

**CONSTITUTION AND BY-LAWS OF THE
BUFFALO GROVE INSTRUMENTAL ASSOCIATION, INC.**

CONSTITUTION

ADOPTED JUNE 6, 2006

ARTICLE I

Name and Seal

Section 1. The name of this organization shall be the Buffalo Grove Instrumental Association, Inc., a not for profit corporation formed under the "General Not For Profit Corporation Act" of the State of Illinois. It is hereinafter referred to in this Constitution and these By-Laws as "the Association". The term, "Instrumental" shall hereinafter be in reference to the Band Program at Buffalo Grove High School.

Section 2. The Seal of the Association shall be circular in form and shall bear on its outer edge the words "Buffalo Grove Instrumental Association, Inc." and in the center, the words "Corporate Seal of Illinois".

ARTICLE II

Purposes

Section 1. To promote the education of students at Buffalo Grove High School, Buffalo Grove, Illinois (High School District 214) in the field of Instrumental Music.

Section 2. To aid the Instrumental Music Program of Buffalo Grove High School by encouraging and maintaining an interest in it, supporting it both morally and financially, cooperating with the band director(s), and working within the policies, rules, and procedures of Buffalo Grove High School and School District 214.

Section 3. If, in the opinion of the Band Director(s) this organization is not working within a spirit of support or cooperation, school or district administration may be brought in to mediate and make a final decision concerning its status. If dissolution were to ever result, all net assets would be turned over to the Buffalo Grove High School Band Program, Buffalo Grove, Illinois, or, in the event Buffalo Grove High School is not in existence, to any similar organization exempt under Section 501(C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) that is affiliated with High School District 214.

Section 4. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activity not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(C) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III Membership

Section 1. The voting members of the Association shall consist of the parents or guardians of all students participating in the Instrumental Music Program of Buffalo Grove High School. No dues or membership fees will be assessed.

ARTICLE IV Fiscal Year, Finance and Reports

Section 1. The Association shall operate on a fiscal year commencing August 1st through July 31st.

Section 2. A budget shall be developed for the fiscal year, presented to the membership, and acceptance or rejection shall be determined by a majority vote of members attending the first General Meeting of each school year.

Section 3. A financial statement showing the financial condition of the Association shall be prepared and posted by the Treasurer prior to each Board and General Meeting and submitted to each Board Member. An annual statement shall be prepared and presented to the general membership at the first General Meeting of the new fiscal year.

Section 4. A policy will be developed by the board detailing how student accounts will be maintained. This policy will be available, upon request, to any student or parent within the membership.

ARTICLE V Elections, Officers, and Duties

Section 1. Officers of the Association shall be elected from the voting membership, and here to forth shall be referred to as the Board of Directors, or Board. A majority vote of the members present shall constitute an election to office in the Association.

Section 2. In the Spring, a nominating committee may be formed. This committee will present a slate of candidates to the membership at least 30 days prior to the last General Meeting. The nominating committee shall consist of no more than 5 members, including the Band Director(s).

Section 3. The Officers shall be elected for one year terms at the last scheduled General Meeting of the school year by a majority of the voting members present.

Section 4. The Officers shall assume their duties effective August 1st.

Section 5. The elected officers of the Association shall be a President, Vice-President, Treasurer, Secretary, and four to six more members may be elected to the board to positions that best meet the needs of the organization.

Section 6. A Board Member's resignation will occur upon written notification to the President. A Presidential resignation will occur upon written notification to the Band Director(s).

Section 7. The duties of the Officers shall be those usual to such officers in similar organizations except as otherwise provided herein.

Section 8. The President shall preside at all meetings of the Association, appoint all committee chairmen and shall be exofficio member of all committees.

Section 9. The Vice-President shall assume the duties of the President in his/her absence, and shall assume the office of President for the balance of any unexpired term. The Vice-President shall be responsible as the Committee Coordinator to supervise any and all committees.

Section 10. The Treasurer shall collect all funds due the Association, deposit them in a financial institution chosen by a majority vote of the Board of Directors, disburse same with the approval of the majority of the Board of Directors, and file the annual Exempt Organization Return with the United States Internal Revenue Service. The Treasurer shall maintain the financial records in accordance with appropriate accounting procedures and shall be responsible for filing the annual report with the State of Illinois.

Section 11. All fund raising activities will be overseen by one or more board members, and must meet with the approval of the majority of the Board of Directors.

Section 12. The Secretary shall keep records and minutes of all meetings, notify the membership of regular and special meetings, and attend to all official correspondence.

Section 13. A designated board member shall be responsible for all publicity of the Association.

Section 14. All officers and committee chairmen, even those appointed during the year, shall cooperate in compiling and maintaining a book of procedures and project guidelines which shall be reviewed and updated annually and which shall serve as a resource for succeeding Boards. Data on fund raisers, committees, sample letters, reports, and any other information deemed pertinent shall be included. This book shall be kept with the President's supplies and shall be available at all times for reference.

ARTICLE VI Government

Section 1. The business and affairs of the Association shall be managed by a Board of Directors (not to exceed ten in number).

Section 2. The voting membership of the Board of Directors shall consist of the elected officers, and the Director(s) of Instrumental Music at Buffalo Grove High School.

Section 3. Any elected members of the Board of Directors may be removed from their position because of failure to perform their duties. Such removal shall be made and approved by a majority of the remaining Directors at a special meeting duly called for that purpose.

Section 4. Vacancies on the Board, however arising, may be filled for any unexpired portion of a term by majority vote of the Directors present and constituting a quorum at any regular Board meeting or at a special meeting called for that purpose.

Section 5. Except as otherwise expressly provided herein, all resolutions, appointments, appropriations, directions or other acts of the Board of Directors shall be by majority of those present and constituting a quorum at any Board meeting.

ARTICLE VII

Meetings of the Board of Directors

Section 1. Meeting of the Board of Directors shall be held at regular intervals as determined necessary by the Board.

Section 2. Special meetings of the Board may be called at any time by the President or by any two members of the Board. All Board Members must be notified and invited to participate in advance of any such meetings.

Section 3. 50% or more of the authorized number of members of the shall constitute a quorum for the transaction of business at meetings of the Board.

Section 4. At all meetings of the Board of Directors, the President, Vice-President, or Secretary, in the order named, shall preside if present. If none of them are present, any other Director may be designated by the President or Band Director to preside.

Section 5. At any time during a meeting of the board, any member, including the band director(s), can request that the meeting be moved into Executive Session. This may be done so that discussion may occur that might be private in nature, or not suitable for public record. Dialog in Executive Session is not to be recorded by the Secretary, and no decision making can occur at this time. The President of the Board will declare when Executive Session is over. When appropriate, the Secretary should record the times when the Board moves into, and out of, Executive Session, and who made the request.

ARTICLE VIII

Meetings of the Association

Section 1. The General Meetings of the Association will be held at Buffalo Grove High School. All members shall receive written notice of such meetings from the Secretary. These meetings will be scheduled at the beginning of the school year as deemed necessary by the Board.

Section 2. Special meetings may be called by the President upon five days notice to the members of the time, place, and purpose for which the meeting is called as approved in Article VII, Section 2.

Section 3. A quorum shall consist of the membership in attendance.

Section 4. At every meeting each member present shall be entitled to vote on any motion (s) presented.

Section 5. At all meetings of the Association, the President, Vice-President, Secretary, in the order named, shall preside. If none of them is present, any other Board member may be designated to preside.

ARTICLE IX Property Ownership

Section 1. Instruments, music, or any other equipment purchased for the Instrumental Music Department by the Association shall become and remain the property of the Buffalo Grove High School Band, Buffalo Grove, Illinois.

ARTICLE X Amendments

Section 1. This constitution may be amended at any regular meeting of the Association by a majority of the members present, provided that the amendment has been presented at the preceding regular meeting of the Association.

Section 2. This constitution shall be reviewed annually by the newly elected Board of Directors.

ARTICLE XI Authority and Procedure

Section 1. Robert's Rules of Order, Revised, shall govern in all cases in which they do not conflict with the Constitution.

Section 2. The board may adopt other policies to meet the needs of the organization.

Section 3. Throughout this document, the term "Band Director(s)" shall refer to the person or persons who are full time staff members at Buffalo Grove High School whose primary responsibilities are in the band curriculum.

BY-LAWS

ARTICLE I Financial Procedure

Section 1. Upon election to office, the newly elected Board of Directors shall meet with the outgoing Board to effect the necessary transfer of signature authority for disbursement of funds of the Association, on deposit at a financial institution in the Chicago area.

Section 2. The signatures of the President, Vice-President and Treasurer shall be on record at this financial institution for the purpose of enacting financial transactions of the organization. Two (2) of the aforementioned signatures shall be required to issue checks.

Section 3. All subsidiary projects chairmen shall report all receipts and expenditures directly to the designated Board Member(s) responsible for overseeing them. The Board Member(s) shall review, approve and submit appropriate information directly to the Treasurer and the rest of the Board.

Section 4. The Board of Directors is further empowered to authorize the investment of non-obligated funds.

Section 5. The Treasurer may be bonded in an amount to be determined by the Board.

ARTICLE II Authority and Procedure

Section 1. Robert's Rules of Order, Revised, shall govern in all cases in which they do not conflict with the By-Laws of the Association.

ARTICLE III Amendments

Section 1. The By-Laws may be amended by a majority vote of the members present at any regular meeting.

Section 2. The By-Laws shall be reviewed annually by the newly elected Board of Directors.