 The Directors

(a) All duly elected officers, as set forth in Section 5.2, shall be voting members of the Board of Directors (the "Board") for the length of their term of office.

(b) The Band Director shall be a non-voting and ex-officio member of the Board, providing direction and information concerning the supported groups and School Administration when needed.

(c) The Past-President shall be a non-voting and ex-officio member of the Board for one year after leaving office. The Past-President shall provide guidance and continuity to the current Board. If the previous year's president is also the current president, then this position is unfilled.

(d) The Middle School Liaison(s) shall be a voting member(s) of the Board and shall be the point of contact for middle school parents. This position shall also be subject to Section 5.2, Section 5.3, Section 5.4, and Section 5.5, replacing "Officer" with "Middle School Liaison". The number of Middle School Liaisons shall be determined by the current Board prior to any meeting where Middle School Liaisons are elected.

4.2 Powers

Subject to the provisions of Chapter 180 of the Laws, any limitations in the Articles of Organization of the Corporation (the "Articles of Organization") and these Bylaws related to action required to be approved by the members, the business and affairs of the Corporation shall be managed and all executive powers shall be exercised under the direction of the Board.

4.3 Chairperson of the Board

The Chairperson of the Board shall be the President of the Corporation.

ARTICLE V OFFICERS OF THE CORPORATION

5.1 The Officers

The officers of the Corporation shall be a President, two Vice Presidents, a Secretary, a Treasurer, and a Controller. Multiple offices may not be held by the same person, unless there is a vacancy or resignation. If such a situation arises, another duly elected member of the Board shall also serve in that office until the vacancy can be filled according to Section 5.4. An office may be shared by two (2) people upon a simple majority approval of the general membership.

5.2 Election

- (a) Election of officers shall be held at the May general meeting.
- (b) Nominations shall be taken from the floor at any meeting where elections are held.
- (c) Voting will be by secret ballot for each position. If there is only one candidate running for an office, then the vote will be by acclamation. Each ballot question shall have the name of each candidate and an option to abstain.

5.3 Term of Office

Each officer shall be elected to serve for one year, from July 1st to June 30th of the following calendar year.

5.4 Vacancies and Resignations

- (a) A vacancy or vacancies shall be deemed to exist (i) in the event of the death, resignation, or removal of any officer, (ii) if an officer position is added, or (iii) if the voting membership fails, at any meeting of members at which any officer or officers are elected, to elect the full number of officers to be elected at that meeting.
- (b) A duly elected officer shall serve in the vacant office until the office is filled by another eligible member.
- (c) Vacancies shall be filled by the affirmative vote of members holding a majority of the voting power present and voting at a duly held meeting at which a quorum is present, by unanimous written consent of all members entitled to vote thereon.
- (d) Any officer may resign effective upon giving written notice to the Board, unless the notice specifies a later time for the effectiveness of such resignation.
- (e) A reduction of the number of offices shall not remove any officer prior to the expiration of such officer's term of office.

5.5 Removal

- (a) Cause for removal shall be deemed to exist (i) when there is a conflict of interest, (ii) when an officer has involved himself or herself in unethical behavior, (iii) when an officer

fails to perform his or her duties, or (iv) when an officer fails to abide by these Bylaws, the Articles of Organization, the Laws, or the Code.

(b) Any officer may be removed, with cause, by the affirmative vote of members holding a two-thirds majority of the voting power present and voting at a duly held regular or special meeting at which a quorum is present or by the unanimous written consent of all members entitled to vote thereon.

5.6 President

(a) The powers and duties of the President are (i) to preside over all meetings of members, regular or special, and at all meetings of the Board; (ii) to delegate authority and act as a liaison to the Band Director, the Medford Public Schools Administration, the Medford School Committee, and other outside groups when necessary; (iii) to organize and control all fundraising activities; (iv) to be an ex-officio member of all committees; and (v) to perform all other duties as usually pertain to such office.

(b) The President shall be one of the signatories of the Corporation.

(c) The President shall be the Principal Officer of the Corporation.

5.7 Vice President for Outreach and Fundraising

The powers and duties of the Vice President for Outreach and Fundraising are (i) to substitute for the President when unavailable for said duties; (ii) to coordinate social functions; (iii) to obtain sponsorship and donations from other companies and individuals; (iv) to control all outreach done by the organization; (v) to have the authority to appoint committees to assist in the performance of duties; and (vi) to be an ex-officio member of all committees.

5.8 Vice President for Inventory

The powers and duties of the Vice President for Inventory are (i) to track all inventory belonging to the Corporation; (ii) to advise the President and committees on items required for events; and (iii) to be a second substitute for the President when unavailable for said duties.

5.9 Treasurer

(a) The powers and duties of the Treasurer are (i) to supervise and control the keeping and maintaining of adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and capital; (ii) to keep copies of all financial records at the principal office of the Corporation; (iii) to have custody of all funds, evidences of indebtedness and other valuable documents of the Corporation and, at his or her discretion, to cause any or all thereof to be deposited for the account of the Corporation with such depository as may be designated from time to time by the Board; (iv) to receive or cause to be received, and to give or cause to be given, receipts for monies paid in for the account of the Corporation; (v) to disburse, or cause to be disbursed, all funds of the Corporation as may be directed by the President, taking proper vouchers for such disbursements; and (vi) to perform all other duties as usually pertain to such office.

(b) The Treasurer shall be one of the signatories of the Corporation.

5.10 Secretary

(a) The powers and duties of the Secretary are (i) to keep a book of minutes at the principal office of the Corporation of all meetings of its directors and members with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present at each meeting, and the proceedings thereof; (ii) to be responsible for any of the Corporation's online presence, including uploading or causing to be uploaded to the band website the minutes; (iii) to keep or cause to be kept at the principal office of the Corporation a record of the members of the Corporation, giving the names, addresses, and children enrolled in the supported groups of all members; (iv) to make publication of all notices that may be necessary or proper and without command or direction from anyone; (v) to keep an up-to-date set of these Bylaws at the principal office of the Corporation; and (vi) to perform all other duties as usually pertain to such office.

(b) In case of the absence, disability, refusal, or neglect of the Secretary to make publication of any notices, then such notices may be served and/or published by the President or by any person thereunto authorized by the President, by the Board, or by a majority of the members.

5.11 Controller

(a) The powers and duties of the Controller shall be determined by the Treasurer, specified in writing, and delivered to the Board.

(b) The Controller shall be one of the signatories of the Corporation.

(c) Section 5.4(b) shall not apply to the Controller.

**ARTICLE VI
MEETINGS OF MEMBERS**

6.1 Place and Time of Meetings

Meetings (whether regular or special) of the members of the Corporation shall be held at Medford High School, or at any place within the Commonwealth specified by the Board, at a time specified by the Board.

6.2 Number

There shall be no less than four (4) regular meetings of members each fiscal year, excluding the Annual Meeting discussed in Section 6.3.

6.3 Annual Meeting

The annual meeting of members shall be held each fiscal year in May, or at any other time designated by the Board. The annual meeting shall be held for the purpose of electing officers and for making reports of the affairs of the Corporation. Any other business properly brought before the meeting may be transacted at the annual meeting of members.

6.4 Regular Meetings

Regular meetings shall be held to update members on the transactions of the Corporation and/or to prepare for upcoming events.

6.5 Special Meetings

Special meetings of the members for any purpose or purposes whatsoever may be called at any time by any member of the Board or by any two (2) or more members of the Corporation. Upon request in writing sent to the Secretary by any person or persons entitled to call a special meeting of members, it shall be the duty of the Secretary to cause notice to be given to all members that a meeting has been requested by the person or persons calling the meeting and the date of said meeting, which shall be set by the Board, to be not less than fourteen (14) days nor more than forty-five (45) days after such request.

6.6 Notice of Meetings

Notice of any meeting of members shall be given via e-mail and the band website no less than fourteen (14) days before the date of the meeting to each member of the Corporation by the Secretary or other person charged with that duty, or if there is no such officer or person, or in case of his or her neglect or refusal, by any other officer. The notice shall state the place, date and hour of the meeting and (a) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (b) in the case of the annual meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the members. The notice of any meeting at which officers are to be elected shall include the names of nominees intended at the time of the notice to be presented for election.

6.7 Quorum

A quorum shall be constituted of the members present at any duly called meeting.

6.8 Proxies

Absentee or proxy votes are not allowed at any meetings of members.

ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS

7.1 Place and Time of Meetings

Meetings (whether regular or special) of the Board shall be held at Medford High School, or at any place within the Commonwealth specified by the Board.

7.2 Number

There shall be no less than four (4) meetings of directors each fiscal year, excluding the Transitional Meeting.

7.3 Special Meetings

Special meetings of directors may be called by the President or by a majority of the Board. Notice shall be given in writing to all Board members within four (4) days of such meeting.

7.4 *Transitional Meeting*

The Board shall hold a Transitional Meeting prior to the end of their term to help facilitate a smooth transition of offices. This shall include the Treasurer's records, the Secretary's reports and correspondence, and any other information relating to the Corporation's general activities.

7.5 *Quorum*

A majority of the directors eligible to vote at any meetings of directors shall constitute a quorum for the transaction of business. Every act of decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board subject to the provisions of Chapter 180 of the Massachusetts General Laws or the Articles of Organization. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

7.6 *Action without a Meeting*

Any action required or permitted by Laws to be taken by the Board may be taken without a meeting, if all voting members of the Board shall unanimously consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

7.7 *Proxies*

Absentee or proxy votes are not allowed at any meetings of directors.

ARTICLE VIII FINANCES

8.1 *Fiscal Year*

The fiscal year shall commence on the first day of July and end on the last day of June of the following calendar year.

8.2 *Budget*

(a) The Treasurer shall present a budget reflecting items funded by the Corporation to a meeting of the Board. The proposed budget will provide a summary of expected revenue and expenses.

(b) Amendments may be made by any director in good standing and require a vote to be accepted. After amendments, the Board shall vote on the budget in its entirety (not by line item).

(c) If the Board does not approve the budget, or if after all amendments the budget is over expected revenue, the Treasurer must present a revised budget proposal at the next meeting of the Board.

8.3 Disbursement of Funds

(a) The Treasurer is authorized to disburse funds as approved. Actual revenue and expenses must be monitored and should the revenues fall below the amount necessary to fund the budget at any point during the year, the budget must be revised and resubmitted to the board for approval.

(b) The Board shall develop and maintain a policy for disbursing additional funds for budgeted and unbudgeted line items.

8.4 Reporting

All revenue and disbursements will be reported in an annual report.

ARTICLE IX GENERAL MATTERS

9.1 Instruments in Writing

All checks, drafts, other orders for payments of money, notes or other evidences of indebtedness of the Corporation, and all written contracts of the Corporation shall be signed by such officer or officers, agent or agents, as authorized by these Bylaws or by the Board. No officer, agent, or employee of the Corporation shall have the power to bind the Corporation by contract or otherwise unless authorized to do so by these Bylaws or by the Board.

9.2 Certification and Inspection of Bylaws

The Corporation shall keep at its principal office the original or a copy of these Bylaws as amended or otherwise altered to date, which shall be open to inspection by the members at all reasonable times during office hours. These Bylaws shall contain a Certificate of Adoption, executed by the Secretary of the Corporation.

9.3 Parliamentary Authority

The parliamentary authority of the Corporation shall be *Robert's Rules of Order Newly Revised (10th edition)*. The presiding officer may elect to utilize the parliamentary authority in cases where common sense and the Corporation's standard procedures are inadequate for controlling discussions, motions, and voting.

9.4 Dissolution

In the event of dissolution of the corporation, all property and assets available after settlement of all liabilities will be turned over to the Medford High School Band Student Activities Account to be used at the discretion of the Band Director.

ARTICLE X INDEMNIFICATION

10.1 Members of the Board may be indemnified by the organization against all expenses and liabilities, including legal fees, reasonably incurred or imposed upon such members in connection with any threatened, pending, or completed action, suit or proceeding to which

they may become involved by reason of being a member of the Board, unless adjudged to be liable for negligence or misconduct in the performance of their duties on behalf of the Corporation. In the event of a settlement, the indemnification shall only apply when the Board approves such a settlement as being in the best interest of the Corporation. All indemnifications will only be available and paid from insurance coverage that the Board decides to have in place.

ARTICLE XI CONFLICTS OF INTEREST

11.1 In keeping with the Corporation's high ethical standards, Directors shall exercise care that no detriment to the Corporation results from conflicts between their interests and those of the Corporation. Directors shall be sensitive to potential conflicts of interest or the appearance of conflicts of interest even if no actual conflicts exist.

11.2 A conflict of interest may arise in transactions in which a Director, or persons or entities closely associated (as hereinafter defined) to that Director, have a material financial interest, direct or indirect, or with respect to which a Director's independence of judgement might be impaired.

As used in this Article XI, the term "closely associated" means:

- (i) A spouse, parent, sibling, child, person living in the household or business of the Director;
- (ii) Any entity which is directly or indirectly owned or controlled individually or collectively by the Director and/or by one or more of the persons described in (i) above. For this purpose, "owned" means holding more than 35 percent of voting membership rights or voting stock in the entity; "controlled" means comprising over 35 percent of the directors, trustees, or other members of the governing body of the entity.
- (iii) A law firm, accounting firm or other partnership of which the Director or any person described in (i) above is a partner.

11.3 Directors who believe a potential transaction with the Corporation may involve a conflict must report that transaction and all material facts in writing to the Board in sufficient time for the Board to approve or disapprove.

11.4 No interested Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board at which such matter is voted upon. Approval shall be based on a finding that the transaction is fair to the Corporation, that it appears that the Corporation cannot obtain a more advantageous arrangement with reasonable effort, and that the transaction will not constitute an excess benefit under Section 4948 of the Code.

11.5 The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

11.6 Annually, at the Transitional Meeting, each Director will sign a statement provided by the Corporation that he/she has read and understands this policy and agrees to

comply with it and discloses information relation to potential conflicts of interest. Disinterested Directors, or any other independent body that the Board may choose, shall review all such statements with a view to minimizing the potential for any detrimental effects from conflicts and excess benefits under Section 4958 of the Internal Revenue Code.

ARTICLE XII ADOPTION, AMENDMENT, OR REPEAL

12.1 Bylaws

These Bylaws may be adopted, amended, or repealed at any regular or special meeting of members by majority vote, provided that the new bylaws have been submitted to the members at least fourteen (14) calendar days before the meeting at which the vote will be taken.

12.2 Articles of Organization

The Articles of Organization can be amended at any regular or special meeting of members by a two-thirds vote, provided that (a) the amendment has been submitted to the membership at least fourteen (14) calendar days before the meeting at which the vote will be taken and (b) the amendment is compliant with Section 7 of Chapter 180 of the Massachusetts General Laws as it may be now or hereafter amended.

**CERTIFICATE OF ADOPTION OF
BYLAWS
OF
MEDFORD BAND PARENT ORGANIZATION, INC.**

The undersigned hereby certifies that he/she is the duly elected, qualified and acting Secretary of the Medford Band Parent Organization, Inc. (the "Corporation"), and that the foregoing bylaws were adopted as the Corporation's bylaws as of June 23, 2021 by the Corporation's Membership.

The undersigned has executed this Certificate as of July 1, 2021.

Rinah Yamamoto

Rinah Yamamoto
Secretary