

Articles of Association Avon Grove Instrumental Music Boosters Association

Articles of Association of the undersigned, a majority of whom are citizens of the United States, desiring to form and operate a Non-Profit Association in the state of Pennsylvania, do hereby certify:

First: The name of the Association shall be Avon Grove Instrumental Music Boosters Association.

Second: The place in this state where the principal office of the Association is to be located is the City of West Grove, located in Chester County.

Third: Said association 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, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the association are as follows:

Steven Hesse
309 Clearfield Dr
Lincoln University, Pa.
19352

George Murphy
144 Shepherd Lane
Lincoln University, Pa.
19352


Carol Head
102 Lewisville Rd
Lincoln University, Pa
19352

Linda Tirrell
260 Schoolhouse Rd
West Grove, Pa
19390

Fifth: No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an association, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Sixth: Upon the dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the association 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.

In witness whereof, we have hereunto subscribed our names this eleventh day of February, 2008.



Steven Hesse

2-11-08
Date



George Murphy

2-11-08
Date



Carol Head

2/11/08
Date



Linda Tirrell

2-11-08
Date

Appendix A:

Articles of Association Avon Grove Instrumental Music Boosters Association

Conflict of Interest Policy

Article I Purpose

The purpose of the conflict of interest policy is to protect Avon Grove Instrumental Music Boosters Association (the organization) interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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 conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

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 Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization 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 appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

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 directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

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/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/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 chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization 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 governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board 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 governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. 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 governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. 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 **Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Appendix B:

Articles of Association Avon Grove Instrumental Music Boosters Association

BY-LAWS

ARTICLE I -- Name

This organization shall be known as Avon Grove Instrumental Music Boosters Association.

ARTICLE II -- Purpose

The main objectives of this organization will be:

- ❖ to lend support to the Avon Grove High School Instrumental Music Program; to assist in the planning of such support as is needed in the way of transportation, publicity, and fundraising
- ❖ to provide things over and above that which are provided by the Avon Grove School District/School Board, such as: annual banquets, scholarships, funds for projects, and activities or trips that are proposed and approved
- ❖ to actively support all Instrumental Music Program performances
- ❖ to serve as a means of communication to keep parents of the program informed of activities and projects
- ❖ to support the work of the Director of Bands, carrying out what he/she asks as resources permit

ARTICLE III -- Membership

Members shall be parents or legal guardians of students in the Instrumental Music Program, and any persons interested in participating in functions of the program.

Each member shall have one vote on any matter under consideration at a meeting of the membership.

Membership shall NOT require annual dues.

ARTICLE IV -- Officers

The officers of this organization (Executive Committee) shall be:

- ❖ President
- ❖ Vice-President
- ❖ Secretary
- ❖ Treasurer

The Director of Bands shall participate on the executive committee in a non-voting (advisory) capacity.

To hold office, a member should have a student actively involved in the Avon Grove Instrumental Music Program and must be a member in good standing. In the event a candidate cannot be found, the above requirement can be waived by approval of the Booster Membership.

Elected Officers shall serve for a term of 1 year, at which time they can be nominated to serve again if they choose. If they choose not to serve again, or it's determined by the Executive Committee that they are no longer capable of fulfilling their responsibilities, nominations will be taken to replace them, as described below.

Nominations

Candidates will be presented at the general Booster membership meeting in March.

Nominations may be made from the floor, provided nominees are in agreement. Nominees must be present.

Elections

Officers are to be elected at the April Booster membership meeting and shall assume their duties immediately following the close of the final meeting of the school year.

If there is more than one candidate for an office, election shall be by ballot. If there is only one candidate for an office, election shall be by voice.

A majority vote of members present shall constitute an election.

DUTIES OF OFFICERS

President

The President shall:

- ❖ preside over the monthly Booster meeting
- ❖ be in communication with the Director of Bands
- ❖ be in communication with all other officers
- ❖ have supervision over business affairs
- ❖ act as judge of all elections and declare results
- ❖ cast a deciding vote in case of a tie

Vice-President

The Vice-President shall:

- ❖ perform duties in the absence of the President
- ❖ serve as a repository for various committee reports to be maintained on file
- ❖ oversee the coordination of volunteers for all activities of the Instrumental Music Boosters Association
- ❖ distribute Booster Meeting Minutes as prepared by the Secretary
- ❖ in the event that the President is unable to fulfill the term of office, the Vice-President shall fill the office until a special election can be held
- ❖ secure an updated list of booster members from the Director of Bands and make such a list available to the Executive Committee and Committee Chair-persons

Secretary

The Secretary shall:

- ❖ attend all meetings and record acceptance or veto of motions, minutes of all transactions and present a written report of minutes for all required meetings
- ❖ make minutes available and have them sent to the Vice-President within a week of the next scheduled regular monthly meeting - Mail minutes to members without email
- ❖ keep a file of all minutes and correspondence for future reference

Treasurer

The Treasurer shall:

- ❖ receive all monies due to the organization
- ❖ pay all bills incurred by the organization
- ❖ be responsible for all financial records of the organization
- ❖ give a financial report at each regular Booster meeting
- ❖ prepare a summation of finances at the end of the fiscal year, which shall be made available to the Executive Committee
- ❖ submit financial records for an independent audit at the close of the fiscal year
- ❖ Prepare the annual budget
- ❖ prepare Tax filings, as required

Checks may be signed by the Treasurer, President or Director of Bands. On approval of the Executive Committee, in an emergency, the Treasurer can disperse funds up to a limit of \$250. Such expenditures shall be reported to the Boosters Association at the next regular meeting.

General

All officers shall perform the duties prescribed in these by-laws and those assigned from time to time. Officers shall deliver to their successors books, papers, and other property of the organization at the conclusion of the final June Booster meeting but prior to the August Booster meeting.

Vacancy

In the event of a vacancy in the office of President, the Vice-President shall serve (until an election can be held).

In the event of a vacancy in any other elected office, an election will be held at the next regularly scheduled Booster meeting to fill that office.

In the event of dereliction of duty, any officer or committee chair-person may be removed by 2/3 vote of the Executive Committee.

ARTICLE V -- COMMITTEES

Executive Committee (or) Board

The elected officers of the association and the Director of Bands shall constitute the Executive Committee (or) Board. The Executive Committee shall meet at the discretion of the President or Director of Bands or as deemed necessary.

Their purpose shall be:

- ❖ to facilitate business at the general meeting
- ❖ to review plans and activities of various committees
- ❖ to evaluate the plans of ways and means committee for fundraising projects and to select appropriate options to present to the membership for approval
- ❖ to recommend to the general membership modifications to the annual budget approved at the September meeting

The Executive Committee shall have the power to authorize unforeseen expenditures (not to exceed \$250).

Chair-person Duties

The Executive Committee shall appoint a Chair-person for each committee. The term shall be one year and any member is eligible to serve as a Committee Chair-person. The Chair-person shall have general supervision responsibilities for the committee, shall hold meetings and conduct business when necessary, and shall submit a report to the Executive Committee and general membership at regular Booster meetings.

AD HOC Committee

The President shall have the power to establish special committees from time to time, such as for special fund raising events, special Instrumental Music Program events, or whatever might be needed.

Budget Committee

The President shall serve as the chair. The Budget Committee shall consist of the Director of Bands, elected officers and any appointed members including but not limited to Student Accounts Chair. It shall meet prior to each new fiscal year to determine an appropriate budget for the upcoming fiscal year.

Chaperone Committee

The Vice-President shall serve as the chair. The Chaperone Committee shall enlist parents to act as chaperones for any Instrumental Music Program activity, as deemed necessary by the Director of Bands. The Chair-person shall be responsible for all chaperone work assignments.

Publicity Committee

The Secretary shall serve as the chair. The Publicity Committee shall handle publicity related to activities of the Instrumental Music Program (e.g., school newsletter, local papers, etc.).

General

Committees engaging in money raising projects or entering into contracts must have approval through majority action of the Executive Committee before the associations's name may be used or financial obligations incurred.

All bills should be approved promptly by the Committee Chair-person, where incurred by a committee, and forwarded to the Treasurer so that payment can be made.

ARTICLE VI -- Meetings

General Meetings

Regular monthly Booster meetings shall be held every month of the school calendar on the second Monday at 7:00 p.m. in the Avon Grove High School Band Room.

If the situation dictates, scheduled meetings may be changed by the Executive Committee. General membership shall be notified of such change in the minutes of the preceding meeting, by e-mail before the meeting or by posting on the Booster web page.

The initial (general) informal meeting of the organization shall be held on the evening of a band rehearsal in August, which is scheduled by the Director of Bands.

Meetings shall be open to all members.

Special Meetings

Special meetings may be called by the President, Director of Bands, or by a majority of the Executive Committee at any time. No other business may be transacted than that for which the special meeting was called.

Quorum

A simple majority of the members present and voting shall be sufficient to carry a motion.

Executive Committee Meetings

Executive Committee meetings shall be held when necessary. A report of business transacted at each executive meeting shall be made by the President at the following meeting of the general membership.

A simple majority of the members present and voting shall be considered a quorum and shall be sufficient to carry a motion.

ARTICLE VII -- Order of Business

1. Call to order
2. Secretary's Report
3. Treasurer's Report
4. Committee Report(s)
5. Director of Bands Report
6. Old Business
7. New Business
8. Adjournment

ARTICLE VIII -- Parliamentary Procedure

These By-laws, in conjunction with the Avon Grove Instrumental Music Boosters Association Articles of Association, shall govern the Avon Grove Instrumental Music Boosters Association.

ARTICLE IX -- Amendments

These By-laws may be amended or repealed at any regular meeting of the organization by a two-thirds vote of the members present, provided that the proposed amendment or repeal has been submitted in writing to the membership at the preceding regular meeting.

ARTICLE X -- Fiscal

The organization is and shall make every effort to maintain its status as a tax-exempt organization.

Monies or funds raised by, for, or in the name of the Avon Grove Instrumental Music Program under the sponsorship of the Avon Grove Instrumental Music Boosters Association become the property of the Avon Grove Instrumental Music Boosters Association. Such funds may be used to cover association operating expenses and to support projects, activities, and programs of the Avon Grove Instrumental Music Program.

The fiscal year shall be from June 1 to May 31 of the following calendar year.

Student Accounts

When a fund raising event is held, the Chair-person for that event will record how much money was brought in by each participating student/family. 50% of all profits raised will go into the association general fund, and the remaining 50% will go to the individual student/family account corresponding to how much money they earned. These records will be given to the Student Accounts Chair-person who will track the amount of money in each student account. The Student Accounts Chair-person will coordinate with the Treasurer to be sure that the total amount in Student Accounts is accounted for in the Instrumental Music Boosters Association budget.

When a student would like to apply money from their Student Account to an event, they must initiate the request with the Director of Bands to receive approval for that event. Once approval is received, funding will be made available by the Treasurer directly to the account of the approved event.

Allocated Student Account funds will remain in a student's account until the student exits the Avon Grove Instrumental Music Program. If a sibling remains enrolled in the Instrumental Music Program, money will be transferred to the sibling's student account for the benefit of the immediate family. Any money not used by a student (or a sibling) as they exit the instrumental music program will be transferred to the Instrumental Music Boosters Association general fund

in an account allocated to be used for scholarships approved by the Executive Committee and intended to support students/families that would otherwise not be able to afford an activity related to the Instrumental Music Program.

ARTICLE XI -- Awards

Scholarships will be awarded each year to a deserving member(s) of the Avon Grove Instrumental Music Program.

W. Douglas White Scholarship - 2 - \$500 scholarships given in honor of longtime Booster President W. Douglas "Doug" White to deserving graduating Instrumental Music Program students according to established criteria.

Drum Major Award(s) - given to Drum Major(s) of the Marching Band to attend summer camp.

Selection of scholarship recipients will be made by the Director of Bands. Students must complete the application process by the prescribed deadline as established by the Guidance Department in order to be considered.

An expenditure of \$500 has been approved to help defray costs of students selected to perform in Instrumental Music functions outside of High School functions (e.g., Lions Club All-State Band, American Music Abroad, etc.). This amount will be divided equally among students who are accepted for such functions.

ARTICLE XII -- Dissolution

Dissolution of the Avon Grove Instrumental Music Boosters Association requires a two-thirds vote of the association membership present at a special meeting scheduled exclusively for this purpose. Written notification of the special meeting and its purpose must be provided to the membership not less than 30 days prior to the meeting. In the event of the dissolution of the Avon Grove Instrumental Music Boosters Association, any funds remaining in the organization's treasury shall be disbursed to eligible programs as the Executive Committee determines to be appropriate.

ARTICLE XIII -- Standing Rules

All activities, events and projects of the Avon Grove Instrumental Music Boosters Association undertaken in support of the Avon Grove High School Instrumental Music Program must be approved by the Director of Bands and in keeping with the policies of the Avon Grove High School Administration and the Avon Grove School District.

