

# **ARTICLES OF ASSOCIATION and BYLAWS AUBURN BAND PARENTS ASSOCIATION**

## **ARTICLE I**

### **Name and Organization**

The name of this association is the Auburn Band Parents Association (ABPA). ABPA is designated an unincorporated nonprofit association created under the laws of the State of Alabama.

## **ARTICLE II**

### **Office and Duration**

The office of the ABPA shall be located at the following address: Auburn Band Parents Association, c/o Band Department – Auburn High School, 1701 East Samford Avenue, Auburn, AL 36830. The ABPA mailing address is: P.O. Box 1965, Auburn, AL 36831-1965

The duration of ABPA shall be perpetual. The death, removal, or resignation of any member of the ABPA shall not result in the dissolution of the ABPA.

## **ARTICLE III**

### **Purpose**

The ABPA is organized exclusively for charitable and educational purposes of the Band Programs and Band Program Students of the Auburn, AL City Schools within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

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

No substantial part of the activities of the ABPA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the ABPA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these articles, the ABPA shall not carry on any other activities not permitted to be carried on (a) by an entity exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an entity, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE IV

### Membership

All parents of students who are members of Auburn City Schools bands are members of ABPA. All members are encouraged to participate in the ABPA by paying voluntary donations, serving on ABPA committees and as directors and officers, and attending/assisting in the ABPA activities. Any person can be a "friend" of APBA and attend the meetings (with no voting rights) and volunteer services at any ABPA event.

## ARTICLE V

### Directors and Officers

The ABPA will be managed by a board of directors. The Board of Directors shall consist of ten (10) voting members and up to (5) non-voting ex-officio members. Additional Directors may be added up to twenty-five (25) voting members by 2/3 vote of the sitting Board. Officers of the association will be President, Vice President/President Elect, Secretary, and Treasurer. There shall be four standing committees:

1. **Membership Committee** conducts ABPA membership drives and ensures the mailing and membership lists are up to date.
2. **Concert Committee** arranges and coordinates all meal and volunteer functions in support of Auburn City School band concerts.
3. **Senior Night Program Committee** arranges and coordinates all functions for the senior honor program for the bands.
4. **Concession Committee** is responsible for the concession stand operations and is chaired by the Vice President of the ABPA.

Additional committees may be formed by the President. The band directors of each Auburn City Schools band are ex-officio members of the ABPA board of directors having no voting rights but entitled to full access to all ABPA records and meetings save executive sessions.

ABPA directors/officers must have a child actively participating in an Auburn City Schools band. If the elected officer's child leaves the band program, the officer may continue to serve the remainder of their one-year term at the discretion of the directors.

Candidates for the ABPA officer positions may be nominated by:

1. The officer whom the candidate will replace.
2. The ABPA board of directors.
3. Any ABPA member from the floor during the meeting when directors and officers are elected.

Directors/Officers are elected by majority vote of the ABPA members present at the last meeting of the year. Directors/Officers may be removed for cause of absenteeism, missing three regularly scheduled full Board meetings, upon majority vote at a regularly scheduled meeting.

The term of office will be from July 1 to June 30 of the following year. If the President is unable to complete his/her term of office, the President Elect will assume the office of President. If any other officer is unable to complete their term of office, the directors will elect a replacement to complete the term of office. Past presidents and committee chairs of ABPA serve as directors until they no longer have children participating in Auburn City Schools Band programs. Past ABPA officers or committee chairs who no longer have children participating in Auburn City Schools Band programs may serve as ex-officio members of the Board of Directors.

The President appoints committees and committee chairs. Any ABPA member may participate on any committee at the discretion of the Committee chair.

The terms of office of the officers will be:

**President** – To be elected President, one must have served on the board of directors. The President may be elected to serve consecutive terms.

**Vice President/President Elect (as needed)** – If the Vice President/President Elect assumes the office of President because the President is unable to complete his/her term of office, the Vice President/President Elect may also serve consecutive terms as President following completion of the unfulfilled President's term.

**Treasurer and Secretary** – unlimited, these officers may serve as long as elected. These officers may, but are not required to, serve as Vice President/President Elect or President. The office of Treasurer cannot hold the office of treasurer for any other Auburn City School organization.

## **ARTICLE VI**

### Officers and Duties

#### **President**

1. Act as liaison between the Auburn Band Parents Association, the Auburn City Schools, and the Auburn City Board of Education.
2. Act as liaison between the Auburn Band Parents Association and the band directors of the Auburn City Schools system.

3. Ensure the ABPA meeting dates and times are publicized to the membership through mailings or otherwise.
4. Organize the yearly meeting calendar.
5. Oversee the ABPA budget process.
6. Chair ABPA meetings and the meeting of the ABPA directors.
7. Oversee and assist committee chairs of the ABPA fund chairs.

#### **Vice President/President Elect**

1. Serve as acting President in absences of the President.
2. Recruit a replacement and train him/her to be President the following year.
3. Replace the President if he/she is unable to complete their term.
4. Chair concession stand activities
5. Assist other officers and committees as needed.

#### **Treasurer**

1. Keep ABPA accounts, deposit association funds, invest funds, and prepare checks to pay authorized expenditures. All checks require two signatures from any two officers of the ABPA.
2. Provide financial reports monthly (balance sheet, revenue/expenditure, and budget reports) and circulates to Directors. Provides copies at each director's meeting and at each ABPA meeting.
3. Acquire two officer approvals for any financial transaction.
4. Procure change and provide cash boxes for ABPA fundraisers.
5. Produce an income statement for each fundraising activity.
6. Recruit and train a replacement.
7. Supply necessary tax documentation to an approved accountant and assist accountant with tax filing. ABPA will pay fees associated with accountant for tax preparation and filing.
8. Provide appropriate documentation/books to accountant for annual audit.

#### **Secretary**

1. Prepare and distribute minutes of meetings to the directors two weeks following all board meetings.
2. Recruit and train a replacement.

## **ARTICLE VII**

### **Amendments to the Bylaws**

Amendments to the bylaws may be submitted in writing to the directors or officers by any ABPA member for consideration by the directors. The directors may accept any amendment by majority vote of the directors at the next regularly scheduled or any called directors meeting.

## **ARTICLE VIII**

## Budgetary Process

The Treasurer will present a yearly budget for amendment or approval to the ABPA directors. The budget will be prepared for the academic year. Each Auburn City Schools band may be allocated funds for specific or discretionary use by each band director. Allocated funds not expended shall be returned to the general fund for future allocations. There can be no carry over of funds from one year to the next. Band directors shall provide an annual report of their expenditures and a request for future funding 30 days prior to the “spring” general membership meeting. No expenditure may be made that exceeds the limits of the approved annual budget without express approval of the President and Treasurer. The budget may be amended by the board of directors. The budget shall be prepared prior to the first ABPA meeting of the academic year at which time it will be approved by majority vote of the ABPA members present.

## **ARTICLE IX**

### Meetings

There shall be, at a minimum, one meeting of the General Membership each year. The date(s) of the meetings shall be established by the President. A meeting shall be held in the “Fall Semester” to disseminate the annual budget and other information to the members. The individual band parent meetings at each ACS campus can replace the "general" membership meeting. A meeting shall be held in the “Spring Semester,” if needed, to review the following year’s budget, if available. Meetings of the Board of Directors and the General Membership will be conducted following the procedures in an edition of Roberts Rules of Order as determined by the President. The President may appoint a parliamentarian.

## **ARTICLE X**

### Accounting and Records

The fiscal year of the ABPA shall be January 1 through December 31 of each year. The ABPA shall provide an operational budget that aligns with the school year, July 1 through June 30 of each year.

All minutes, books, correspondence, and other records of the ABPA shall be preserved by the Officers. Records that have ceased to be of use for the conduct of the affairs of the ABPA may be turned over for preservation to be designated by it, or discarded.

## **ARTICLE XI**

### Dissolution

In the event of dissolution of the ABPA, after paying or adequately providing for the debts and obligations of the association, its property, funds, and other assets shall be transferred to whatever organization or organizations, as the ABPA may determine, operate within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The articles of Association and Bylaws of the ABPA were first adopted on September 21, 2004, and accepted at a General Membership meeting on September 24, 2004. Amended, December 28, 2006, August 10, 2008 and July 12, 2016.

IN WITNESS WHEREOF, the undersigned have executed these ARTICLES OF ASSOCIATION and BYLAWS on this 12<sup>th</sup> day of July 2016.

\_\_\_\_\_ Date: \_\_\_\_\_  
Angie Holt - President

ATTEST:

\_\_\_\_\_ Date: \_\_\_\_\_  
Rebecca S. Lazenby - Secretary

# **CONFLICT OF INTEREST POLICY AUBURN BAND PARENTS ASSOCIATION (ABPA)**

## **ARTICLE I**

### Purpose

The purpose of the conflict of interest policy is to protect the tax-exempt interest of the ABPA when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the ABPA or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **ARTICLE II**

### Definitions

1. **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a) An ownership or investment interest in any entity with which the ABPA has a transaction or arrangement,
  - b) A compensation arrangement with the ABPA or with any entity or individual with which the ABPA has a transaction or arrangement, or
  - c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the ABPA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **ARTICLE III**

### Procedures



- 1) **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- 2) **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- 3) **Procedures for Addressing the Conflict of Interest:**
  - a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c) After exercising due diligence, the governing board or committee shall determine whether the ABPA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - d) If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the ABPA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- 4) **Violations of the Conflict of Interest Policy**
  - a) If the governing board or committee has a reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **ARTICLE IV**

### Recordings of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the

financial interest, any action taken to determine whether a conflict of interest in fact existed.

- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **ARTICLE V**

### Compensation

- a) A voting member of the governing board who receives compensation, directly or indirectly, from the ABPA for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters who receives compensation, directly or indirectly, from the ABPA for services is precluded from voting on matters pertaining to that member's compensation.
- c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ABPA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **ARTICLE VI**

### Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflict of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands the ABPA is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **ARTICLE VII**

### Periodic Reviews

To ensure the ABPA operated in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the ABPA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**ARTICLE VIII**

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the ABPA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

IN WITNESS WHEREOF, the undersigned have executed this CONFLICT OF INTEREST POLICY on this 12th day of July 2016.

\_\_\_\_\_ Date: 7/12/2016  
Angie Holt- President

\_\_\_\_\_ Date: 7/12/2016  
Rebecca S. Lazenby - Secretary