

BATAVIA MUSIC BUFFS CONSTITUTION AND BYLAWS

REVISED MAY, 2022

ARTICLE I – NAME

This Organization shall be organized as a not for profit corporation under the laws of the State of Illinois, and shall be known as Batavia Music Buffs.

ARTICLE II — PURPOSE

The purpose for which Batavia Music Buffs is organized is exclusively for charitable and educational purposes as defined in Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereinafter be amended.

Section 1 - Purpose

The purpose of this organization shall be the advancement of music education within Batavia Public School District 101 (BPS101) and in specific furtherance thereof:

- A. To enhance music learning for all members of the BPS101 community through collaboration with the goals and objectives of the BPS101 music faculty.
- B. To assist the BPS101 music faculty with the organization and administration of curricular and co-curricular music programs and events.
- C. To provide resources, financial and otherwise, to support, facilitate, and/or enhance the implementation and/or operation of curricular and co-curricular music activities as recommended and approved by the BPS101 music faculty and supported by the Executive Boards and General Membership of this organization.
- D. To promote communication, understanding, collaboration, and involvement amongst music students, parents/guardians, alumni, community members, and faculty connected with the BPS101 Music Department, and/or within the BPS101 community.
- E. To promote and enhance, through various media, local community interest in music education and the BPS101 Department performances and activities.

Section 2 – Political Affiliation

This organization shall be non-commercial, non-sectarian, and non-partisan in all of its activities and shall take no part in or lend its influence in the election or appointment of any candidate for public office.

Section 3 – Usage of Organization Name

The name of this organization shall not be used for any purpose not appropriately related to the goals of the organization.

Section 4 –Cooperation with Other Organizations

This organization may cooperate with other organizations that support education and music, but shall make no long- term commitments binding this organization.

Section 5 – Observance of Laws

The Batavia Music Buffs shall observe all local, state and federal laws which apply to a non-profit corporation as defined in Section 501 (c)(3) of the Internal Revenue Code as amended from time to time.

ARTICLE III — MEMBERSHIP

Section 1 - Eligibility

Any parent/guardian of a currently enrolled BPS101 music student or any other interested person beyond high school age as defined by the four categories below may be a member of this organization.

Membership shall be in four categories: Active, Honorary, Alumni and Patron as amended from time to time, per Article III, Section 3 of these bylaws.

A. ACTIVE

An active member shall consist of anyone contributing financially to this organization who has a BPS101 music student. Active members have voting privileges.

B. HONORARY

Honorary members, without voting privileges, shall be awarded to:

1. The Athletic Director of Batavia High School
2. Fine Arts Department Division Coordinator
3. All BPS101 School Principals
4. Elementary School Music Teachers
5. Rotolo Middle School Music Directors
6. Batavia High School Music Directors
7. Director of the Batavia Fine Arts Centre

C. ALUMNI

Any Batavia High School graduate who participated in the music program may become an Alumni Member. Alumni are non-voting members.

D. PATRON

A Patron member shall consist of anyone contributing financially to this organization, but without voting privileges.

Section 2 - Benefits And Privileges

Active members are entitled to voting privileges and all other benefits and privileges of the organization.

Section 3 - Membership Categories, Dues And Voting Rights

Membership categories along with yearly membership dues and voting rights, will be established by the Board of Directors of this organization and are attached to these bylaws as Exhibit A. Membership categories and corresponding fees, along with voting rights, can be changed by recommendation of and confirmation by a simple majority vote of the General Membership.

Section 4 - Membership Year

Membership shall run for the twelve-month period beginning July 1 and ending June 30 of the following year.

Section 5 - Membership Acceptance

Memberships will be accepted through the membership year. Any membership accepted after March 1st, will be credited to the following membership year.

Section 6 – Membership Termination

The Board of Directors may terminate any membership by a two-thirds vote.

Section 7 – Member Contact Information

All members of this organization are required to provide and maintain a valid email address on file with Batavia Music Buffs for organization communications and notification of meetings.

ARTICLE IV – MEETINGS

Section 1 - Executive Board Meetings

- A. The Executive Board of this Organization shall conduct monthly meetings at such a place and time as designated by the President. Notice of all Executive Board Meetings shall be posted on the Batavia Music Buffs website at the beginning of each school year.
- B. Each Executive Board office shall have one vote on matters at the Executive Board Meeting. Any Executive Board officer may call additional meetings, known as Special Executive Board Meetings, from time to time. Notice of all Special Executive Board Meetings will be given via email within two (2) days of such meetings to all Executive Board Officers.
- C. At any duly called meeting, five (5) members of the Executive Board shall constitute a quorum.
- D. Executive Board meetings may be held in person, by telephone or other electronic conference call or electronic online conference meeting, by email or in such other manner as the Board may approve, provided that notice of the meeting is given to all Board members and a quorum of the Board participates in such meeting.

Section 2 - BHS, RMS and Elementary Board Meetings

- A. The BHS, RMS and Elementary Boards shall conduct meetings at such a place and time as designated by the respective Vice President of each Board.
- B. Board meetings may be held in person, by telephone or other electronic conference call or electronic online conference meeting, by email or in such other manner as the Board may approve, provided that notice of the meeting is given to all Board members.

Section 3 - General Membership Meetings

- A. The annual General Membership Meeting of this Organization shall be held in May or June in the Batavia High School Music Wing or at such a place as designated by the President. Election of Executive Officers for the following year will take place at the annual meeting along with any other business that may come before the membership. Subject to provisions of Article III, and provided that a household with a newly enrolled student has paid its annual dues by the April Executive Board meeting, each household shall have one vote on matters at the annual meeting, including the election of Executive Officers. Telephone participation will not be allowed. The Board may call additional meetings, known as Special Membership Meetings, from time to time. Notice of all Membership Meetings shall be given per Article IV, Section 3(D).
- B. At any duly called meeting, five (5) members of the Executive Board in addition to the voting members either present or by proxy shall constitute a quorum.
- C. Each member will receive the number of votes as defined in Exhibit A, attached and made a part of these bylaws. In order to vote on any business at any General Membership Meeting, members must be present and sign a voting roster prior to any votes being called, as long as all members were notified of the meeting per Article IV, Section 3(D). Amendments to voting rights can be changed from time to time per Article III, Section 3.
- D. Notice of General Membership Meetings shall be given by email to the member's email

address on file, sent a minimum of five (5) calendar days prior to the date of such meeting.

Section 4 - Special Meetings

A. Special meetings of the Executive Board or General Membership may be called by the President or presiding officer of the respective boards. Notice of all Special Meetings shall be given per Article IV, Section 4(D). The purpose and agenda for any special meeting shall be contained in the notice and only those items of business may be acted upon at the special meeting.

B. At any duly called meeting, five (5) members of the Executive Board in addition to the voting members either present or by proxy shall constitute a quorum.

C. Each member will receive the number of votes as defined in Exhibit A, attached and made a part of these bylaws. In order to vote on any business at any General Membership Meeting, members must be present and sign a voting roster prior to any votes being called, as long as all members were notified of the meeting per Article IV, Section 4(D). Amendments to voting rights can be changed from time to time per Article III, Section 3.

D. Notice of Special Membership Meetings shall be given by email to the member's email address on file, sent a minimum of five (5) calendar days prior to the date of such meeting.

Section 5 – Meeting Agendas And Minutes

A. The Agendas and approved Minutes of all meetings shall be published on the Batavia Music Buffs website in a timely manner.

ARTICLE V - BOARD OF DIRECTORS, OFFICERS AND THEIR ELECTIONS

Section 1 – Elected Officers

The elected officers of this organization shall consist of a President, Vice President of BHS Affairs, Vice President of RMS Affairs, Vice President of Elementary Affairs, Vice President of Communication, Vice President of Ways and Means, Vice President of Membership, Secretary and Treasurer.

Section 2 - Non-Elected Officers

For one year following his/her term as president, the immediate past president of the organization will move to the position of Past President as an advisory, non voting board member. In the event that there is not an immediate past president, any previous past president may serve as this advisory, non-voting board member.

Section 3 – Nominating Committee

During the month of March, the President shall appoint the nominating committee. It shall be composed of two officers of the Board of Directors. This nominating committee shall present, in writing, a slate of candidates for the Board of Directors at the April Executive Board meeting for approval. Submission to the General Membership will be included with the notice of Annual General Membership Meeting per Article IV, Section 3(D). Names shall not be placed on the slate without prior consent of the nominee. The Board will consist of a total of 9 elected officers plus, the past president and (3) three BPS101 Music Faculty Staff.

Section 4 – Election of New Officers

Election of officers will take place at a general membership meeting to be held in either May or June. Installation of new officers shall be conducted at the end of the June board meeting.

Section 5 – Term of Office

- A. The term of office for elected officers shall be two years. The term shall run from their installation date of the year of their election until the June installation two years later.
- B. No elected officer shall serve more than two consecutive terms in the same office. Exceptions may be considered by a simple majority vote of the Board of Directors.
- C. The offices of President, Vice President of RMS Affairs, Vice President of Elementary Affairs, Vice President of Ways and Means and Secretary shall be elected in even-numbered years.
- D. The offices of Vice President of BHS, Vice President of Membership, Treasurer, and Vice President Communications shall be elected in odd-numbered years.

Section 6 - Eligibility

- A. To be eligible for an Executive Board office, the nominee must be a parent or guardian of a BPS101 Music student.
- B. All nominees must be current members in good standing of the organization.

Section 7 - Vacancies

Any officer vacancy on the Board of Directors shall be filled by appointment of the Board following notice given per Article IV, Section 3(D). In the event that the vacancy occurs in the office of President, another Director shall be appointed.

Section 8 – Termination of Office

Any Board member elected or appointed by the Board of Directors may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of the organization would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 9 – Compensation of Officers

All officers shall serve without compensation for their services.

ARTICLE VI - DUTIES OF THE OFFICERS

Section 1 --- President

- A. Will preside at all Executive Board and General Membership Meetings of the organization. Will designate a replacement from the Executive Board in the case of his or her absence.
- B. Shall preside at all meetings of and shall have general supervision over all activities of the organization.
- C. The President shall also work to coordinate the activities of the other officers and Committees in order that the policies of this organization are enforced and promoted.
- D. Shall utilize Robert's Rules of Order as deemed appropriate.
- E. Will maintain, with the assistance of the Vice President of Communications or BPS101 Music Faculty designee, an annual master calendar of events pertaining to this organization. This

calendar is to be used by the organization as its central planning/budgeting mechanism.

F. Will act as liaison between the Music Department and School Administration and this organization.

G. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the organization or a different mode of execution is expressly prescribed by the Board of Directors, the president may only execute for the corporation those contracts, deeds, and other instruments which the board of directors has authorized to be executed, and the president may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary or other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

Section 2 --- Vice President of BHS Affairs, Vice President of RMS Affairs, and Vice President of Elementary Affairs

A. Will attend all Executive Board and General Membership Meetings of the organization.

B. Shall act as an aide to the President.

C. Shall collaborate with BPS101 staff members to determine the needs of the schools.

D. Will recruit committee chairpersons for the purposes of fundraising, promoting music education, and assist staff in non-fundraising roles.

E. Shall coordinate the activities of the committee chairpersons in order that the policies of this organization are enforced and promoted.

F. Will maintain, with the assistance of committee chairpersons, committee/event reports.

Section 3 - Treasurer

A. Will attend all Executive Board and General Membership Meetings of the organization.

B. Shall receive and disburse all funds of this organization and shall keep an accurate record of all receipts and expenditures.

C. Shall be empowered to pay normal expenses as per budget. The Executive Board must approve expenses in excess of \$500.00 not included in the budget.

D. Shall transmit a written financial statement at every general membership and Executive Board Meeting of this organization and at other times requested by the Executive Board.

E. At the final General Meeting of the year or the request of an Audit Committee, present an annualized statement of funds including itemization of expenditures by event as listed in the prior year's fall budget.

F. Shall transmit the accounts and all undistributed funds to the succeeding Treasurer. Financial records for each school year shall be closed on July 31.

G. Shall be in charge of all funds collected at any of the Music Buff's fundraising events and shall, with the assistance of the Vice Presidents and committee chairmen, ensure that proper cash equivalent and cash handling guidelines are followed.

H. Payout funds as requested. Guidelines for requests are as follows:

1. All requests must be in writing.
2. The payee cannot be a co-signer on his or her own check.
3. Requests must be approved by one other Executive Board Member.

I. Accounting background suggested.

J. Will assist in the annual financial audit as described in article 8, section 3.

Section 4 - Secretary

A. Will attend all Executive Board and General Membership Meetings of the organization.

B. Shall have custody of all records and documents and shall maintain an accurate record of all business transacted at each meeting of the organization and of the Board. These minutes are to be distributed at each meeting of the membership and of the Board. Copies of all pass-out sheets (i.e. Treasurer's Report and written committee reports) from meetings should be attached to appropriate meeting's minutes.

C. Shall conduct the correspondence of the organization and issue notices of all Executive Board Meetings and General Membership Meetings.

D. The Secretary shall be responsible for providing current copies of the Executive Board Meeting and General Membership Meeting agendas and minutes of the organization to all Executive Board of Directors members via email.

E. Keep available copies of the Bylaws for reference during meetings.

F. Take attendance at all meetings.

Section 5 - Vice President Communications

A. Will attend all Executive Board and General Membership Meetings of the organization.

B. Shall have charge of the publication of organization information whether social, electronic or hard copy.

C. Maintains the organization's social media sites (Facebook, Twitter, etc.)

D. Maintains the website known as www.bataviamusicbuffs.org with the assistance of the Executive Board of Directors and other committee members of the BHS, RMS, and Elementary Boards.

E. Updates website regularly in order to keep calendar, news and information regarding fundraising events current.

F. Coordinates, with the assistance of the Executive Board of Directors and other committee members, print materials, as needed, for the organization's fundraisers, events and publicity needs.

G. Coordinates and maintains sales of memberships and fundraising items on the website with the assistance of the Executive Board of Directors and other Ways and Means and Membership committee members.

H. Coordinates Paypal/Merchant Account with the assistance of the Executive Board of Directors and other committee members of the Ways and Means Boards for the organization's fundraisers.

I. Makes press contacts prior to and after events as appropriate; provides news stories and photographs to local media publicizing BPS101 and/or Batavia Music Buffs' activities and achievements.

J. Reviews and approves of all press releases, postings and mailings (email or hard copy).

K. Shall be responsible for posting General Membership and Executive Board Meeting minutes

on the Batavia Music Buffs Website.

Section 6 - Vice President Ways and Means

- A. Will attend all Executive Board and General Membership Meetings of the organization.
- B. Shall establish, with the approval of the Executive Board and the BPS101 Music Director(s), a calendar of fundraising programs designed to realize the financial goals of the Organization.
- C. Shall research fundraising opportunities and present to the Executive Board proposals for approval of any new fundraising efforts.
- D. Shall establish and secure corporate and business sponsorships from local businesses according to Batavia Music Buffs Corporate/Business Sponsorship policies and procedures.
- E. Shall assist the BPS101 Music Director(s) with the presentation of information, the organization and distribution of sale merchandise, and the collection and record keeping of monies associated with all fund-raising programs.
- F. Shall assist in recruiting and coordinating the student and parent volunteers needed to complete the fund-raising program.
- G. Shall submit all monies and/or expenditures associated with a fundraising program to the Treasurer for deposit or payment.
- H. Shall, for each fund-raising program, submit a detailed financial statement delineating individual student profits and committee expenditures to the Treasurer.
- I. Provide updates to the Communications Director for publication of fundraiser information to the Batavia Music Buffs website.

Section 7 - Vice President of Membership

- A. Will attend all Executive Board and General Membership Meetings of the organization.
- B. Shall create the annual membership roster, membership email distribution list and be responsible for maintaining its accuracy and completeness.
- C. Shall provide the most current membership listing to the appropriate BPS 101 music staff members for inclusion in all BPS101 music performance programs.
- D. Shall provide membership roster at all Open General Membership Meetings to confirm attendees are current members and verify voting privileges.
- E. Shall coordinate and attend membership activities at all BPS101 music concerts or Music Buffs Events.

Section 8 - Past President

- A. Will attend all Executive Board and General Membership Meetings of the organization.
- B. Will assist the President and organization on understanding and relating past practices while helping in the continuity of the organization as it moves forward.
- C. Will be a non-voting position on the board.

ARTICLE VII- EXECUTIVE BOARD MEETINGS

Section 1 – Board Structure

The Board of Directors of this organization shall consist of the elected officers, past President (for the year following the election of a new President) and three (3) Batavia Public Schools Music Faculty Directors: (1) one from Batavia High School, (1) one from Rotolo Middle School and (1) one Elementary

music staff member representing all the elementary schools. The Batavia Public Schools staff representatives shall be appointed by consent of the BPS101 Music Department Staff.

Section 2 – Executive Board Meetings

Regular Executive Meetings of the Board of Directors shall be held monthly during the school year as scheduled by the President and published before the beginning of each school year. Each elected officer of the Board of Directors shall have one vote. A quorum will be required for Board Meetings. A quorum shall be present when 5 elected officers of the Board of Directors are in attendance.

Section 3 – Board of Directors Duties

The duties of the Board of Directors shall be:

- A. To transact necessary business in the intervals between organization meetings as well as regular meetings; however, no action shall conflict with that of the voting body of the organization.
- B. To ensure that a budget, detailing fundraising income and expenditures for the following school year, is brought before the Board of Directors of the organization for approval at the first Board meeting of the school year. This budget shall include requests for allocation of funds 'made by Batavia School's staff, known as "Directors Requests."
- D. To approve all expenditures in excess of \$500.00 that are not included as part of the approved budget.
- E. To conduct all business that may come before the Batavia Music Buffs.
- F. To oversee the awarding of scholarships for students seeking to continue their music education during the summer months and college.

Section 4 - Correspondence

The President and one other member of the Board shall approve all correspondence to Batavia Music Buffs membership.

Section 5 – Alternate Methods to Conduct Business

The Executive Board has the authority to conduct business and take action without a meeting. This may be done in person, by telephone, by email, or in any other manner the Board approves, provided that notice is given to all Board members and a quorum of the Board participates.

Section 6 – Removal/Replacement of Office/Position

The Executive Board has the authority to remove or replace Committee Chairpersons or officers of the Board of Directors if the actions of those persons are not consistent with Batavia Music Buffs Policies and Procedures, upon recommendation of any officer of the organization.

Section 7 – Committee Structure

The Board may review committee structure from time to time, and has the authority to change, add, or delete committees in the course of normal business of the organization.

ARTICLE VIII - COMMITTEES

Section 1 – Executive Committees

Executive committees shall be established to oversee the on-going support and fundraising efforts occurring at the schools.

- A. Three Executive Committees will be established: BHS Executive Committee, RMS Executive committee, and Elementary Executive Committee.

B. The Vice President of BHS Affairs, the Vice President of RMS Affairs and the Vice President of Elementary Affairs shall each chair their respective Executive Committee as listed in Article VIII, Section 1(A).

C. The Vice Presidents will report directly to the Board of Directors.

D. The Committees shall work independently to support the individual needs of the music programs at the respective schools.

Section 2 – Committee Chairperson(s)

A. The Chairpersons of all committees shall report to the Vice Presidents under which they serve.

B. The chairpersons of each committee shall prepare a complete report of the year's activities and submit a copy to his/her successor and to the Vice President to whom they report who shall retain a complete set of all reports

C. The elected officers may fill vacancies in committee chairperson positions. In the absence of a committee chairperson, subcommittee chairpersons will report directly to the Executive Committees.

Section 3 - Audit Committee

A. The Audit Committee shall consist of 2 Executive Board members in addition to the Treasurer.

B. The Audit Committee will meet before September of the year following the fiscal year being audited. The committee will review the financial activities of the organization to ensure the proper accounting of funds and that procedures have been followed.

C. A written report from the Audit Committee will be required to be entered into the record at the October Board Meeting.

Section 4 – Volunteer Eligibility, Conduct and Termination of Duties

A. Any member in good standing of the Batavia Music Buffs wishing to volunteer to serve on a committee shall be allowed to do so and should contact the chairperson or sign up at the appropriate times. Any Music Buffs members that volunteer on a committee will support the policies and procedures of the organization.

B. The Executive Board has the authority to remove or replace volunteers if the actions of those persons are not consistent with Batavia Music Buffs Policies and Procedures, upon recommendation of any officer of the organization.

ARTICLE IX — AMENDMENTS

Section 1 – Amendment Procedures

This constitution and bylaws may be amended by a 2/3 vote of members present at any Membership Meeting of this organization and signed in on a voting roster. Prior to a vote of the general membership, the Board of Directors must approve proposed amendments. Notice of the proposed amendments must be given per Article IV, Section 3(D) or 4(D) as applicable.

Section 2. – Bylaw Review

A committee, consisting of at least three officers of the Board of Directors, shall be appointed by the Board of Directors every three years to review these bylaws and determine whether to revise them or let them stand.

ARTICLE X — RULES OF ORDER

Section 1 – Rule of Order

Robert's Rules of Order Revised shall govern the general order of all business where applicable provided they are not in direct conflict with these bylaws.

A. The rules of order at all regular meetings shall be as follows:

1. Reading and approval of minutes
2. Reading and approval of treasurer's report
3. Reports of officers, directors, boards, and standing committees
4. Reports of special committees
5. Unfinished business
6. New business

ARTICLE XI-DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the board of Directors shall determine. Any such assets not so disposed of shall be disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII-WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or the time stated therein, shall be deemed equivalent to the giving of such notice.

BATAVIA MUSIC BUFFS

MEMBERSHIP CATEGORIES, DUES AND VOTING RIGHTS

Exhibit A

Membership Category

Annual

Dues Voting Rights

ACTIVE

Red \$25 One vote per household with currently BPS101 Music Student(s)

Gold \$50 One vote per household with currently BPS101 Music Student(s)

Platinum \$100 One vote per household with currently BPS101 Music Student(s)

Titanium \$250± One vote per household with currently BPS101 Music Student(s)

PATRON

Red \$25 Non-voting member | household with NO currently enrolled BPS101 music student

Gold \$50 Non-voting member | household with NO currently enrolled BPS101 music student

Platinum \$100 Non-voting member | household with NO currently enrolled BPS101 music student

Titanium \$250+ Non-voting member | household with NO currently enrolled BPS101 music student

ALUMNI

Red \$25 Non-voting member | household with NO currently enrolled BPS101 music student

Gold \$50 Non-voting member | household with NO currently enrolled BPS101 music student

Platinum \$100 Non-voting member | household with NO currently enrolled BPS101 music student

Titanium \$250± Non-voting member | household with NO currently enrolled BPS101 music student

HONORARY

A \$0 Non-voting member | household with NO currently enrolled BPS101 music student

All Batavia Public School District 101 Music Staff members will be Honorary Members of the Batavia Music Buffs during the term of their employment with the district, free of dues but may opt to purchase membership in the Patron or Alumni Categories.

Effective May 2014