

BYLAWS
Columbus East Choral Parents, Inc.

ARTICLE I - ORGANIZATION NAME AND PURPOSE

1.1 **Name.** The name of the Organization shall be Columbus East Choral Parents, Inc. (CECP).

1.2 **Purpose.** To support the program established by the Bartholomew Consolidated School Corporation and the Columbus East High School choral staff by:

- Rendering financial assistance in areas necessary for realizing the reasonable objectives of the Columbus East High School Choral Program (Choral Program).
- Promoting parental understanding of choral students' activities, opportunities, and objectives in the Choral Program.
- Providing moral support to Choral Program students and staff.
- Fostering relationships between parents of younger and seasoned Choral Program students.
- Increase public support of Choral Program activities.
- Promote music appreciation in the community by encouraging attendance at Choral Program performances.

1.3 Definitions

- *Organization* – CECP
- *Choral Staff* – Any person paid in the production of a Choral Show, including but not limited to the Choral Director, Performing Arts Support Staff, Choreographers, Show Designers, Costume Designers
- *Members* any qualified individual, as further defined below

ARTICLE II – MEMBERSHIP

2.1 Qualifications. All parents and/or legal guardians or other persons with a genuine vested interest in furthering the Columbus East High School Choir program are eligible to join the Organization. Columbus East High School Administration, Certified Staff, and Support Staff are eligible to join the Organization in an advisory capacity but shall be non-voting Members. Persons wishing to participate as a Member of the Organization must express interest in participating in the organization and provide their contact information to the Executive Committee (EC) Officers or Choral Director in order to become a Member in good standing and to receive communications regarding meetings and other important information regarding the activities of the Organization. Membership is for one year and must be renewed annually. The Membership roster, as maintained by the Organization, shall be the conclusive determination of whether or not an individual is a Member.

2.2 Rights. All Members shall have the right to attend meetings and events sponsored by the Organization, serve on committees, and be nominated and elected to EC Offices. Members shall have the right to vote for Executive Officers.

2.3 Responsibilities. Members are responsible for supporting the Organization at all times to the best of their abilities, this may include but is not limited to participating in monthly meetings, fund raising events, soliciting corporate and community sponsorships, promoting Columbus East Choirs, and volunteering at Choral Program events.

2.4 Meetings. There shall be at least one General Annual Meeting (Annual Meeting) of Membership in April at which Executive Officers will be nominated and elected. Additional Monthly Meetings (Meetings) will be held as needed but no less often than monthly. Special Meetings may be called by the Executive Committee if a need arises outside of normally scheduled Meetings. Regularly scheduled monthly Meeting dates and times must be shared with Membership on a regular basis with at least 2 weeks' notice prior to the next scheduled Meeting. Unless otherwise noted all meetings are open to both Executive Committee Officers and general Members. Notice of any meeting shall be given at the via Choral Program website.

ARTICLE III – Executive Committee

3.1 Membership. The Executive Committee (EC) shall consist of the elected Officers of the Organization. The Executive Officers shall be elected at the Annual Meeting as defined above. To be eligible for an elected Officer position, a person must be eligible for Membership in the Organization and the parent or legal guardian of a current Columbus East Choral student.

3.2 Authority. The affairs, activities, and operation of the Organization shall be managed by the EC. The EC shall present an annual budget and business plan at the Annual meeting. The Members actually in attendance at the Annual Meeting shall constitute a quorum and allow for the conduct of the Organization's election of Officers. During the general course of business between annual meetings, the EC shall at all times operate within the confines of the authority granted them to carry out the business plan within an approved budget. Under no circumstances is authority granted to the Officers to operate independently of the Committee to manage the affairs, activities, or operations of the Organization. Any Officer acting without the express permission of the Committee (decisions approved in meeting minutes) will be immediately removed from Executive Office and will no longer be eligible to be nominated for EC Officer position in the future.

- **Action without a Meeting.** Any action required to be taken (including the amendment of these Bylaws) outside of Meetings may be taken by notifying the entire EC of the action requested to be taken. Votes must be returned in writing and actions are Passed or Denied per the majority vote of the EC. Any actions taken without a Meeting that meets these criteria shall have the same force and effect of vote during a Meeting.

3.3 Quorum. A quorum of the EC must be present to transact business or make decisions on behalf of the Organization. A quorum shall consist of a majority of the Executive Committee Officers.

3.4 Responsibilities. Executive Committee Officers (Officers) must attend a 75% of monthly of Meetings and understand they are the fiduciaries of the Organization and as such are responsible for maintaining the Organization in good financial and legal standing. Officers will review "Responsibilities of a Board" packet and sign that they understand their responsibilities and obligations as an Officer annually, prior to May 31st. Meetings may be attended via Video or Audio Conference calls as well as in person.

3.5 Executive Committee Offices and Responsibilities. EC shall consist of the following Officers:
President, Vice-President, Secretary, Treasurer, Fundraising Chair, and Sponsorship Chair.

- **President** – The President shall conduct all Meetings (annual and monthly) of the Organization in accordance with Robert’s Rules of Order. The President is responsible for providing a detailed agenda that ensures business is conducted in a professional and concise manner during the Meetings. Agenda items are to facilitate the necessary decisions from the EC in order for the Members to carry out the actions that meet the objectives and purpose of the Organization and fulfill the annual Business Plan. The President is also responsible for selecting and appointing Chairpersons for each Special Committees (with the exception of Fundraising and Sponsorship committees), overseeing the Special Committee activities, serving as a liaison between the Executive and Special Committees for reporting purposes, and will serve as an ex-officio Member of all Committees of the Organization. This position is a secondary signer on all bank accounts and may serve as back up to the Treasurer when he/she is unavailable to perform financial transactions for the Organization. This position will serve as primary liaison between the EC and general Membership. The President will only vote in the case of a tie.
- **Vice President** – This position assists the President and will preside over Meetings if the President is unable to attend. This position is responsible for ensuring meetings achieve the required outcomes to facilitate Member actions, that meetings are conducted in accordance with Roberts’ Rules of Order; and creates and maintains all policies and procedures for orderly management of the Organization. This position serves as primary liaison between the Choral Director and the Organization. This position will receive financial statements and is responsible for the monthly and annual independent reconciliation of financial accounts.
- **Secretary** – The Secretary shall keep the official Minutes of each Meeting (monthly and annual; in person or via electronic means – email, video conference, phone) and accurately record the motions and results of each vote. Minutes from each meeting must be published for all Members no later than seven (7) calendar days after the meeting is held. Minutes will be published by posting them to the Parent section of the CECF website. This position is responsible for ensuring all Membership communications including, but not limited to, notification of Monthly and Annual meetings, seeking of Officer nominations, and any other material business of the Organization are duly given and in accordance with these bylaws. Maintain the official Membership roster of member names and email addresses.
- **Treasurer** - The Treasurer is the authorized custodian of the Organization’s funds in accordance with the Organization’s Policies. This position will organize, document, and record all financial activities. The Treasurer will be diligent and conscientious in ensuring all funds are received and spent in accordance with the Organization’s tax-exempt purpose, bylaws and budget. The financial records belong to the Organization and must be available to any Member at any time upon request. The Treasurer is responsible for completion of the following items:
 1. Work with the Choral Program Director to prepare an annual budget for review and approval by the Membership. Presentation to EC for review at February Meeting, to Membership at Annual (April) Meeting.
 2. Ensure that numbered receipts are provided for cash received by the Organization.
 3. Ensure that all funds are timely deposited in the Organizations authorized bank accounts.
 4. Ensure that payments and disbursements are authorized by approved budget or an amendment to the budget.
 5. Present a written financial report (including income and expenditures and comparing budgeted amounts to the actual year-to-date amounts) at each monthly Meeting of the Membership and at any other time as requested by the EC.

6. See that an annual financial review or audit, as appropriate based on budget size is conducted and presented to the EC and general Membership.
 7. Coordinate completion of required tax filings and paperwork.
- **Fundraising Chair**- This position is responsible for establishing a Fundraising committee and presenting a Fundraising calendar of activities to the EC for approval at the June Meeting. The Fundraising activities should provide the ability to reasonably pay all booster fees (if choral student actively participates) by the scheduled due dates for payments. For Example, if the first fair share payment of the choral seasons is \$200 due September 1st, then fundraising activities should be scheduled to provide the ability to raise \$200 prior to September 1st.
 - **Sponsorship Chair** – This position is responsible for establishing a Sponsorship committee that will be charged with obtaining approximately 25% funding of the annual budget through Corporate Sponsorships and Grants. An action plan for sponsorship and grants should be submitted for approval to the EC no later than the June Meeting. This position is also responsible for ensuring all corporate sponsorship commitments are fulfilled, such as advertising in programs, trailer magnets, etc.
 - **Past President** – This position shall be filled by the most recent president of the CECP, regardless of if they have a current student in the Choral program. This role is non-voting and advisory in nature.

3.6 Election. A nominating committee composed of the current President, Secretary, and at least one additional Officer shall begin seeking nominations for Officers in February of the year in which elections will be held and create a slate of candidates. The candidates shall be announced to the Membership as soon as possible but no later than two weeks before the Annual meeting. Only those who have consented to serve shall be eligible for offices. Officers will be elected at the April meeting of the Organization by a majority of the Members present. Officers shall assume their duties on the last day of the current school year following their election.

3.7 Term. Officers shall be elected for a term of one year. Officers may be elected for up to three consecutive terms in the same office. Regardless of Office, no single person shall serve for more than six consecutive years as an Officer of the Organization.

3.8 Vacancies. A vacancy occurring in any Office shall be filled for the unexpired term by a qualified Member elected by a majority vote of the remaining Members of the EC.

3.9 Removal from Office. Executive Officers and Committee Chairs can be removed from office for any of the following reasons, individually or collectively.

- Failure to obtain an acceptable background check (per BCSC guidelines); or any prior history of fraud, embezzlement, or inappropriate conduct with a minor.
- Missing more than 25% of scheduled meetings without prior approval from Executive Committee (approval must be documented).
- A vote of 2/3 of the other Executive Officers.

3.10 Reimbursement. – Executive Officers shall serve without compensation with the exception that expenses incurred in the furtherance of the Organization’s business are allowed to be reimbursed with documentation in accordance with the Organization’s financial policies, and prior approval.

ARTICLE IV – FINANCES

4.1 Budget. The EC shall present to the Membership at the Annual meeting a budget of anticipated revenue and expenses. This budget shall be used to guide the activities of the Organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the EC. A substantial deviation is considered to be more than 1% of total budget or 10% of the category's approved budgeted amount, whichever is less.

4.2 Obligations. The EC may authorize any Officer or Officers to enter into a contract or agreement for the purchase of materials or services on behalf of the Organization. The President and Treasurer may enter into a contract or agreement for purchase of materials or services on behalf of the Organization for any expense that is within the approved budget, without additional authorizations. Any person entering into a contract on behalf of the Organization without prior authorization of the Organization may be held personally responsible for the obligation.

4.3 Loans. No loans shall be made by the Organization to its Officers or Members. No loans shall be obtained in the name of the Organization without prior authorization by vote of the Members (including credit cards, or automatic overdraft services).

4.4 Checks. All checks, drafts, or other orders for the payment of money on behalf of the Organization shall be signed by the Treasurer or President. Other Officers may be authorized to sign checks, drafts, or other payment orders by vote of EC if necessary.

4.5 Banking. The Treasurer shall ensure all funds of the Organization are timely deposited to the credit of the Organization in such banks or other depositories as determined by the EC. All deposits and disbursements shall be documented by a receipt, an invoice, other written documentation. Sequentially numbered receipts shall be provided with a copy kept, for any cash collected. All deposits and or disbursements shall be made as soon as practicable upon receipt of funds, normally daily, immediately after counted. If debit cards are established in the name of the Organization, a policy approved by the EC shall be developed and used that includes a list of authorized users, limits, review and oversight provisions. No personal charging on the card shall be allowed.

- **Online banking and other non in person access.** Only those authorized to conduct financial transactions on the account (Authorized users) may have access to non in person access devices or channels such as debit cards, online banking, mobile banking, or telephone banking. Authorized users are discouraged from using shared access devices or channels. Authorized users must not share usernames, passwords, or other banking authentication features with anyone else.

4.6 Financial Controls. The Organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the Organization shall maintain separation of financial controls, so that minimally:

- All expenses must be approved by the Membership by way of approval of an annual budget or amendments thereto approved by separate resolution of the EC.
- Monthly review of statements must be made by a Member not authorized to access funds or having check writing authority.

- A committee of at least 2 persons without access to funds or check writing authority shall annually audit all corporate finances or hire and supervise an outside accountant or auditing firm to conduct a review of financial records.

4.7 Financial Report. The Treasurer shall present a financial report at each Meeting of the Organization and prepare a final report at the close of the fiscal year in accordance with the Organization's financial policies. The EC shall have report and accounts examined annually. If the Organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The audit committee shall consist of two or more Members of the Organization who are not involved in the routine handling of the Organization's finances, including not having signatory authority on bank accounts or approval authority over disbursements. If the Organization grosses over \$100,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the EC to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$250,000.

4.8 Fiscal Year. The fiscal year of the Organization shall be from July 1 to June 30.

4.9 Financial Records Retention. All records of the Organization shall be maintained and destroyed in accordance with law, and standard record retention guidelines. Financial records shall be maintained for 7 or more years. Monthly Treasurer's reports shall be maintained for three years.

ARTICLE V – SPECIAL COMMITTEES

5.1 Formation of Special Committees. The formation of Special Committees (SC) is at the discretion of the Executive Committee, when additional persons are required to obtain an Organizational objective.

5.1.1 Special Committee Chairperson. If a Special Committee is deemed necessary, the President will be responsible for selection and appointment of a Committee Chairperson; Chairperson must be willing and consent to serve prior to being appointed. The President is responsible for overseeing the Special Committee activities, serving as a liaison between the Executive and Special Committees for reporting purposes. The President will serve as an ex-officio Member of all Committees of the Organization, including any Special Committees.

5.1.2 Special Committee Members. The Special Committee Chair is responsible for determining the number of Members needed to carry out the responsibilities of the SC and for recruitment of Committee Members. Committee Members can be Members of the Organization but do not have to be as they may be selected for a specialized skill set regarding the objective of the SC.

5.1.3 Term of Special Committees. The term of Special Committees and Chairperson will be identified at the time the Special Committee is formed and will be communicated to the appointed Chairperson and SC Members.

5.1.4 Special Committee Meetings. Chairperson is responsible for determining number and frequency of meetings necessary to achieve the objective of the SC. Chairpersons are responsible for communicating meeting dates and agenda to SC members. Minutes should be maintained for all meetings. Meeting minutes and recommendations for actions should be provided to the President for discussion and any required approvals at the next Executive Committee meeting.

5.1.5 Authority of Special Committees. While Special Committees may be charged with the day-to-day management of specific activities or actions taken on behalf of the Organization, all actions require the approval of the EC, especially those of a legal or financial nature.

5.1.6 Special Committees. Special Committees may include but are not limited to:

- **Stage Crew & Props** - Build Props, load, transport, and set up props and equipment for performances and competitions.
- **Concert and Competition Volunteers** - Coordinate volunteers for local and non-local concerts and competitions, including dressing rooms, ticket sales, etc.
- **Marketing and social media** – Responsible for timely creation and ordering of Show shirts, Choir merchandise, maintaining social media accounts, advertising.
- **Special Events** – Coordinate special events such as Senior Night, Awards (letters, chevrons), and Specialized Travel (spring break trips).
- **East Hosted Competition** – Oversight of East Hosted Competition, including coordination of various subcommittees (Chairs selected and appointed by President), including but not limited to: *Admissions, Ushers, Judge’s Committee, Parking, Stage Crews, Equipment, Kitchen, Snack Stand, Trophies, Group Check-in/Out, Security, Volunteer coordinator.*
- **Costumes, 3 Chairpersons (1 each for Center Stage, Serenade, Olympian Choir)-** Responsible for organizing and fitting of all costumes, including repairs and replacements during season, and communications to parents, guardians, and students regarding any accessories/clothing that is the responsibility of the student.

ARTICLE V- CONFLICTS OF INTEREST

5.1 Existence of Conflict, Disclosure. Members, Officers, Columbus East High School Administration, Certified Staff, and Support Staff (Members, et al) acting on behalf of the Organization should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Organization. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any Member, et al, appears to compete with the interest of the Organization. If any such conflict of interest arises the interested person shall call it to the attention of the EC for resolution. If the conflict relates to a matter requiring EC action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exist, the matter shall be resolved by a vote of the EC, excluding the person who is the subject of the possible conflict. Conflict of Interest policy also applies to Special Committee Chairs.

5.2 Nonparticipation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall not be present in during the EC vote. Prior to vote, the person shall be allowed to present any and all relevant information regarding the potential conflict.

5.3 Minutes of Meeting. The minutes of the EC meeting must reflect that the conflict was disclosed, the interested person was not present during final discussion or vote and did not vote on the matter.

5.4 Annual Review. A copy of the Conflict-of-Interest statement shall be furnished to each Member, et al, who is presently serving the Organization, or who hereafter becomes associated with the Organization. This policy shall be reviewed annually for information and guidance of Members, et al. New Officers shall be advised of the policy upon undertaking the duties of their offices.

ARTICLE VI – INDEMNIFICATION AND INSURANCE

6.1 Indemnification. Every Executive Committee Member and any Special Committee Chairpersons, may be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such Members of the EC in connection with any threatened, pending, or completed action, suit or proceeding to which they may become involved by reason of their being or having been an Officer or Chairperson of the Organization or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of their duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the EC approved such settlement and reimbursement as being in the best interest of the Organization. The forgoing right of indemnification shall be in addition and not exclusive of all other rights which such Executive Officer is entitled.

6.2 Insurance. Because the EC Officers and Chairpersons can be held personally liable for the actions of the Organization, the Organization shall maintain a current Nonprofit Director and Officer (D&O) Liability insurance policy, with both Side A and B coverages. Nonprofit D&O Liability insurance helps cover the defense cost, settlements and judgements arising out of lawsuits and wrongful acts allegations brought against a nonprofit Organization and its Officers that they may have carried out in the course of their work on behalf of the Organization.

- **Side A coverage:** Side A coverage protects directors and officers from personal financial losses arising out of claims made against them for wrongful acts. Side A coverage protects the Officers in the event the Organization itself files for bankruptcy or becomes insolvent and is unable to pay claims on behalf of the Officers.
- **Side B coverage:** Side B is designed to reimburse the company for any amounts that it pays to settle a claim made against directors and officers.
- This insurance does NOT protect those who deliberately commit criminal or malicious acts.

ARTICLE VII – AMENDMENTS

These Bylaws may be amended at any regular or special meetings of the Executive Committee by a majority vote of the EC, provided that at least thirty (30) days' notice of the proposed amendments has been made to the EC.