



2001 North Orchard Street, Chicago, IL 60614
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BYLAWS

Article I - Name

The name of this organization is “Band and Orchestra Parents at Lincoln Park High School, Chicago, Inc.”(hereinafter referred to as BOP).

Article II - Articles of Organization

The Articles of Organization of BOP include the: (a) Bylaws of BOP and (b) Certificate of Incorporation or Articles of Incorporation of BOP.

Article III - Purposes

Section 1. BOP is organized and shall be operated exclusively for charitable, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (hereinafter the “Code”). Within this framework, the purposes for which this corporation is organized are:

- a. To assist with, supplement, develop, maintain, and expand instrumental music education programs for the students of Lincoln Park High School, a public high school in Chicago, Illinois (hereinafter “LPHS”), and to enrich the educational experiences of such students.
- b. To provide public discussion groups, forums, panels, lectures, or other similar programs to the LPHS Band and Orchestra community.
- c. To receive any property, real, personal or mixed, by gift, devise, bequest, purchase, lease, loan or otherwise, absolutely or in trust, for the foregoing purpose or any of them. To carry out the directions and exercise the powers contained in any trust or other instruments under which such property may be received, including without limitation the expenditure of the principal, as well as the income, of any property so received, if authorized or directed in such trust or other instrument; and, if so received without any designation of specific use, to expend the income and principal thereof for any one or more of the foregoing purposes in such manner and amounts and at such time or times as deemed proper by the Board of Directors of BOP.
- d. To do and engage in any and all lawful activities that may be incidental or reasonably related to any of the foregoing purposes and to have and exercise all other powers and authority now or hereafter conferred upon not for profit corporations under the laws of the State of Illinois.

Section 2. Notwithstanding any of the foregoing:

- a. BOP is not organized for pecuniary profit or financial gain, and it shall have no capital

stock and no power to issue shares of stock or to declare dividends.

b. No part of the net earnings of BOP shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that BOP shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

c. BOP shall not carry on any propaganda, or otherwise attempt to influence legislation and shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

d. BOP shall not carry on any activities not permitted to an organization (i) exempt from federal income tax under Section 501 (a) of the Code by virtue of its being an organization described in Section 501(c)(3) of the Code, or (ii) to which a “charitable contribution” (as defined in Section 170(c)(2) of the Code) may be made.

e. BOP shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

f. BOP (i) shall not engage in any act of “self dealing” (as defined in Section 4941(d) of the Code), (ii) shall not retain any “excess business holdings” (as defined in Section 4943(c) of the Code), (iii) shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, and (iv) shall not make any “taxable expenditures” (as defined in Section 4945(d) of the Code).

Section 3. BOP has tax exempt status under the provisions of Section 501(c)(3) of the Code as an organization functioning in one or more of the following capacities: as a charitable organization to assist with, supplement, maintain, and expand instrumental music education programs for students at LPHS through one or more of the purposes enumerated in Section 1 of Article III.

Article IV - Offices

Section 1. BOP may have an office or offices in Illinois or elsewhere as the Board of Directors may determine or as the business of the corporation may require.

Section 2. BOP may maintain its offices and records at 2001 North Orchard Street, Chicago, IL 60614 or elsewhere as the Board of Directors may determine or as the business of the corporation may require.

Article V - Membership

Section 1. General Members

Every parent or guardian of a band or orchestra student enrolled during the academic year at LPHS is a general member.

Section 2. Ex-Officio Members

Every faculty member of the band and orchestra program at LPHS is an ex-officio member.

Section 3. Voting Members

Voting Members are General Members and Ex-Officio Members who have the additional right and responsibility of making motions and voting at monthly meetings in which they are present.

Section 4. Except as otherwise provided for in these Bylaws, no person shall hold an elective or appointed position in BOP who is not a Voting Member in good standing.

Article VI - Officers and Elections

Section 1. Except as otherwise provided for in these Bylaws, officers of BOP shall be Voting Members.

This rule may be superseded by a unanimous vote of the Board of Directors present at the election meeting.

Section 2. Indemnification

BOP agrees to indemnify and hold members of its board of directors harmless from any liability, loss or damage they may suffer as a result of lawsuits, claims, demands, or judgments against them arising out of activities carried out pursuant to their obligations under these Bylaws, and the Board of Directors may procure insurance for the purpose of this indemnification.

However, any such liability, loss or damage resulting from a board member or agent's negligent failure to comply with applicable laws or other governmental requirements, or negligence or willful malfeasance is excluded from this agreement to indemnify and hold harmless.

Section 3. Election of Officers

a. The elected officers of BOP shall be a President, Vice-President, Treasurer, and Secretary. Non-elected officers of BOP shall be the Department Chair (if from Band or Orchestra), the Band Directors, and the Orchestra Director of LPHS.

b. Officers shall be elected by ballot every year in the month of May at the regular meeting of BOP. If there is but one nominee for any office, upon motion from the floor, the election may be by voice.

c. Officers shall assume their official duties at the close of the regular meeting of the Board of Directors at which they are elected and shall serve for a term of one (1) year, or until their successors are elected and assume their duties. There is no limit on the number of consecutive years an officer may serve as long as their child is in attendance at LPHS.

d. During the election meeting, an opportunity shall be given for nominations from the floor.

e. Only those who have consented to serve, if elected, shall be eligible for nomination.

Section 4. Vacancies

a. Filling a Vacancy. Any vacancy occurring in any office of BOP shall be filled at the first regular meeting after the vacancy occurs by a person elected by a majority of the remaining members of the Board of Directors, proper notice of the election having been given. The newly elected officer shall serve the remainder of the unexpired term to which (s)he was elected.

b. Resignation. The resignation of any officer shall be submitted to the president at least seven (7) business days prior to the next regular meeting of the Board of Directors, so that proper notice of a vacancy may be published and an item added to the agenda.

c. Removal. Any officer may be removed by a majority of the remaining members of the Board of Directors. Recommendation for the removal of an officer shall be submitted, in writing, to the President (or the Vice-President, if the removal of the President is recommended) at least seven (7) days prior to the next regular meeting of the Board of Directors, so that proper notice may be given and an item added to the agenda.

d. Notice. Proper notice to members of the Board of Directors shall be in writing and mailed to his/her residence. Notice is considered completed when a properly addressed, stamped notice is deposited with the United States Postal Service. Written notice shall also be posted in a prominent place at LPHS.

Article VII - Duties of Officers

Section 1. The President shall

- a. preside at all meetings of BOP;
 - b. be an ex-officio member of all committees;
 - c. appoint ad-hoc committees;
 - d. perform such other duties as may be assigned by the organization's Board of Directors;
 - e. solicit and develop meeting agendas;
- and
- f. coordinate the work of the officers and committees in order that the purposes of BOP may be promoted (see: Article III).

Section 2. The Vice-President shall act as an aide to the President and shall perform the duties of the President in the absence or inability of that officer to serve. In the event that the office of the President becomes vacant, the Vice-President shall assume the office of the President for the remainder of the term. The Vice-President shall perform such other duties as may be assigned by the President.

Section 3. The Treasurer, or his/her board-approved designated agent shall

- a. develop a yearly budget and submit such budget to the Board of Directors as required by these Bylaws;
- b. keep records of all accounts receivable;
- c. collect all funds due BOP and deposit them in the bank account approved by the Board of Directors;
- d. pay out funds in accordance with the budget as approved by the Board of Directors and authorized by properly signed vouchers; checks shall be signed by the Treasurer and one other duly elected and authorized officer;
- e. maintain appropriate financial records books and accounts payable;
- f. conduct the financial affairs of BOP in accordance with federal and state laws and regulations with respect to federal and state taxes, FICA, unemployment insurance etc.;
- g. provide monthly and year-end financial reports to the Board of Directors or by request;
- h. provide all financial data as required by the Board of Directors to an auditing committee of the Board or independent auditor selected by the Board;
- i. assume the duties of the President in the event of the absence of the Vice- President and the President; and
- j. perform such other duties as may be assigned by the President.

Section 4. The Secretary shall

- a. record the minutes of all meetings of BOP and the Board of Directors,
- b. maintain a current copy of the Bylaws,
- c. maintain a current list of officers,
- d. notify the Members of regular and special meetings,

- e. conduct correspondence of BOP as directed by the President,
- f. be the custodian of the corporate records of BOP, and
- g. perform such other duties as may be assigned by the President.

Article VIII - Board of Directors

Section 1. BOP shall be managed by the Board of Directors.

Section 2. The Board of Directors shall consist of the officers of BOP (see: Article VI, Sec. 3) and the Band Director(s) and Orchestra Director.

Section 3. The Board of Directors shall

- a. review the tentative budget submitted by the Treasurer and, thereafter, adopt a budget for BOP at its May monthly meeting for the following academic year (all Voting Members (see: Article V, Sec. 3) are eligible to vote on said budget;
- b. transact the necessary business of BOP, as well as such other business as may be referred to it by the membership;
- c. create standing committees;
- d. approve plans of work of the standing committees;
- e. present reports and recommendations to the annual meeting of BOP; and
- f. approve appointment of an auditing committee.

Section 4. Regular meetings of the Board of Directors ordinarily shall be held on the first Tuesday of each month during the academic year. The first regular meeting of the year shall be held in September. The dates, times, and locations of subsequent meetings shall be fixed by the Board of Directors at that first meeting. At least two (2) days notice shall be given if there is a change of the regular meeting date. Agenda will be posted 48 hours prior to each regular monthly meeting. Only items on the agenda will be subject to vote.

Section 5. Special meetings of the Board of Directors may be called by the President or by three (3) members of the Board. Members of the Board of Directors must receive two (2) days written notice mailed to each director at his/her address as shown in the records of BOP. Notice shall also be posted in a proper place at LPHS. Notice may be waived before or after the meeting in writing by the person(s) entitled to such notice. Attendance at the meeting shall constitute a waiver of notice, unless attendance is expressly for the purpose of objecting to the meeting.

Section 6. A majority of the members of the Board of Directors shall constitute a quorum. If no quorum is present, the agenda may be discussed but no formal action may be taken.

Section 7. A quorum being present, the vote of a majority of the members of the Board of Directors present shall determine the outcome of the measure, unless a greater number is required by these Bylaws, federal or state laws, or the Articles of Incorporation.

Section 8. Informal Action. Any action which is required by law, the Articles of Incorporation, or these Bylaws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if a consent in writing, setting forth the action taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all of the directors shall have the same force and effect as a unanimous vote of the Board of Directors at a duly called and constituted meeting of the Board of Directors and may be stated as such in a certificate or document reflecting the action taken.

Article IX- Dissolution of Organization

Upon the termination or dissolution of Band and Orchestra Parents at Lincoln Park High School, Chicago, Inc., assets available 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 federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose selected by the managing body of the organization by majority vote. If such assets are not disposed or its members cannot so agree, such assets shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes of to such origination or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article X- Amendments to Bylaws

Section 1. These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Board of Directors present at any regular meeting or at any special meeting, if at least two (2) days written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting.