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**BYLAWS**  
**OF**  
**NAZARETH AREA BLUE EAGLE BAND PARENTS**  
**(a Pennsylvania nonprofit corporation)**  
**INCORPORATED UNDER THE LAWS**  
**OF THE**  
**COMMONWEALTH OF PENNSYLVANIA**

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**Adopted by the Executive Board on** March 5, 2023.

**BYLAWS**  
  
**of**  
  
**NAZARETH AREA BLUE EAGLE BAND PARENTS**

**ARTICLE I**  
**GENERAL**

**1.1    Name.** The name of the Organization is “Nazareth Area Blue Eagle Band Parents” (the “**Organization**”).

**1.2    State of Incorporation.** The Organization was formed on October 26, 2023 as a Pennsylvania nonprofit corporation, organized under the Pennsylvania Nonprofit Corporation Law of 1988 (the “**Act**”).

**1.3    Registered Office.** The registered office of the Organization in Pennsylvania shall be at the place designated in the Articles of Incorporation, or at such place within the Commonwealth of Pennsylvania as the Board of Directors (the “**Executive Board**,” or the “**Board**”) may determine. Before the change of location becomes effective, the Organization shall either amend its Articles of Incorporation to reflect the change in location, or file a Statement of Change of Registered Office with the Pennsylvania Department of State.

**1.4    Other Offices.** The Organization may also have offices at such other places within and without the Commonwealth of Pennsylvania as the Executive Board may determine, or as the activities of the Organization may require.

**1.5    Corporate Seal.** The Organization shall not use a corporate seal and all documents, instruments, and agreements executed and delivered by the Organization shall have the same efficacy as if a corporate seal had been affixed thereto.

**1.6    Fiscal Year.** The fiscal year of the Organization shall end June 30 or other such period as determined by the Board.

**1.7    Purposes.** The purposes of the Organization are as provided in the Articles of Incorporation.

**1.8    Definitions.** The terms “in writing” and “written,” as used in these Bylaws and the policies and procedures of the Organization shall have the meaning set forth in Sections 102(a) and 107(b) of the Act for the term “written,” which is defined to mean inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form. The term “sign” or “signed,” as used in these Bylaws and the policies and procedures of the Organization shall have the meaning provided for in Section 102(a) of the Act and shall mean (a) to sign manually or adopt a tangible symbol, or (b) to attach to, or logically associate with, information in writing, an electronic sound, symbol or process.

**1.9 Compliance.** The Organization will comply with published Nazareth Area Board of Education and Nazareth Area High School guidelines and procedures.

## **ARTICLE II** **MEMBERSHIP**

**2.1 Membership.** The Organization shall have no Members, as that term is defined by the Act.

### **2.2 General Members.**

(a) Qualifications. General Members shall be current, past & future parents/guardians of Nazareth Area Blue Eagle Marching Band Students who have the best interests of the welfare of the band in mind, and any other criteria that the Executive Board shall determine from time to time.

(b) Rights and Privileges. General Members shall have the right to elect Executive Board Members but shall have no other rights of members under the Act.

(c) Membership meeting. The annual meeting of the General Members for the purpose of electing Executive Board Members and for the transaction of such other business as may properly come before the meeting shall be held in April of each year on a date set by the Executive Board and at such other time or place as the Executive Board shall determine. See Article VII of these Bylaws for the notice requirements. For the purposes of conducting business at a meeting of the General Members, the number of General Members actually in attendance shall constitute a quorum. The General Membership will meet throughout the school year and dates and details will be determined during each school year and announced.

## **ARTICLE III** **EXECUTIVE BOARD**

**3.1 General Powers; Duties.** The business and affairs of the Organization shall be managed by an Executive Board and all powers to act for the Organization are hereby granted to and vested in the Executive Board, except as otherwise provided in these Bylaws, the Articles of Incorporation, or by the Act. Unless provided otherwise in these Bylaws or by the Act, each Executive Board Member shall have only one vote, regardless of any officer position that the Executive Board Member may hold. The Executive Board Members shall exercise due diligence consistent with a duty of care that requires them to act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner that they believe is in the best interests of the Organization. Executive Board Members shall also exercise their duty of loyalty with respect to the Organization in accordance with the Organization's Conflict of Interest Policy.

**3.2     Number.** The Executive Board shall consist of not less than three (3) and no more than seven (7) Executive Board Members who shall be natural persons (collectively, “**Executive Board Members**,” and individually, an “**Executive Board Member**”). The number of Executive Board Members shall be set by the Executive Board and may be increased or decreased from time to time by a vote of a majority of the Executive Board Members then in office.

**3.3     Qualifications.** Executive Board Members must be at least eighteen (18) years of age, must have an ability to participate effectively in fulfilling the responsibilities of the Executive Board, and must be a parent/guardian of a participating student member in the Nazareth Area Blue Eagle Marching Band, whether they be a current, past or future band member

**3.4     Election.** Executive Board Members shall be elected by a vote of the majority of the General Members in attendance at the annual meeting of the General Members in April of each year. At the March meeting of the General Members, the Executive Board President shall announce the number of Executive Board Members to be elected at the April meeting, and shall state that the nominations process is open, and shall call for nominations. Nominations for the Executive Board may be made from the floor during the April General Member meeting. Any General Member who is present at the April meeting and entitled to vote may make nominations. Nominations need not be seconded. After nominations have been made, the chair of the meeting shall, on motion, declare the nominations closed, and thereafter no further nominations may be made. After the nominations have been closed, the General Members shall cast their votes, which shall be recorded by the Secretary. Each Executive Board member may nominate and/or vote for themselves as a successor Executive Board member. If there is only one candidate for each Executive Board position upon the close of nominations, and the election is by voice vote, the President can request a non-Executive Board member to cast one ballot to make the motion unanimous. If there is more than one candidate for an Executive Board position, a vote must be taken by a written ballot and counted by non-Executive Board members appointed in March of the election year. All incumbent Executive Board Members shall continue in office until the conclusion of the General Member meeting in May..

**3.5     Term of Office.** Each Executive Board Member shall be elected for a term of one (1) year and shall hold office until (a) the later of the expiration of the term for which the Executive Board Member was elected or until the Executive Board Member’s successor has been elected and qualified, (b) the Executive Board Member no longer meets the qualifications in Section 3.3, or (c) the Executive Board Member’s earlier death, resignation, or removal.

**3.6     Resignation of Executive Board Members.** An Executive Board Member may resign at any time by giving written notice to the President and to the Secretary of the Organization. The resignation shall be effective upon receipt by the President or Secretary or at such subsequent time as may be specified in the notice of resignation.

**3.7     Removal of Executive Board Members.** An Executive Board Member that misses three (3) consecutive board meetings, without providing advance written notice stating a reasonable cause for their absence, is deemed automatically removed from the Executive Board.

An officer, Executive Board Member, or Committee Member may be removed at any time and for any reason (i.e., with or without cause) by a vote of two-thirds of the full Executive Board. The President or any Executive Board Member can make a motion at any time during a Board meeting to propose the removal of any Executive Board Member(s). No advance notice and no formal hearing procedure need be followed in order to remove a Executive Board Member. If any Executive Board Member is removed, other than the President, Secretary, or Treasurer, the President shall nominate a candidate to be voted on and approved by the General Members, and the resulting vacancy may be filled within the same fiscal year.

**3.8 Vacancies.** Vacancies in the Executive Board, including vacancies resulting from an increase in the authorized number of Executive Board Members, shall be filled by nominations and election by the General Members. Any Executive Board Member so elected shall serve for the balance of the term to which the Executive Board Member is elected.

**3.9 Regular Meetings.** Regular meetings of the Executive Board and Standing Committees shall be held the last Tuesday of each month at 6:30pm. Meetings of the Board may be held at such times as the Board, may by resolution, determine but not less than nine (9) times per calendar year. One of the Organization's regular meetings shall be designated as an annual meeting of the Executive Board, to be held each year at a date to be set by the Executive Board to review operations during the immediately preceding year, elect Executive Board Members if necessary, elect officers, and transact such other business as may properly be brought before the meeting. The Executive Board Members may resolve to convene the annual meeting on another date during the year, provided that proper notice is given.

**3.10 Special Meetings.** Special meetings of the Executive Board may be called at any time by the President, or upon the written request of at least one-third of the Executive Board Members delivered to the Secretary, or upon the written request of seven (7) or more General Members delivered to the President. See Article VI of these Bylaws for the notice requirements. Any such request by the Executive Board Members or General Members shall state the time and place (or access information if the meeting is held by telephone or video conference call) of the proposed meeting and, upon receipt of such request, it shall be the duty of the Secretary to promptly issue the notice for such meeting. If the Secretary neglects to or is unavailable to issue such notice, the Executive Board Members or General Members making the request may issue the notice.

**3.11 Quorum; Corporate Action.** At all meetings of the Board, a majority of the total number of the Executive Board Members in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Executive Board Members present (including participants by telephone or video conference call as provided in Section 3.12 of these Bylaws) at a meeting at which a quorum is present shall be the acts of the Executive Board, unless a higher threshold is specifically required by the Act, by the Articles of Incorporation, or by these Bylaws. Executive Board Members may not attend nor participate in any meeting by proxy, and Executive Board Members may not vote by proxy. Executive Board Members may not vote by

email or any other electronic means, except in connection with signing unanimous written consents in accordance with Section 3.13 of these Bylaws.

**3.12 Use of Electronic Meeting Technology.** To the fullest extent permitted by the Act, the Executive Board and any committees of the Board may convene meetings exclusively by electronic technology. As long as all persons participating in such meetings have a reasonable opportunity to participate in the meeting, read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members and, subject to such guidelines and procedures as the Executive Board may adopt, make appropriate motions and comment on the business of the meeting, participation in a meeting pursuant to this Section 3.12 shall constitute “in person” presence at the meeting.

**3.13 Action by Executive Board Members in Lieu of a Meeting.** Unless otherwise restricted by the Articles of Incorporation, or by the Act, any action required or permitted to be taken at any meeting of the Executive Board or any committee thereof may be taken without a meeting, if all of the members of the Board or committee, as the case may be, consent to the action in writing by affixing their signatures to a document(s) that is circulated for signature by electronic means (for example, through DocuSign or as an attachment to an email), and the signed document is – or signed documents, if they are signed in counterparts, are – filed with the Secretary of the Organization.

**3.14 Liability.** To the fullest extent permitted by Pennsylvania law, now in effect and as may be amended from time to time, an Executive Board Member shall not be personally liable for monetary damages for any action taken or any failure to take any action unless:

- (a) The Executive Board Member has breached or failed to perform the duties of the Executive Board Member’s position (see Subchapter B of Chapter 57 of the Act); and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

As expressed in Section 5713(b) of the Act, this Section 3.14 shall not provide liability protection to any Executive Board Member with regard to the Executive Board Member’s violations of any criminal statute, or the Executive Board Member’s failure to make payment of taxes pursuant to federal, state, or local law.

Any repeal or amendment of this Section 3.14 shall be prospective only and shall not increase, but may decrease, an Executive Board Member’s liability with respect to actions or failures to act occurring prior to such change.

**3.15 Standard of Care, Justifiable Reliance, and Business Judgment Rule.** Pursuant to Section 5712(a) of the Act, the Executive Board Members of the Organization stand in a fiduciary relationship to the Organization and must perform their duties as Executive Board Members, including their duties as a member of any committees of the Board or as officers, in good faith,

in a manner they reasonably believe to be in the best interests of the Organization, and with such care, including the skill, and diligence that a person of ordinary prudence would use under similar circumstances and reasonable inquiry into those issues required by the statutes of this Commonwealth to be considered in the circumstances and those interests and factors listed in Section 5715(a) relating to exercise of powers generally) or Section 5716(a) (relating to alternative standard) that the Executive Board Member considers appropriate. In performing their duties, Executive Board Members are entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared by any of the following:

- (a) One or more officers or employees of the Organization or an affiliate of the corporation whom the Executive Board Member reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants, or other persons as to matters that the Executive Board Members reasonably believes to be within the professional or expert competence of such person; or
- (c) A committee of the Board upon which the Executive Board Member does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Executive Board Member reasonably believes to merit confidence.

A Executive Board Member is not considered to be acting in good faith if the Executive Board Member has actual knowledge concerning the matter that causes the Executive Board Member to believe reliance is unwarranted.

An Executive Board Member who makes a business judgment in good faith fulfills the Executive Board Member's duties if:

- (a) The subject of the business judgment does not involve self-dealing by the Executive Board Member or an associate or affiliate of the Executive Board Member;
- (b) The Executive Board Member is informed with respect to the subject of the business judgment to the extent the Executive Board Member reasonably believes to be appropriate under the circumstances; and;
- (c) The Executive Board Member rationally believes that the business judgment is in the best interests of the corporation.

Pursuant to Section 5715 of the Act, in discharging the duties of their respective positions, the Executive Board, committees of the Board, and individual Executive Board Members of the Organization may, in considering the best interests of the Organization, consider to the extent they deem appropriate:

- (a) The effects of any action upon any or all groups affected by such action, including members, employees, suppliers, customers, and creditors of the Organization, and upon communities in which offices or other establishments of the Organization are located.
- (b) The short-term and long-term interests of the Organization, including benefits that may accrue to the Organization from its long-term plans and the possibility that these interests may be best served by the continued independence of the Organization.
- (c) The resources, intent, and conduct (past, stated, and potential) of any person seeking to acquire control of the Organization.
- (d) All other pertinent factors.

The Executive Board, committees of the Board and individual Executive Board Members shall not be required, in considering the best interests of the Organization or the effects of any action, to regard any corporate interest or the interests of any particular group affected by such action as a dominant or controlling interest or factor. The consideration of any of these interests and factors does not constitute a breach of fiduciary duty.

**3.16 Compensation of Executive Board Members; Reimbursement of Expenses.** No Executive Board Member shall be compensated for services unless so authorized by a duly adopted resolution of the Executive Board, requiring that: (a) such Executive Board Member may only receive reasonable compensation for services rendered for the Organization in carrying out its exempt purposes as established by the Executive Board; and (b) such compensation is (i) consistent with the Organization's financial policies, (ii) does not adversely affect the Organization's qualification as an organization exempt under Section 501(a) and described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**") or give rise to intermediate sanctions under the Code, and (iii) shall be set by a committee composed of persons who have no financial interest in such determination. The Organization generally expects Board members to incur expenses without reimbursement; however, the Board may adopt a policy to allow for reimbursement of Executive Board Members' expenses, provided that such expenses shall be reimbursed only for ordinary, necessary, and reasonable expenses incurred in the performance of their duties as Board members and provided that such reimbursement does not adversely affect the Organization's qualification as an organization exempt under Section 501(a) and described under Section 501(c)(3) of the Code or give rise to intermediate sanctions under Section 4958 of the Code. Any expense reimbursements permitted must be made in accordance with procedures established by the Organization.

**3.17 Loans to Executive Board Members.** No loans shall be made by the Organization to any of its Executive Board Members.

## **ARTICLE IV**

### **COMMITTEES**

#### **4.1     Standing Committees.** There shall be the following standing committees:

(a)     The Ways and Means Committee shall consist of a Chairperson that oversees all fundraiser heads. It shall be the duty of this committee to formulate plans for the raising of funds. All fundraising activity must be submitted to the Executive Board for approval.

(b)     The Refreshment Stand/Bistro Stand Committee shall consist of a Chairperson and a committee of three co-chairs (refreshment stand co-chair, stand cashier/volunteer co-chair and candy section co-chair) and other members, at large, as needed. The responsibility is to provide food services at the Wahoo Bistro and at other food service fundraisers as designated by the Executive Board. These include, but are not limited to Football games (freshman, JV & varsity), community pep rally, annual competition, etc. If the Chairperson cannot perform their duties, then any one of the co-chairs could assume the duties.

(d)     The Soundfest Committee shall consist of a Chairperson and a committee of no fewer than three (3) General Members. It shall be the duty of this committee to organize and host the annual marching band competition fundraiser.

(e)     The Nominating Committee shall consist of three (3) General Members that are not Executive Board Members and not seeking office themselves, to be appointed by the Executive Board at the General Member meeting in March. The duties of the committee shall be to prepare a ballot of all candidates for the Executive Board by contacting all General Members interested in serving on the Executive Board. This report is to be made at the Executive Board Meeting at the end of March and then at the General Member meeting in April.

**4.2     Other Committees.** The Executive Board may establish other standing or special committees and designate their function and responsibility. Individuals appointed to committees need not be Executive Board Members. Except as otherwise provided in these Bylaws, the Articles of Incorporation, or the Act, any committee may exercise such powers and functions as the Executive Board may from time to time determine except that no committee shall have power or authority as to:

- a) The creation or filling of vacancies of the Executive Board;
- b) The adoption, amendment, or repeal of these Bylaws;
- c) The amendment or repeal of any resolution of the Executive Board that by its terms is amendable or repealable only by the Board;

- d) Action on matters committed by these Bylaws or resolution of the Executive Board to another committee of the Board; or
- e) Action on matters pertaining to the acquisition, sale, mortgage, or pledge of real property (see Section 6.1 of these Bylaws for Board approval required).

**4.3 Committee Reports.** Each committee shall keep minutes of its proceedings and report the same to the Board at each regular meeting of the Board, or otherwise as requested by the President. The chair of each committee shall present the report. If the chair of a committee is unable to attend the meeting to present the committee report, then the chair of that committee may designate another member of the committee to present its report. The Executive Board shall adopt rules of procedure as it deems necessary for the conduct of the affairs of each committee.

**4.4 Quorum.** Unless a committee approves a greater or lesser number, a majority of its voting members shall constitute a quorum.

**4.5 Committee Chairpersons.** The President shall nominate the chairpersons of all committees for approval by the General Members at the April General Member meeting each year.

## **ARTICLE V**

### **OFFICERS**

**5.1 Officers.** The officers of the Organization shall be natural persons of at least eighteen (18) years of age, and there shall be a President, a Vice-President, a Secretary, a Treasurer, an Assistant Secretary/Treasurer, a Historian, and a Director of Volunteers, all of whom shall be Executive Board Members currently in office and who shall be elected as officers by the Executive Board. Holding an officer position does not grant any Executive Board Member greater voting authority or additional voting privileges.

**5.2 Duties.** The officers shall have and exercise such duties and functions as usually attach to their offices, with such additional duties and functions and subject to such limitations as may be provided in these Bylaws or established by the Executive Board. Officers shall ensure that the Board is fully informed about the Organization's activities and financial status and that the Board has full and accurate information necessary to make informed decisions about the Organization's operations. The Executive Board may add to the corporate title of any officer (other than the President) a functional title in word or words descriptive of the officer's powers or the general character of the officer's duties.

**5.3 Selection, Terms.** The officers of the Organization shall be elected by the Executive Board at a Board meeting (or in accordance with Section 3.13) and shall serve for a term of one (1) year. Each officer shall hold office until (a) the later of the expiration of the term for which the officer was elected or until the officer's successor has been elected and qualified, or (b) until the officer's earlier death, resignation, or removal.

**5.4 Resignation of Officers.** Any officer of the Organization may resign at any time by giving written notice to the President and to the Secretary of the Organization. The resignation shall be effective upon receipt by the President and Secretary or at such subsequent date as may be specified in the notice of resignation.

**5.5 Removal of Officers.** Any officer of the Organization may be removed, or the officer's authority may be revoked by resolution of the Executive Board, whenever in the Board's judgment the best interests of the Organization will be served thereby, but such removal or revocation shall not affect any contract rights the person so removed may have with the Organization.

**5.6 Vacancies.** Any vacancy in any office shall be filled by the Board. The elected officer shall fill the balance of the term to which the officer is elected or appointed.

**5.7 Compensation of Officers; Reimbursement of Expenses.** The salaries or compensation, if any, of all officers of the Organization shall be fixed by, or in the manner prescribed by, the Executive Board, provided that no officer shall be compensated for services unless so authorized by a duly adopted resolution of the Executive Board, requiring that: (a) such officer may only receive reasonable compensation for services rendered for the Organization in carrying out its exempt purposes as established by the Executive Board; and (b) such compensation is (i) consistent with the Organization's financial policies, (ii) does not adversely affect the Organization's qualification as an organization exempt under Section 501(a) and described under Section 501(c)(3) of the Code or give rise to intermediate sanctions under the Code, and (iii) shall be set by a committee composed of persons who have no financial interest in such determination. As provided in Section 3.16, the Organization generally expects officers to incur expenses without reimbursement; however, the Board may adopt a policy to provide for reimbursement of officers' expenses, provided that such expenses shall be reimbursed only for ordinary, necessary, and reasonable expenses incurred in the performance of their duties as officers and provided that such reimbursement does not adversely affect the Organization's qualification as an organization exempt under Section 501(a) and described under Section 501(c)(3) of the Code or give rise to intermediate sanctions under Section 4958 of the Code. Any expense reimbursements must be made in accordance with procedures established by the Organization.

**5.8 Officer's Standard of Care and Justifiable Reliance.** Pursuant to Section 5733.1(a) of the Act, an officer shall perform the duties of an officer in good faith, in a manner the officer reasonably believes to be in the best interests of the nonprofit corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances.

In performing the duties of an officer, an officer is entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) One or more other officers or employees of the corporation or an affiliate of the corporation whom the officer reasonably believes to be reliable and competent in the matters presented.
- (b) Counsel, public accountants or other persons as to matters that the officer reasonably believes to be within the professional or expert competence of such person.

An officer is not considered to be acting in good faith if the officer has actual knowledge concerning the matter that causes the officer to believe reliance is unwarranted.

An officer who makes a business judgment in good faith fulfills the duties of an officer if:

- (a) The subject of the business judgment does not involve self-dealing by the officer or an associate or affiliate of the officer;
- (b) The officer is informed with respect to the subject of the business judgment to the extent the officer reasonably believes to be appropriate under the circumstances; and
- (c) The officer rationally believes that the business judgment is in the best interests of the corporation.

**5.9 Personal Liability of Officers.** To the fullest extent permitted by Pennsylvania law, now in effect and as may be amended from time to time, an officer shall not be personally liable for monetary damages for any action taken or any failure to take any action unless:

- (a) The officer has breached or failed to perform the duties of the officer's position (see Subchapter C of Chapter 57 of the Act); and
- (b) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

As expressed in Section 5733.2(b) of the Act, this Section 5.9 shall not provide liability protection to any officer with regard to the officer's violations of any criminal statute, or the officer's failure to make payment of taxes pursuant to federal, state, or local law.

Any repeal or amendment of this Section 5.9 shall be prospective only and shall not increase, but may decrease, an officer's liability with respect to actions or failures to act occurring prior to such change.

**5.10 Loans to Officers.** No loans shall be made by the Organization to any of its officers.

**5.11 President; Powers and Duties.** The President shall have general charge and supervision of the business of the Organization and shall exercise or perform all the powers and duties usually incident to the office of the President. The President shall preside at all meetings

of the Executive Board and the General Members. The President shall from time to time make, or cause to be made, such reports of the affairs of the Organization as the Board may require. The President shall be responsible to the Executive Board for the application and implementation of policies adopted by the Executive Board. Unless otherwise provided by the Board in the resolution creating the committee, the President shall be a voting member of each committee. The President shall report the timeline notebook to pass on to the next President at the end of the term.

**5.12 Vice President(s); Powers and Duties.** The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and if there is more than one (1) Vice President, their seniority in performing such duties and exercising such powers shall be determined by the Executive Board or, in default of such determination, by the order in which they were first elected. Each Vice President also shall have such powers and perform such duties as may be assigned by the President and the Executive Board. The Vice President shall ensure that all legal responsibilities of the Organization are met on a timely basis. The Vice President will be available to assist all Executive Board members and Committee Chairpersons in the performance of their duties.

**5.13 Secretary; Powers and Duties.** The Secretary shall attend all meetings of the Board and General Members and record all the votes and meeting minutes in books to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Executive Board and General Members, and shall perform such other duties as may be prescribed by the Board or by the President. The Secretary shall keep an accurate list of the General Members of the Organization and attendance at meetings. He/She shall also conduct all the correspondence of the Organization, and shall have custody of the same. It shall be his/her duty to notify all members of their appointment to Committees and to send out all notices as directed by the Executive Board.

**5.14 Treasurer; Powers and Duties.** The Treasurer shall help ensure that the Organization's tax returns are reviewed and approved by the Board and are timely filed, and that an annual audit, review, or compilation of the Organization's books and records is performed by an independent accountant selected by the Board if required by Pennsylvania law or any other applicable jurisdiction. The Treasurer shall be notified of the selection of and changes made to the banking institutions and to the investment of any of the Organization's funds and shall help ensure that the Board receives regular reports on the finances of the Organization. The Treasurer shall perform such other duties as from time to time may be assigned by the President or the Executive Board. If required by the Executive Board, the Treasurer shall give a bond in such sum and with such surety or sureties as the Executive Board shall determine for the faithful discharge of the Treasurer's duties and for the restoration to the Organization, in case of the Treasurer's death, resignation, retirement, or removal from office, of all books, records, money, and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Organization. The Treasurer shall have charge of all funds of the Organization and pay out money only as approved by two-thirds ( $\frac{2}{3}$ ) of the Executive Board Members present at any regularly scheduled meeting of the Organization. All

expenses, excluding operating and customary expenses, in excess of \$500.00 (five hundred dollars) shall be approved by two-thirds ( $\frac{2}{3}$ ) of the General Members present at any regularly scheduled meeting. All checks shall be signed by the Treasurer, the Secretary or the Assistant Secretary/Treasurer and one (1) other Executive Board member.

**5.15 Assistant Secretary/Treasurer.** The Assistant Secretary/Treasurer shall perform such functions and have such responsibilities as the Executive Board may determine, or as delegated by the Secretary and Treasurer, or as needed to assume the duties of the Secretary or the Treasurer in the absence or retirement of either officer. When applicable, the Assistant Secretary/Treasurer shall be responsible for assisting the Treasurer with student/band fundraisers and accounting for fundraising funds as needed for students. The Assistant Secretary/Treasurer shall perform such other duties as from time to time may be assigned by the President or the Executive Board.

**5.16 Historian.** This Historian shall compile the history of the Organization and keep a record of activities of the Organization and the Band. He/She shall also serve as Publicity Chairperson. He/She shall maintain permanent archive copies of the by-laws. The Historian shall perform such other duties as from time to time may be assigned by the President or the Executive Board.

**5.17 Director of Volunteers.** The Director of Volunteers shall be the direct line interface with the band director in securing safety measures for the band unit, as well as providing volunteer lists to all committee chairpersons. The Director of Volunteers will be responsible for maintaining accurate records as necessary for monitoring all adult volunteers and appropriate clearances are on file with Nazareth Area School District. In addition, the Director of Volunteers will monitor all student volunteer hours to fulfill the requirement set forth by the Student Handbook. The Director of Volunteers shall perform such other duties as from time to time may be assigned by the President or the Executive Board.

**5.18 Delegation of Officers' Duties.** Officers may delegate their duties to a duly elected or appointed assistant (if any); and, in case of the absence of any officer or assistant officer of the Organization, or for any other reason that the Executive Board may deem sufficient, the Board may delegate or authorize the delegation of an officer's powers or duties, for the time being, to any person.

## **ARTICLE VI**

### **FINANCIAL AND CONTRACTUAL TRANSACTIONS**

**6.1 Real Estate.** Notwithstanding anything to the contrary in the Act or in these Bylaws, any decision to acquire, sell, mortgage, or pledge real property shall require, at minimum, the approval of two-thirds of the Executive Board.

**6.2 Loans.** The Organization shall not lend or borrow funds unless authorized by resolution of the Executive Board. Such authorization may be general or confined to specific instances. All loan documents and documents of indebtedness issued in the name of the

Organization may be signed in such other manner as determined by the Executive Board or as required by law.

**6.3 Payments.** All checks, notes, drafts, or other orders for the payment of money issued in the name of the Organization shall be signed by the Treasurer in accordance with a transaction approval and payment authority policy or in such other manner as determined by the Executive Board.

**6.4 Deposits.** All payments to the Organization shall be deposited in one or more banks or other depository accounts established and maintained in the Organization's name and Employer Identification Number ("**EIN**").

**6.5 Gifts.** The Organization may accept any gift, grant, devise, bequest, or contribution (hereinafter "**Gift**") for the general purposes or for specific purposes of the Organization. The Organization shall consider, prior to the acceptance of any Gift, whether such acceptance or any condition attached to the acceptance conflicts with the general or specific purposes of the Organization. The Board may separately adopt a gift acceptance policy for the purpose of vetting Gifts.

## **ARTICLE VII**

### **NOTICES**

**7.1 Form of Notice.** Whenever written notice is required or permitted, by these Bylaws or otherwise, to be given to any person or entity, it may be given either personally or by sending a copy to the address or other contact information of the appropriate person or entity as it appears in the Organization's records. Such notice may be sent (a) electronically; (b) by first class mail (postage prepaid) or by overnight express delivery service (charges prepaid); or (c) by facsimile. If the notice is sent by mail or overnight express delivery, it shall be deemed to have been given when deposited in the United States Mail or delivered to the overnight express delivery service. If the notice is sent by any other form prescribed above, it shall be deemed to have been given when sent.

**7.2 Notice of Meetings.** Written notice of every meeting of the General Members or the Executive Board, whether held by telephone or video conference or otherwise, shall be given to each General Member or Executive Board Member at least three (3) days prior to the day designated for the meeting. Such notice shall specify the place (and/or access information for meetings held exclusively by telephone or video conference), date, and hour of the meeting, and in the case of a special meeting of the Board, the general nature of the business to be transacted.

**7.3 Waiver of Notice.** Whenever a written notice is required by these Bylaws or under the provisions of the Act, any person or persons (or entity or entities) entitled to receive the notice may waive in writing the right to receive notice. The written waiver may be signed before or after the time required for such notice. Except in the case of a special meeting of the Executive Board or as otherwise required by the Act, neither the business to be transacted nor the purpose

of the meeting need be specified in the waiver of notice of such meeting. Attendance by any person in person at any meeting shall constitute waiver of notice of such meeting, unless the person (or entity representative) attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not called or convened upon proper notice.

## **ARTICLE VIII** **DISSOLUTION**

**8.1 Dissolution.** In the event of the liquidation, dissolution, or winding up of the Organization, as provided in the Organization's Articles of Incorporation, all remaining assets shall, after payment or provision for payment of all liabilities of the Corporation, be distributed to the Nazareth Blue Eagle Education Foundation (PA Entity #3084079, EIN 30-0119291) ("NBEEF"), provided that NBEEF at the time of the Corporation's dissolution is an exempt organization described under Code Section 501(c)(3) and is further classified as a public charity under Code Sections 170(b)(1)(A)(vi) and 509(a)(1), or under Code Section 509(a)(2). If NBEEF does not meet these conditions to be eligible to receive the dissolution distributions from the Corporation, the Corporation's Executive Board shall, as it determines, distribute the assets of the Corporation in accordance with the Act and exclusively in furtherance of the exempt purposes of the Corporation to one or more tax-exempt organizations described under Code Section 501(c)(3). Any assets not so distributed shall be distributed by the Court of Common Pleas of the county in which the Corporation's registered office is then located, exclusively for such purposes, and in accordance with the Act. No Executive Board Member or officer of the Corporation or any other private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

## **ARTICLE IX** **INDEMNIFICATION AND INSURANCE**

**9.1 Representative Defined.** For purposes of this Article, "representative" means any Executive Board Member or officer or employee or agent, including volunteers, of the Organization.

**9.2 Indemnification in Third-Party Proceedings.** The Organization shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Organization; for indemnification of actions by or in the right of the Organization, see Section 9.3 below), by reason of the fact that such person is or was a representative of the Organization, or is or was serving at the request of the Organization as an Executive Board Member, officer, employee, agent, or other representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the representative in connection with the action or proceeding if the representative acted in good

faith and in a manner the representative reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal proceeding, had no reasonable cause to believe the representative's conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the representative did not act in good faith and in a manner that the representative reasonably believed to be in, or not opposed to, the best interests of the Organization and, with respect to any criminal proceeding, had reasonable cause to believe that the representative's conduct was unlawful.

**9.3 Indemnification in Derivative and Corporate Actions.** The Organization shall indemnify any representative who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Organization to procure a judgment in its favor by reason of the fact that such person is or was a representative of the Organization, or is or was serving at the request of the Organization as an Executive Board Member, officer, employee, agent, or other representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the representative in connection with the defense or settlement of the action if the representative acted in good faith and in a manner the representative reasonably believed to be in, or not opposed to, the best interests of the Organization. Indemnification shall not be made under this Section 9.3 in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Organization unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Organization is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

**9.4 Procedure for Effecting Indemnification.** Unless ordered by a court, any indemnification under Section 9.2 or Section 9.3 shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct set forth in those Sections. The determination shall be made:

- (a) By the Board by a majority vote of a quorum consisting of Executive Board Members who were not parties to the action or proceeding; or
- (b) If such a quorum is not obtainable, or if obtainable and a majority vote of a quorum of disinterested Executive Board Members so directs, by independent legal counsel in a written opinion.

**9.5 Advancing Expenses.** The Organization shall pay expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in Section 9.2 in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of

the representative to repay the amount if it is ultimately determined that the representative is not entitled to be indemnified by the Organization as authorized in this Article or otherwise.

**9.6 Supplementary Coverage.** The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any agreement, vote of disinterested Executive Board Members, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding that office. Article XI (relating to conflicts of interest) shall be applicable to any bylaw, contract, or transaction authorized by the Executive Board Members under this Section 9.6; however, no indemnification may be made by the Organization under this Article IX or otherwise to or on behalf of any person to the extent that:

- (a) The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or
- (b) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under Section 4958 of the Code or an act of self-dealing under Section 4941 of the Code, if applicable.

**9.7 Duration and Extent of Coverage; Indemnification of Former Representatives.** The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Organization and shall inure to the benefit of the heirs and personal representatives of that person.

**9.8 Reliance and Modification.** Each person who shall act as a representative of the Organization shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Organization to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Organization and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, the representative's right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

**9.9 Insurance.** The Organization shall purchase and maintain insurance on behalf of any person who is or was an Executive Board Member or officer of the Organization or is or was serving at the request of the Organization as an Executive Board Member or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred in any such capacity, or arising out of the person's status as such, whether or not the Organization would have the power to indemnify the person against that liability under the Act. The Organization's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Organization. To the extent that such insurance coverage provides a benefit to

the insured person, the Organization's payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under Section 4958 of the Code or an act of self-dealing under Section 4941 of the Code, if applicable.

## **ARTICLE X** **FUNDRAISING**

**10.1 Fundraising and Solicitation.** The Organization shall ensure that its fundraising and solicitation activities and materials meet federal and state law requirements and that these activities and materials are accurate, truthful, and candid.

## **ARTICLE XI** **CONFLICT OF INTEREST POLICY AND PROHIBITED ACTIVITIES**

**11.1 Adoption of Policy.** The Organization shall separately adopt a conflict of interest policy and distribute annual disclosure forms for the purpose of screening conflicts. It is the policy of the Organization that no contract or transaction between the Organization and one or more of its Executive Board Members or officers, or between the Organization and any "interested entity" shall be authorized or entered into unless the material facts as to the interest and as to the contract or transaction are disclosed or are known to the Executive Board, and the Board in good faith authorizes the contract or transaction by an affirmative vote of a majority of the Executive Board Members other than the interested Executive Board Member(s) of the Organization and the contract or transaction is in the interests of the Organization. An "interested entity" includes any entity (a) in which one or more of the Executive Board Members or officers of the Organization (i) are members, Executive Board Members, or officers, or (ii) have a financial interest; or (b) in which any Executive Board Member or officer of the Organization has any other conflict of interest. Any interested Executive Board Members may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction.

**11.2 Prohibited Activities.** In furtherance of the foregoing and not in limitation thereof, all Executive Board Members, officers and employees are expected to maintain ethical business and professional standards consistent with those of the Organization and, unless approved by the Board as described in Section 11.1, to avoid activities which might conflict, or appear to conflict, with the best interests of the Organization. No Trustee, officer, employee, consultant, or agent of the Organization shall take any action or carry on any activity, by or on behalf of the Organization, not permitted to be taken or carried on by an organization: (a) exempt from federal income taxation under Section 501(c)(3) of the Code; and (b) that receives contributions which are deductible under Section 170(c)(2) of the Code.

**11.3 Prohibition Against Political Activities and Limitations on Lobbying.** The Organization shall not participate, or intervene, in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No substantial

part of the activities of the Organization shall consist of carrying on propaganda or lobbying except to the extent permitted by law for an organization exempt from federal income tax under Section 501(c)(3) of the Code. This provision shall not be deemed to limit the political activities of the Executive Board Members or officers acting in their individual capacity.

## **ARTICLE XII**

### **BOOKS AND RECORDS**

**12.1 Bookkeeping; Recordkeeping.** The Organization shall keep (a) complete and accurate financial books and records; (b) minutes of all meetings of the Board and of any committees; (c) the original or a copy of its Articles of Incorporation (and any amendments thereto) and Bylaws, including all amendments thereto, certified by the Secretary; (d) a list of the names and contact information of its current Executive Board Members and officers; (e) a copy of the Organization's IRS Form 1023; and (f) all reports delivered to state and federal officials for the last seven years. Originals or duplicates of such books and records shall be kept at either the registered office of the Organization, the principal place of business of the Organization, and/or at such other reasonably accessible place as the Secretary may determine. The Organization may separately adopt a records retention policy.

**12.2 Transparency.** The Organization shall ensure that its audited financial statements, annual federal tax reports, and other annual reports are complete and accurate, and to the extent required by law and in accordance with the procedures established by law, are posted to the Organization's website or otherwise made available to the public upon request.

## **ARTICLE XIII**

### **AMENDMENT OF BYLAWS**

**13.1 Bylaws.** These Bylaws may be altered, amended, or repealed by a vote of two-thirds of the General Members in attendance at a duly noticed meeting. Notice of Bylaw amendments shall be provided to the Executive Board and to the General Members in writing thirty (30) days before any meeting to vote or put in place any Bylaw amendments.

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