

AMENDED AND RESTATED  
BY-LAWS OF  
SPRING-FORD MUSIC ASSOCIATION, INC.

ARTICLE I – OFFICES

1. The registered office of the corporation shall be at 350 S. Lewis Road, Royersford, Pennsylvania.
2. The corporation may also have offices at such other places as the members may from time to time appoint or the activities of the corporation may require.

ARTICLE II – SEAL

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words “Corporate Seal, Pennsylvania”.

ARTICLE III – MEMBERS

1. Membership is open to all persons 18 years or older who are interested in the objectives for which this corporation is organized.
2. Membership shall be available to every person upon the payment of an annual fee. This fee will be set annually and approved by the general membership.

ARTICLE IV – MEETINGS OF MEMBERS

1. Meetings of the members shall be held at 350 S. Lewis Road, Royersford, Pennsylvania on the second Tuesday of each month at 7:30 p.m. or at such other place or time, either within or without the Commonwealth of Pennsylvania, as may from time to time be fixed by the general membership.
2. The annual meeting of the general membership shall be held on the second Tuesday of April in each year at 7:30 p.m. when they shall elect officers and transact such other business as may properly be brought before the meeting.
3. A meeting of members duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of five (5) of the members (not including officers) entitled to vote shall constitute a quorum at all meetings of the members for the transaction of business except as

may be otherwise provided by law by the Articles of Incorporation. The members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine, but in the case of any meeting called for the election of officers, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing officers. In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of acting upon any resolution or other matter set forth in the agenda.

4. Every fully paid member of the corporation shall be entitled to one vote. Upon request of a member, the books or records of membership shall be produced at any regular or special meeting of the corporation. If at any meeting the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote. The right of a member to vote, and his right, title and interest in or to the corporation or its property shall cease on the termination of his membership.

5. Voting may be by ballot, mail or any reasonable means determined by the Executive Board.

#### ARTICLE V – EXECUTIVE BOARD

1. The business and affairs of this corporation shall be managed by its Executive Board, five (5) in number, who shall be natural persons of full age and who need not be residents of this Commonwealth but who shall be members of this corporation. They shall be elected by the members at the annual meeting of the members of the corporation. The Ways and Means Committee chairperson, Instrumental and Vocal Directors of the High School and Middle School music programs, District Music Department Chairperson, and a school appointed administrator are all ex-officio members of the Executive Board without vote.

2. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Executive Board (individually a “Director” and collectively the “Directors”) may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by the members.

3. The meetings of the Executive Board shall be held on the first Tuesday of each month at 7:30 p.m. at such time and place as a majority of the Directors may from time to time appoint.

4. A majority of the Directors shall be necessary to constitute a quorum for the transaction of business.

5. The Executive Board shall establish seven (7) or more committees to consist of not less than three (3) members (whenever possible), the first of which shall be the chairperson of said committee, appointed by the President. The committees appointed annually shall be: Nominating, Membership, Publicity, Ways and Means, Concession, and Audit, or any others as needed by promote the objectives of the corporation. Any such committee, to the extent provided in the By-Laws, shall have and may exercise all of the powers and authority of the Executive Board, except that no such committee shall have any power or authority as to the following:

- (a) the submission to members of any action required by statute to be submitted to the members for their approval;
- (b) the filling of vacancies on the Executive Board;
- (c) the adoption, amendment or repeal of the By-Laws;
- (d) The amendment or repeal of any resolution of the Executive Board; and
- (e) Action on matters committed by the By-Laws or resolution of the Executive Board to another committee of the Executive Board.

6. The Executive Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Executive Board shall serve at the pleasure of the Executive Board.

7. A Director of the corporation shall stand in a fiduciary relation to the corporation and shall perform his duties as a Director, including his duties as a member of any committee of the Executive Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a Director shall be 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 Directors or members of the corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

(b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; and

(c) A committee of the Executive Board upon which he does not serve, duly designated in accordance with the law, as to matters within its designated authority, which the Director reasonably believes to merit confidence;

A Director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

In discharging the duties of their respective positions, the Executive Board, committees of the Executive Board and Individual Directors may, in considering the best interests of the corporation, consider the effects of any action upon suppliers and customers of the corporation and upon communities in which officers or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interests of the corporation.

A Director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action unless:

(a) the Director has breached or failed to perform the duties of his office under this section; or

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

The provisions of this section shall not apply to:

(a) the responsibility or liability of a Director pursuant to any criminal statute; or

(b) the liability of a Director for the payment of taxes pursuant to local, state, or federal law.

8. Directors as such, shall not receive any monetary compensation for their services.

## ARTICLE VI – OFFICERS

1. The executive officers of the corporation shall be elected by the members, and shall be a President, Vice President, Secretary, Treasurer, Assistant Treasurer, and such other officers and assistant officers as the needs of the corporation may require. They shall hold their offices for a term of two (2) years and shall have such authority and shall perform such duties as are provided by the By-laws

2. Any elected officer's failure to perform the duties as prescribed in these By-Laws will be subject for dismissal. Grievances should be directed to the Executive Board for review and require a 2/3 vote of the general membership.

3. The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and Directors; he shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Executive Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He shall execute all documents requiring the seal of the corporation. He shall be one of two persons required to co-sign checks. He shall be ex-officio a member of all committees (except the Nominating Committee) and shall have the general powers and duties of supervision and management usually vested in the office of President. The President shall be elected in odd-numbered years.

4. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he may be required to do from time to time, including, but not limited to being one of two persons required to co-sign checks. The Vice President shall be elected in even-numbered years.

5. The Secretary shall attend all sessions of the Executive Board and all meetings of the members and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose; and shall perform like duties for all committees of the Executive Board when required. He shall keep a complete file of all correspondence and committee reports, shall perform such other duties as may be prescribed by the Executive Board or President under whose supervision he shall be, including, but not limited to, being one of two persons required to co-sign checks. He shall keep in safe custody the corporate seal of the corporation, and when authorized

by the Executive Board, affix the same to any instrument requiring it. The Secretary shall be elected in odd-numbered years.

6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit the moneys of the corporation in a separate account to the credit of the corporation within seven (7) days of receipt of such moneys. He shall disburse the funds of the corporation as may be ordered by the Executive Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Executive Board and general membership, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation. He shall perform such other duties as may be prescribed by the Executive Board or President under whose supervision he shall be, including, but not limited to being one of two persons required to co-sign checks. The Treasurer shall be elected in even-numbered years.

7. The Assistant Treasurer shall handle the tabulation, posting, and updating of the STUDENT POINT ACCOUNT after each fundraising event and report to the general membership as needed. He shall keep a complete file of all fundraiser reports and shall perform such other duties as may be prescribed by the Executive Board or President under whose supervision he shall be including, but not limited to, being one of two persons required to co-sign checks. The Assistant Treasurer shall be elected in odd-numbered years

#### ARTICLE VII – VACANCIES

1. If the office of any officer or agent becomes vacant for any reason, a successor or successors shall be elected by the general membership by special election at the next general membership meeting which occurs thirty (30) days after such notice vacancy is given to the general membership (e.g., if notice of a vacancy is given at the October meeting, the special election will be held at the November meeting).

#### ARTICLE VIII - DUTIES OF COMMITTEES

1. Nominating Committee. A nominating committee, composed of not less than two (2) members, shall be appointed at the March meeting of the corporation. In April, this committee shall present a slate of candidates to fill the seats of officers to become vacant at the end of each respective term. The general membership will vote by ballot in April, and adopt the new officers at the May meeting. The nominating committee shall contact all candidates before their name is placed on the ballot.

2. Membership Committee. The membership committee shall compose a letter, make copies, and distribute to all schools in the district. The High School, Middle School and Intermediate School letters are to be placed in the student packets. The committee will collect the returned envelopes from the school, turn the collected monies over to the Treasurer and maintain and update a membership list and report to the general membership.

3. Communication Committee. Shall collect ads and publish a program book for the Cavalcade and see that the corporation meetings and activity dates are published in the District calendar and newspapers.

4. Ways and Means Committee. Shall organize and oversee fundraising events, appoint sub-committee chairpersons, provide all record-keeping forms for each event, maintain records of all events and report to the general membership and continue to seek new fundraising options.

5. Cavalcade Committee. Shall be responsible for overseeing all Cavalcade activities, organizing all aspects of the Spring-Ford Pageantry of Sound and Spring-Ford Festival of Sound beginning with contacting bands in the spring, and concluding with the operation of the Cavalcades.

6. Concession Committee. Shall oversee all concession stand activities, i.e., order, receive, document, cook, clean up and count money for all home football games. Shall forward all proceeds to the Treasurer for deposit. Shall record data for future reference to enhance ordering and report monthly to the membership.

7. Audit Committee. Shall be appointed at the April meeting, and audit the books for the year ending June 30. The auditor's report shall be read to the July meeting of the membership. As required by law, should the receipt of the Corporation exceed \$50,000.00, the audit for that year will be prepared by a certified public accounting firm.

## ARTICLE IX – BOOKS AND RECORDS

1. The corporation shall keep an original or duplicate records of the proceedings of the members and the Directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or a duplicate membership register, giving the names of the members, and showing their respective addresses and telephone numbers. The corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at its principal place or business wherever situate or at any such place or places as the Executive Board may appoint.

2. Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and Directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power-of-attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

#### ARTICLE X – TRANSACTION OF BUSINESS

1. Whenever the lawful activities of the corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the corporation, and in no case shall be divided or distributed in any manner whatsoever among the members or Directors of the corporation.

2. All checks or demands for money and notes of the corporation shall be signed by no less than two (2) officers as the Executive Board may from time to time designate.

#### ARTICLE XI –MONTHLY REPORT

1. The Executive Board shall present monthly to the members, a report, verified by the President and Treasurer or by a majority of the Directors, showing in appropriate detail the following:

- (a) the assets and liabilities of the corporation as of the end of the prior month immediately preceding the date of the report;
- (b) the principal changes in assets and liabilities during the month immediately preceding the date of the report;
- (c) the revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the month immediately preceding the date of the report; and
- (d) the expenses or disbursements of the corporation, for both general and restricted purposes, during the month immediately preceding the date of the report.

This report shall be filed with the minutes of the meeting of members.

## ARTICLE XII – MISCELLANEOUS PROVISIONS

1. The fiscal year of the corporation shall begin on the first day of July.
2. The approval of the expenditure of a maximum of One Hundred (\$100.00) Dollars, without the approval of the general membership, will be permitted on an emergency basis. All other monies should be used, as needed, as outlined by the approved budget.
3. Under the direction of the Instrumental Director, the Executive Board will appoint chaperones as needed. The Instrumental Director shall appoint a person in charge of chaperones and conduct instruction on chaperone responsibilities as outlined in the Chaperone Guidelines (copy available upon request). All chaperones will be required to obtain Act 34 and Act 151 clearances at their own expense. All chaperones must be fully paid members of the Corporation.
4. The Executive Board will prepare a proposed budget to be adopted by the membership at the June meeting, for the coming school year.
5. The rules contained in Roberts Rule of Order shall govern this corporation in cases other than those stipulated in these By-Laws and the Nonprofit Corporation Law of 1988.
6. A Uniform Account will be maintained into which a minimum of Five Hundred (\$500.00) Dollars per year will be deposited from the General Fund.
7. Wherever any words are used herein in the masculine gender, they shall be construed as though they were also used in the feminine gender or neuter gender in all cases where they would so apply, and wherever any words are used herein in the singular form, they shall be construed as though they were also used in the plural form in all cases where they would so apply.

## ARTICLE XIII – INDEMNIFICATION

1. The corporation shall indemnify each of its Directors, officers and member whether or not then in service as such (and his or her executor, administrator and heirs) against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been a party because he or she is or was a Director, officer or member of the corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the corporation for negligence or misconduct in the

performance of his or her duties, or was derelict in the performance of his or her duty as Director, officer or member by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his or her office. The right to indemnify for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such Director, officer or member may be entitled.

#### ARTICLE XIV – AMENDMENTS

1. By-Laws may be adopted, amended or repealed by the vote of members entitled to cast at least a majority of the votes which all members present are entitled to cast thereon at any regular or special meeting duly convened after notice to the members of that purpose.

#### ARTICLE XV – ADOPTION OF BY-LAWS

1. These By-Laws shall become effective immediately after their adoption by a majority of the members present at a regular meeting.