

Windham Musical Arts Association By-Laws

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Glossary

Capitalized terms below are used throughout the document and are defined as such:

Board - Board of Directors of Windham Musical Arts Association

Director - School Department Employees who direct, produce or oversee Music or Theatre performances for any of the schools within Windham School District

Music - Music and Theatre

Quorum - Majority (50% plus 1) of the Board

WMAA - Windham Musical Arts Association

WSD - Windham School District

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Article I Mission Statement

- a) To support and promote the education, growth, and development of Music within the WSD
- b) To cooperate with the Director(s) of the Music Department, School Administration and the Windham School Board by building and maintaining an organization of parents and interested adults, which will help to promote the general activities of the Music Department.
- c) To enhance the learning experience of the entire Music Department by contributing financial and other support of said Department.
- d) To make every endeavor possible to ensure that no student is denied the opportunity to participate in the program activities due to financial need. All financial information shall be kept confidential with access to said information being limited to those who have a need to be knowledgeable of said information.
- e) To provide opportunities for scholarships for Windham Music students involved in the Windham Music Program.
- f) To organize, raise funds, and/or promote such concerts, competitions, events, or performances as deemed appropriate by the Music Department Director(s).

Article II Membership

- a) Eligibility for membership shall be open to anyone, 18 years or older. Windham School District students may not be voting members. Membership provides the right to vote and hold office.
- b) The Board of Directors will determine the amount of dues at the beginning of each fiscal year.
- c) Individuals are considered an active member once their annual dues are received by the Treasurer.
- d) The membership year will be defined as beginning July 1 and concluding the following June 30.

Article III Board

- a) General
 - i. WMAA shall be a self-governing body consisting of elected Board members who shall comprise the Board and other general members who shall serve as volunteers on any of several committees or in a general volunteer capacity.
 - ii. All Board members are bound to abide by the duties set forth in the following sections of these By Laws and all applicable rules, laws, and regulations applicable to any event, setting, or situation in which they are representing WMAA.
 - iii. All elected Board members must be dues paying members of WMAA.
 - iv. Board position and responsibilities:

The Board shall consist of the following elected positions:

President

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Vice President-Operations

Vice President-Fundraising

Vice President-Band

Vice President-Choir

Treasurer

Secretary

Vice President – Orchestra (per bylaw amendment voted on 10/3/2022)

Vice President – Theater (per bylaw amendment voted on 10/3/2022)

And the following appointed position:

Director (Any Music Director of Windham School District) - this is not a voting position

v. The term of office for elected Board Members shall be two years, July 1 through June 30, except for the first year of organizational existence, where the term of the President, Treasurer, Vice President-Operations and Vice President-Band will be one year terms.

1) Terms expiring odd years:

a) Vice President - Fundraising

b) Vice President - Choir

c) Secretary

d) Vice President - Theater

2) Terms expiring even years:

a) President

b) Vice President - Operations

c) Vice President - Band

d) Treasurer

e) Vice President - Orchestra

b) Board positions and responsibilities

i. President Duties are:

1) Preside over all meetings of WMAA.

2) Facilitate the filling of any vacant positions and redirecting execution of volunteer positions as necessary.

3) Prepare and make available for review, agendas in advance of meeting.

4) Serve as ex-officio as needed.

5) Perform duties that are customary for the office such as appointment of committee chairpersons other than fundraising committees, individual task assignments and maintain oversight of the progress and completion of each assignment. Assignments and oversight of committees and tasks such as but not limited to:

a) Ensuring advertising for various events is planned and accomplished.

b) Scholarship committee.

c) Internal communications.

d) External public relations.

e) Monitoring information contained on the web site on a weekly basis such as, but not limited to:

i. Ensuring listings and dates are current.

f) Other tasks and committees as defined.

6) Upon the expiration of the term of office, all records pertaining to this office shall be turned

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over to the successor.

ii. Vice President-Operations, who shall have all the powers and privileges of the President in the absence or disability of the President. Vice President-Operations Duties are:

- 1) Preside over all meetings in the absence of the President.
- 2) Prepare and maintain job descriptions for each appointment made by the Board.
- 3) By-Law Chairperson.
- 4) Maintaining the history of the Music Department and WMAA activities.
- 5) Create and maintain job descriptions and associated procedures for the conduct of activities.
- 6) Conduct monthly review of bank reconciliation.
- 7) Upon the expiration of the term of office, all records including job descriptions, procedures and other similar records shall be turned over to the successor.

iii. Vice President-Fundraising duties are:

- 1) Provide oversight and coordination for all fundraising activities.
- 2) Work with Directors to identify fundraising needs.
- 3) Recruit members and establish committees as required to assist in all fundraising activities by performing the following tasks:
 - a) On an ongoing basis, actively solicit, review, summarize positive and negative aspects, monetary gains, and risks of various fund raising activities, and present them to the WMAA Board for review and approval.
 - b) Coordinate fundraising sales activities as approved by the Board.
 - c) Arrange for distribution of products sold, collecting money, and maintaining appropriate records.
 - d) Ensure fundraising proposal forms are prepared, submitted to the Board and reviewed. e) Ensure fundraising summary reports are prepared and submitted to the Board for review and approval upon conclusion of the event.
 - f) Ensure money raised along with the appropriate form is transferred to the Treasurer upon completion of an event.
- 4) Facilitate coordination of different groups when fundraisers are joint efforts. 5) Upon the expiration of the term of office, all records, including fundraising proposal forms and fundraising summary reports, shall be turned over to the successor.

iv. Vice President-Band duties are:

- 1) Administer, with the coordination of a Band Director, the disbursal and returns of all Band tuxedos and uniforms.
- 2) Provide oversight of details, keep records of, and assist with activities such as parades, football game performances, band shows, and other similar activities.
- 3) Ensure Bands at all schools are advocated for by WMAA.
- 4) Upon the expiration of the term of office, all records shall be turned over to the successor.

v. Vice President-Choir duties are:

- 1) Administer, with the coordination of a Choir Director, the disbursal of concert wear.
- 2) Provide oversight of details, keep records of, and assist with activities such as assemblies, choir shows, and other similar activities.
- 3) Ensure Choirs at all schools are advocated for by WMAA.

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4) Upon the expiration of the term of office, all records shall be turned over to the successor.

vi. Treasurer Duties are:

- 1) Be responsible for the maintenance of such books of account and record as to comply with State and Federal regulations.
- 2) Have custody of all funds of the organization.
- 3) Keep a full and accurate account of receipts and expenditures.
- 4) Make disbursements for WMAA expenses.
- 5) Have authority to require a form to be submitted for each deposit and/or expense at his/her discretion for ease of tracking transactions.
- 6) Present a financial statement at every general meeting of the membership and at other times when requested by the Board.
- 7) Ensure a qualified accountant conducts an examination of the financial records to confirm its overall accuracy, prior to the filing of taxes for the related fiscal year.
- 8) The monthly bank reconciliations must be reviewed and signed by someone who does not have authorization to sign checks.
- 9) Coordinate a detailed annual budget, a copy of which shall be provided to the Board prior to the September general meeting and be made available to the general membership upon request.
- 10) Ensure a copy of each year's tax return will be filed on time. A copy of all schedules of the tax return will be made available to the Board the next meeting after filing. The tax return will be available to the general membership upon request.
- 11) Ensure student accounts are maintained. Ensure statements are sent to the student's parents/guardians on a scheduled basis determined by the Board.
- 12) Upon expiration of the term of office, the funds, bank statements, receipts, documents and records in their complete form, together with all correspondence, shall be turned over to the successor.

vii. Secretary Duties are:

- 1) Keep and certify the minutes of all WMAA meetings in accordance with Robert's Rules of Order.
- 2) Create and maintain a database directory of the membership.
- 3) Conduct the general correspondence of the organization as requested by the Board.
- 4) Retain all non-financial records such as correspondence, agendas, and minutes of meetings.
- 5) Distribute voting ballots for Board elections only to those members who are eligible to vote.
- 6) Maintain all records on Google Drive.

viii. Director Duties are:

- 1) Liaise with the other Music employees within WSD to ensure their needs and concerns are addressed by WMAA.
- 2) Advise Board of needs and concerns of every applicable program in WSD.
- 3) Provide WSD perspective of proposed and planned WMAA activities.
- 4) Ensure communication from WMAA to students is both appropriate and delivered.

ix. (per bylaw amendment voted on 10/3/2022): Vice President – Orchestra duties are:

- 1) Administer, with the coordination of a Band Director, the disbursal and returns of uniforms/ formal wear.

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- 2) Provide oversights of details, keep records of, and assist with activities such as performances, competitions, and other similar activities.
 - 3) Ensure Orchestra at all Schools are advocated for by WMAA.
 - 4) Upon expiration of the term of office, all records shall be turned over to the successor.
- x. (per bylaw amendment voted on 10/3/2022): Vice President – Theater duties are:
- 1) Administer, with the coordination of a Theater Director, the disbursal and returns of costumes.
 - 2) Provide oversights of details, keep records of, and assist with activities such as performances, competitions, and other similar activities.
 - 3) Ensure Theater at all Schools are advocated for by WMAA.
 - 4) Upon expiration of the term of office, all records shall be turned over to the successor.

Article IV Meetings

a) General Meetings

- i. Unless otherwise required, all decisions at Board meetings shall be by majority vote of those/ eligible to vote.
- ii. Board Meetings shall be held at such times and places as the Board shall determine and shall require advance notice of a minimum of 48 hours, unless all Board Members waive notice.
- iii. Special meetings of the Board may be called by the President or by a majority of the Board and shall require seven-days advance notice, unless a majority of the board members waives notice.
- iv. The Quorum necessary to conduct business at any WMAA Board meeting, special meeting or Annual Meeting is majority of the board members.
- v. The meetings of the board shall be open meetings. Any WMAA member may submit agenda items to the President. The member may then be invited to present these items to the Board; however, only Board members shall vote.
- vi. All meetings of WMAA shall be conducted according to Robert's Rules of Order, except where otherwise expressly provided for in these By-Laws.

b) Annual Meeting

- i. There shall be an Annual Meeting of WMAA at which board members due for election shall be elected by the general membership.
- ii. Notice of the Annual Meeting, including time, date and location, shall be sent to the Public 30 days prior to the meeting.

c) Nominations

- i. The Nominating Committee will be composed of no less than a Director of Music and two (2) additional members selected by the Director at least one month prior to the election of Board Members.
- ii. The Nominating Committee shall identify a slate of office candidates for the next operating year.
- iii. The proposed slate of Board Members shall be provided to the general membership at least 10 days prior to the general membership meeting.
- iv. Any Board Member may be re-nominated for the next term either in their current position or another position.

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d) Elections

- i. Election of Board Members shall be conducted by written (secret) ballot at the June general meeting, by a majority vote of those authorized members present and voting.
- ii. Members authorized to vote in the elections shall be those members who have attended a minimum of five (5) general meetings. Ballots will be distributed only to those members who meet this criterion.
- iii. The elected Board Members shall assume the duties of their office effective July 1 and shall remain in their positions until June 30 of their term.
- iv. Two individuals from the general membership shall be selected to count ballots. Counters of ballots cannot be on the ballot.

e) Student Representation

- i. Representatives from each student musical group (concert band, jazz ensemble, chorus, or other) may attend all general meetings and act as liaison between this organization and the student body. These representatives will have no voting rights.

f) Vacancy

- i. In the event of a vacancy occurring in the office of President, the Vice President-Operations shall serve as President for the remainder of the term and appoint a Vice President-Operations. ii. In the event of a vacancy in any office other than President, the President shall fill the position by appointment for the remainder of the term.

g) Appointed Committee

- i. Committees may be formed at the discretion of the Board to manage fundraising activities or provide other forms of support such as uniform management, coordinating events and other, as requested by the Director.
- ii. The specific duties and expectations of each appointment shall be described in job descriptions maintained by the Vice President-Operations.

h) Process for replacement/disciplinary action/removal

- i. In the event of a misuse of their duties of office, deliberate violation of the By-Laws or school policy, or is determined to be detrimental to WMAA, a Board Member may be suspended and/or relieved of their duties by a majority vote of the Board with the Board Member in question abstaining.
- ii. In the event a Board Member fails to attend three (3) consecutive monthly meetings or a total of five (5) monthly meetings throughout the year, his/her seat may be forfeited and the Board may select a new Board Member.

Article V Financial Matters

a) Fundraising

- 1) Organizational fundraising will be conducted in three categories: General, Program, and Individual.
 - i) General Fundraising will be placed in an Operations Fund to benefit the entire organization regardless of need.

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- ii) Program Fundraising will benefit a specific program, and be sponsored by that program.
 - iii) A list of Approved Programs is maintained by the Board.
 - iv) Individual Fundraising will benefit a specific student.
- 2) Events should be presented to the Board for approval and include the following:
- i) The ratio at which the funds will be allocated.
 - ii) The expected budget of revenues.
 - iii) The logistics around managing the event.
- 3) Events can be co-sponsored, and those programs will share in the funds.
- 4) Events can benefit across categories.

b) Expenditures

- 1) Expenses that have historically been paid for by the School District should continue to be the responsibility of the School District. WMAA fundraising is not intended to replace taxpayer funded education.
- 2) Budget vs. Non-budget expenses
- i) Wherever possible, expenditures are to be Budgeted.
 - (1) Budgets will be approved by the Board.
 - (2) Budgets should include the source of funds needed and fundraising plans, if applicable
 - (3) Once Budgets are approved, expenditures that fit within those budgets can be approved and paid by the Treasurer.
 - ii) Expenses that fall outside of an approved Budget, either because it is over budget or a budget was never approved, can be approved for:
 - (1) Expenses less than \$250, approval is required from the President and the Appropriate Vice President.
 - (2) Expenses greater than or equal to \$250, approval is required from the Board.
- 3) General Expenditures
- i) Any expense that is incurred at the organization level.
 - ii) Operations Funds over and above the General Expenses can, at the discretion of the Board, be transferred to another Program.
- 4) Program Expenditures
- i) Each Approved Program should have its own Budget and Account.
 - ii) Unspent Program funds will remain in that Program's fund for use with the next fiscal year.
- 5) Individual Expenditures
- i) Funds in a student's account may be used for any purpose aligning with WMAA's mission, subject to Board approval. Funds in a student's individual account are meant to offset the student's individual portion of a WSD sponsored trip or event.
 - ii) Individual funds are available to the student for designated program purposes and will not be disbursed directly to a student/family.
 - iii) Individual funds are not meant to reimburse students for personal items.
 - iv) Unspent funds may be transferred to a student family member, Operations Fund or specific Program, at the discretion of the student, his/her parent or guardian, and/or the Board. Upon termination of the student (graduation / transfer out of school district / etc.), all funds must be transferred. Transfer of funds must have Board approval.

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Article VI Conflict of Interest

- a) Disclosure and Voting Requirements. Any possible conflict of interest on the part of any Board member shall be disclosed in writing to the Board and made a matter of record through an annual procedure. In addition, the Board member shall disclose any conflict of interest when a specific issue or transaction comes before the Board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote approving the transaction is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote approving the transaction and publication of a legal notice in the required newspaper is mandatory, together with written notice to the Charitable Trusts Unit. The minutes of the meeting shall reflect that a disclosure was made; that the interested Board member and all other Board members with a pecuniary transaction with the charity during the fiscal year were absent during both the discussion and the voting on the transaction. Every new member of the Board will be advised of this policy upon entering the duties of his or her office and shall sign a statement acknowledging understanding of and agreement to this policy.
- b) Other Statutory Requirements. The Board will comply with all requirements of New Hampshire law dealing with pecuniary benefit transactions (RSA 7:19-a and RSA 292: 6-a) and all such laws are incorporated in full into and made a part of this policy statement. These requirements include, but are not limited to, an absolute prohibition on any loans to any Board member or, and prohibition of any sale or lease (for a term greater than five years) or conveyance of real estate from or to a Board member without the prior approval of the probate court. These requirements extend to both direct and indirect financial interests, as defined by the statutes.

Article VII Amendments to the By-Laws

- a) Proposed changes and amendments to the By-Laws must be made in writing and presented to a Board member at least 30 days prior to any general meeting.
- b) The Board will ascertain if any additional changes might be required in order to meet the intent of the proposed change.
- c) The Board is empowered to summarily reject any and all proposed changes that directly oppose the spirit of the WMAA By-Laws or school regulations.
- d) Upon approval by the Board the proposed changes will be provided to the registered membership at least 10 days prior to the next scheduled general meeting.
- e) A two-thirds (2/3) vote of the registered membership present and eligible to vote shall be required to approve proposed changes.
- f) Once approved, the changes will be incorporated into the By-Laws and made available to registered WMAA members.

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Article VIII Dissolution

Upon the dissolution of this organization assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.