

BYLAWS OF THE BALDWIN HIGHLANDER MUSIC PATRONS, INC.

ARTICLE I - GENERAL PROVISIONS

Section 1.01. Authority. The BALDWIN HIGHLANDER MUSIC PATRONS, INC. (Corporation) was created and incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended.

Section 1.02. Purpose. The Corporation was established for the purpose of supporting and promoting in-school and extra-curricular, instrumental and vocal, music programs and activities at Baldwin High School as well as any other activities related to this general purpose.

Section 1.03. Music Director. The responsibility for designing and determining the scope and direction of in-school and extra-curricular instrumental music programs and activities lies with the director of the marching band at Baldwin High School. For the in-school and extra-curricular vocal music programs and activities which the Corporation is supporting and promoting, similar responsibility lies with the choral director for Baldwin High School. Because the vast majority of the business of the Corporation pertains to the in-school and extra-curricular instrumental music programs and activities, the choral director will not be involved in the governance of the Corporation except on an ad hoc basis whenever matters are being addressed which affect students in the choral programs and activities. For purposes of these Bylaws, the director of the marching band will be referred to as "the Music Director."

Section 1.04. Registered Office. The registered office of the Corporation is Baldwin High School, 4653 Clairton Boulevard, Pittsburgh, Pennsylvania 15236, unless and until it is changed by the Board of Directors.

Section 1.05. Mailing Address. The mailing address of the Corporation is P.O. Box 98053, Pittsburgh, Pennsylvania 15227, unless and until it is changed by the Board of Directors.

Section 1.06. Fiscal Year. The fiscal year of the Corporation shall coincide with the fiscal year of the Baldwin-Whitehall School District which, at the adoption of these Bylaws, is July 1 of each year through June 30 of the following year.

Section 1.07. Term. The Corporation shall have perpetual existence.

Section 1.08. Conflicts. In the event that these Bylaws conflict with laws and regulations governing nonprofit corporations, the latter laws and regulations shall govern. Likewise, should there be a conflict between these Bylaws and the Articles of Incorporation of the Corporation, the Articles of Incorporation shall govern.

## ARTICLE II - MEMBERSHIP

Section 2.01. Eligibility. Membership in the Corporation shall be open to any individual who is: (a) a parent, stepparent, or guardian of a student attending Baldwin High School and participating in an instrumental or vocal music program or activity sponsored by the Baldwin High School Music Department; and (b) a former student, or a parent, stepparent or guardian of a former student, who, prior to graduating from Baldwin High School, participated in an instrumental or vocal music program or activity, or any other persons interested in supporting the music programs at Baldwin High School, regardless of whether they, or their children, attended there. The former shall be known as "Student Members" and the latter known as "Alumni Members."

Section 2.02. Classes of Membership. The Student Members and Alumni Members shall constitute two classes of Membership in the Corporation. Student Members shall enjoy all of the privileges of membership in the Corporation. Alumni Members shall enjoy all of the privileges of membership in the Corporation with the exception of being eligible to hold an elective office. The term "Members" shall refer to both Student Members and Alumni Members.

Section 2.03. Rights and Responsibilities. Among other rights and responsibilities delineated in these Bylaws and the Nonprofit Corporation Law of 1988, Members in the Corporation have all of these rights and responsibilities:

- (a) The right to adopt and amend these Bylaws;
- (b) The right to elect the officers who will lead the Corporation;
- (c) The right to attend meetings of the Membership and to participate in meetings of the Board of Directors at a time during the meetings specified for this purpose;
- (d) The responsibility to serve on at least one committee of the Corporation and/or otherwise actively support and promote the instrumental and vocal music programs and activities at Baldwin High School; and
- (e) The responsibility to pay the annual dues.

Section 2.04. Dues. The Board of Directors of the Corporation will determine the amount of dues each year in conjunction with the preparation of the budget for the Corporation and may differentiate the amount of dues between Student Members and Alumni Members. If the Board of Directors fails to act to determine the amount of dues by the first meeting in September, the amount of dues for all Members shall be fixed at \$5.00.

Section 2.05. Roster. The Chairperson of the Membership Committee shall maintain a roster of those individuals who have both applied for membership in the Corporation

and paid their annual dues by December 31 of each fiscal year. The roster shall be provided to the Secretary of the Corporation and maintained on file as part of the records of the Corporation. No individual who is eligible for membership in the Corporation will be recognized as a member until his/her dues are paid. Membership in the Corporation shall be evidenced by a membership card. A copy of these Bylaws of the Corporation shall be made available to each Member upon request.

Section 2.06. Meetings. The Membership of the Corporation shall formally meet in the months of September, October, March, April, and June and at such other times as determined by the Board of Directors. The Members present shall constitute a quorum for purposes of conducting business. A majority vote shall rule in all cases except with respect to changes in the Bylaws, where a two-thirds vote is required.

### ARTICLE III - OFFICERS

Section 3.01. Titles. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer.

Section 3.02. Election. The officers shall be elected by the Members of the Corporation at a meeting designated for this purpose in accordance with the process set forth in Article VII below.

Section 3.03. President. The President shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all standing committees. He/she shall sign all papers, contracts, and legal documents determined by the Board of Directors as proper and necessary to carry on the business of the Corporation, except where the Board of Directors has expressly delegated or permitted this responsibility to be exercised by another officer or officers. He/she shall have such other duties and powers as may be conferred upon him/her by law and these Bylaws.

Section 3.04. Vice President. The Vice President shall assist the President in the performance of his/her duties as requested. In the absence or disability of the President, the Vice President shall perform all of the duties of the President, and when so acting, shall have all of the powers of the President. The Vice President shall coordinate the production of band shows/competitions that the Corporation sponsors; except for and apart from those responsibilities specifically assigned to the Drum Corps International Competition Committee. He/she shall have such other duties and powers as may be conferred upon him/her by law and these Bylaws.

Section 3.05. Secretary. The Secretary shall be both a recording and corresponding secretary. The Secretary shall be responsible for notifying the Board of Directors and Membership of all meetings and for keeping the minutes of the meetings of the Board of Directors and Membership, and shall have such other duties and powers as may be conferred upon him/her by law and these Bylaws. The Secretary shall be responsible for corresponding with third parties on behalf of the Corporation. He/she shall have charge of the corporate books and records of the Corporation and shall regularly

maintain those book and records at the designated office of the Corporation. At the expiration of his/her term, these books and records will be given to his/her successor.

Section 3.06. Treasurer. The Treasurer shall be charged with the custody of the funds of the Corporation and fund disbursement as authorized by the Board of Directors. The Treasurer shall keep the accounts of the Corporation in books belonging to it, and, report thereon at regular meetings of the Corporation. The Treasurer shall present a year-end financial statement at the first regular meeting of each new fiscal year. The Treasurer may delegate the responsibility for maintaining student accounts to an Assistant Treasurer or similar person, subject to the approval of the Board of Directors. He/she shall have charge of the financial books and records of the Corporation and shall regularly maintain those books and records at the designated office of the Corporation. At the expiration of his/her term, these books and records will be given to his/her successor.

Section 3.07. Vacancy. Any vacancy in one of the offices created by an officer's resignation, removal for cause (by a two-thirds vote of the Board), or inability to serve as an officer for any reason whatsoever, shall be filled by appointment by vote of the majority of the Board of Directors at a meeting following the creation of the vacancy. The individual who is appointed to fill the vacancy shall serve until the term of the vacant officer's office ends and a successor is elected.

#### ARTICLE IV - EXECUTIVE COMMITTEE

Section 4.01. Composition. The Executive Committee shall be composed of the: (a) President; (b) Vice President; (c) Treasurer; and (d) Secretary. The Music Director shall serve as Ex Officio if approved by the Baldwin Whitehall School District.

Section 4.02. Responsibilities. The Executive Committee shall plan the manner in which the Board of Directors and Members of the Corporation will support and promote the music programs and activities of the Baldwin High School Music Department. Toward that end, the Executive Committee shall select the chairpersons of each of the standing committees of the Corporation and organize the Members of the Corporation within those committees. The Executive Committee will attempt to accommodate the desires of the Members of the Corporation with respect to the committees in which they serve and their chairpersons.

Section 4.03. Meetings. The Executive Committee shall meet monthly prior to the meetings of the Members of the Corporation and the Board of Directors and at other times at the request of the President of the Corporation or two other members of the Executive Committee.

## ARTICLE V - BOARD OF DIRECTORS

Section 5.01. Governance. The Corporation shall be governed by a Board of Directors.

Section 5.02. Number. The Board of Directors shall consist of as few as nine (9) members or as many as twenty-one (21) members with the exact number of Board members being determined by resolution of the Board of Directors. Until the Board of Directors determines otherwise, the number of members of the Board of Directors shall be fixed at thirteen (13).

Section 5.03. Composition. The Board of Directors shall be composed of the members of the Executive Committee; the chairpersons of the standing committees of Hoagies, Logistics and Props, and Ways and Means; the Drum Corps International Representative; and Uniforms; as well as four (4) other chairpersons of standing committees selected by the Executive Committee.

Section 5.04. Term. The members of the Board of Directors shall serve a one-year term from June 15 until June 14 following the year which they are elected or appointed. There are no limits on the number of terms an individual may serve on the Board of Directors. Corporate Officers shall serve from June 1 until May 31 for the year elected. The transition to any newly elected officers shall commence at the close of the monthly meeting in May and continue in earnest until May 31. Notwithstanding, the transition to a newly elected Treasurer will be extended as long as necessary to enable the previous Treasurer to properly close the books as of the end of the fiscal year, June 30.

Section 5.05. Vacancy. Any vacancy on the Board of Directors created by a Director's resignation, removal for cause (by a two-thirds vote of the Board), or inability to serve as a Director for any reason whatsoever, shall be filled by appointment by vote of the majority of the Executive Committee at a meeting following the creation of the vacancy. The individual who is appointed to fill the vacancy shall serve until the term of the vacant Director's office ends and a successor is appointed.

Section 5.06. Powers and Duties. The Board of Directors shall exercise all of the powers, rights and duties granted to a Board of Directors of a nonprofit corporation by law and not prohibited or restricted by these Bylaws.

Section 5.07. Meetings.

(a) Schedule. Meetings of the Board of Directors shall be held at such time and place as the Directors may determine from time to time but there shall be at least one monthly meeting on the third Tuesday of the month (except the month of December). Any special meetings may be called by the President or by three (3) Directors, with notice to be given in the same manner as required for regular meetings. Notices of special meetings shall be sent at least three (3), and not more than fifteen (15) days prior to the date of the special meeting.

(b) Quorum. A quorum necessary for the conduct of business at any meeting of the Board of Directors shall be one-half (1/2) or a majority of the number of filled positions of Directors, depending upon whether the number of filled positions is even or odd.

(c) Action by Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if after sufficient notice to all members, a majority of members of the Board shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

(d) Location. Unless otherwise specified in a notice, regular and special meetings of the Membership, Executive Committee, and Board of Directors will be held at Baldwin High School.

(e) Open Meetings. All meetings are open to Members of the Corporation and there will be opportunities at each meeting for Members to ask questions and make statements.

(f) Meeting Notice. All meeting notices may be sent via electronic form (i.e. email, website) as required by Section 5.07.

Section 5.08. Ad Hoc Committees. The Board of Directors may appoint special or ad hoc committees of Members including Directors, provided that none of the corporate powers of this Corporation may be exercised by any committee without a specific authorizing resolution to that effect by the Board of Directors.

Section 5.09. Special Personnel. The Board of Directors may designate certain individuals to perform specific tasks under the auspices of the Board of Directors or one of the Corporation's officers.

Section 5.10. Compensation. The members of the Board of Directors shall serve without compensation, but may be entitled to be reimbursed for their out-of-pocket expenses, if such expenses are approved by the Board. Additionally, any other chairperson of a committee, or authorized committee member, shall also be entitled to be reimbursed for their out-of-pocket expenses in the same manner.

## ARTICLE VI - COMMITTEES

Section 6.01. Names. The Corporation shall have sixteen (16) standing committees as described in Section 6.05 of the Bylaws.

Section 6.02. Chairpersons. Each standing committee shall have a chairperson appointed by the Executive Committee at meetings called for this purpose no later than the first month of the Corporation's fiscal year.

Section 6.03. Members. Each committee shall have a sufficient number of members to enable the committee to carry out its charge. The members may be organized into subcommittees if such organization would facilitate the work of the committee.

Section 6.04. Meetings. The chairperson of each committee shall schedule meetings as appropriate and necessary to carry out the functions and purposes of each committee.

Section 6.05. Purposes. The function and purpose of each committee shall be as follows:

(a) Drum Corps International Competition Committee. The Drum Corps International (DCI) Competition Committee is led by the DCI Representative, who is the individual selected by the Corporation to be recognized by DCI as the Corporation's authorized representative for all matters under contract with DCI associated with this national show. The members of the DCI Competition Committee will assist the DCI Representative with advertising, ticket sale administration, program preparation, and DCI judge lodging and local travel arrangements.

(b) Banquet Committee. The Banquet Committee shall organize and host the annual recognition banquet for students participating in the programs and activities sponsored by Baldwin High School's Music Department.

(c) Chaperone Committee. The Chaperone Committee shall recruit and recommend parents, stepparents, guardians, and Members of the Corporation to serve as chaperones for any student program or activity, in which chaperones are deemed necessary by the Music Director.

(d) Concession Stand Committee. The Concession Stand Committee shall plan and organize the selling of food, drinks, novelties, and messages over the public address system, at events which occur at Baldwin High School in which the Corporation is given the opportunity to sell food and other items.

(e) Funnel Cake Committee. The Funnel Cake Committee shall organize, prepare, and sell funnel cakes at various functions and community events as specified by the Board of Directors.

(f) Hoagie Committee. The Hoagie Committee shall organize all aspects of the production, sale, and distribution of hoagies.

(g) Logistics and Props Committee. The Logistics and Props Committee will assist the Music Director with the technical aspects of the marching band's performances. The Committee will purchase props (and supplies which may be necessary for the Committee to construct props) if such props and supplies are not furnished by the Baldwin-Whitehall School District. On the days of

performances at the football games, this Committee will be responsible for the transportation of equipment and props during the music performance. It will also arrange for refreshments to be served to Baldwin High School's Marching Band as well as the marching band of the visiting team.

(h) Membership Committee. The Membership Committee shall solicit individuals who are eligible to become members of the Corporation and maintain an active roster of those who apply to be members and pay their dues by December 31. The Membership Committee will communicate with the members on matters specified by the Board of Directors. Should it be necessary to report the number of volunteer hours to the Pennsylvania Department of Revenue, the Chairperson of this Committee will collect and record these volunteer hours for reporting to the State.

(i) Patron Clothing Committee. The Patron Clothing Committee shall purchase, maintain, and sell various items which promote the Corporation such as shirts, hats, blankets, and the like.

(j) Publicity Committee. The Publicity Committee shall handle all publicity related to the activities of the Corporation as specified by the Board of Directors and shall coordinate the videotaping of functions as requested by the Music Director.

(k) River City Brass Band Committee. The River City Brass Band Committee shall operate the concession stand at the performances of the River City Brass Band held at the Baldwin High School Auditorium.

(l) Scholarship Committee. The Scholarship Committee shall work, in conjunction with the Board of Directors, to determine the criteria, number, and amount of scholarships to be awarded to students participating in the Music Department's performance groups, from the Corporation, for the school year.

(m) Senior Recognition Committee. The Senior Recognition Committee shall organize the recognition of all senior Marching Band members at a football game selected by the Athletic Department as well as host a reception for the seniors, and their parents, stepparents, and guardians.

(n) Social Committee. The Social Committee shall plan social activities for students in the instrumental and vocal music programs, as approved by the Board of Directors.

(o) Uniform Committee. The Uniform Committee shall maintain and distribute band uniforms for students and report to the Music Director on purchases which are needed.

(p) Ways and Means Committee. The Ways and Means Committee shall manage all student fundraising activities (except for the sale of hoagies by the Hoagie Committee). This committee shall also explore, with the Board of Directors, ways of raising the funds necessary for financing the programs and activities of the Corporation, in accordance with the policies of Baldwin High School.

#### ARTICLE VII - ELECTION OF OFFICERS

Section 7.01. Nominating Committee. At the February meeting, the Board of Directors shall appoint five Members of the Corporation to serve on an ad hoc Nominating Committee.

Section 7.02. Charge. The Nominating Committee will propose candidates for the offices of President, Vice President, Secretary, and Treasurer at a meeting of the Membership to be held in March. At that meeting, the President of the Corporation will call upon the Nominating Committee to make their report. After the Nominating Committee announces its proposed candidates for the four offices, the President shall call for nominations from the floor for each office. When the President receives no further nominations for a particular office, the nominations shall be closed and all candidates proposed by the Nominating Committee, or nominated from the floor, will be placed on the ballot for the election.

Section 7.03. Elections. At the April meeting, the members of the Nominating Committee shall conduct the election. Any member of the Nominating Committee who is on the ballot must resign his/her position on the Nominating Committee and the Executive Committee will appoint a successor. The Nominating Committee shall ascertain which Members of the Corporation are present; distribute a ballot to those Members; and collect the ballots after the Members present have voted.

Section 7.04. Majority Vote. In order to win office, a candidate must receive a majority of the votes cast. If no candidate receives a majority of the votes, then a run-off election will be held between the top two candidates. In case of a tie during the run-off election, the candidate receiving the most votes during the first ballot shall be the winner.

#### ARTICLE VIII - FISCAL PROVISIONS

Section 8.01. Budget. Prior to the beginning of each fiscal year, the Executive Committee will discuss with the Music Director and the choral director the goals of the music programs and activities as well as the unfunded costs of meeting those goals. Following such discussion, the Executive Committee will draft a budget for the Corporation which will be submitted to the Board of Directors for its adoption and implementation.

Section 8.02. Unbudgeted Expenses. Any expenditures which either were not budgeted or exceed the budgeted amount must be approved by the Board of Directors, unless an emergency arises necessitating that a payment be made. In such case, the officers of the Corporation may approve a payment which shall be ratified at the next meeting of the Board of Directors.

Section 8.03. Dual Signatures. All checks will be signed by two officers of the Corporation.

Section 8.04. Cash Counting. The counting of any cash received during any fundraising event will be undertaken and signed out by the chairperson of the committee which is sponsoring the event, or his/her designee, and another person(s) selected by the Corporation's Treasurer.

Section 8.05. Contracts. Whenever it is known that there are several suppliers of the same or a comparable product, the Corporation shall endeavor to use a competitive bidding process to obtain the lowest price. All contracts or purchases made by the Corporation in excess of one thousand dollars (\$1,000.00) shall be duly authorized by the Board of Directors.

Section 8.06. Auditing. All auditing services and requirements imposed upon or determined to be needed by the Corporation, if any, may be furnished and supplied by a public accounting and/or auditing firm. Alternatively, the Board of Directors may appoint three individuals who are not members of the Board as an ad hoc Auditing Committee to review the Treasurer's financial statements and report their findings at the August meeting. In such event, the Auditing Committee would examine the income and expense statements as well as other financial and legal documents and records of the Corporation and issue a report to the members on the financial status of the Corporation.

#### ARTICLE IX - PROVISIONS RELATING TO TAX-EXEMPT STATUS

Section 9.01. Charitable Purposes/Perpetual Existence. The Corporation shall be organized and operated exclusively for charitable, literary or educational purposes and it shall have perpetual existence.

Section 9.02. No Private Benefit. No part of the net earnings of the Corporation shall inure to the benefit of any private individuals during its existence or in the event of dissolution of the Corporation.

Section 9.03. No Legislative Influence. No substantial part of the activities of the Corporation shall be used to carry on propaganda or otherwise attempt to influence legislation except as may be provided in Section 501(h) of the Internal Revenue Code.

Section 9.04. No Political Participation. No substantial part of the Corporation shall be to 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 office.

#### ARTICLE X - DISSOLUTION

In the event of dissolution of the Corporation, all of the assets and accrued income of the Corporation shall be given or distributed to the Baldwin-Whitehall School District, or its successor, for the benefit and use of its instrumental and vocal music programs and activities; provided that, said School District, or its successor, continues to be exempt under Section 501(c)(3) of the Internal Revenue Code. In the event that neither is tax-exempt, then the assets and accrued income shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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.

#### ARTICLE XI - AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed or new or additional Bylaws adopted by the Members who are in attendance at a meeting called for this purpose by a two-thirds (2/3) vote provided the subjects of the amendments or other alterations shall have been included in the meeting notice.

ADOPTED by the Members of the BALDWIN HIGHLANDER MUSIC PATRONS, INC. this 19th day of July, 2011.

---

Susan M. Connelly, Secretary

---

Dotti Wood, President