

BYLAWS
OF
BREWSTER PERFORMING ARTS BOOSTER CLUB INC.

ARTICLE I – NAME

The name of the not-for-profit corporation/organization shall be the Brewster Performing Arts Booster Club Inc. (“BPABC”).

ARTICLE II – PURPOSE

The purpose of this not-for-profit organization is to support performing arts and activities in the Brewster High School, Putnam County, New York. Said organization is organized exclusively for charitable and educational purposes, including, for such purpose, the making of distributions to organizations qualifying as an exempt organization from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

The philosophy of the organization is to support the educational endeavors of the performing arts student body. This is based on the premise that all decisions will be made with the best interest of the students in mind at all times.

Fund raising profits and contributions are to be used to defray the costs of performing arts activities. No part of earnings of the organization shall benefit any member, coordinator, director, officer of the organization or any private individual. No member, coordinator, director, officer or private individual shall be entitled to share in the distribution of any assets upon dissolution of this organization. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except the organization 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 in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other purpose not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any Federal tax code, or (b) by an

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organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Upon dissolution of this organization, all remaining assets and property shall be turned over to the Brewster High School – Student Activity Fund to be held for use by the Brewster Performing Arts Departments. Distribution of said 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 Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for public purpose. Any such assets not 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.

- Section 1. BPABC shall support Performing Arts activities in the Brewster High School.
- Section 2. BPABC shall help to raise funds for departmental activities and performing arts equipment not covered by school funds.
- Section 3. BPABC shall provide assistance at activities including chaperones for trips, and other duties where the director(s) might need assistance.

ARTICLE III – MEMBERSHIP AND DUES

- Section 1. All parents of performing arts students and/or any individual of voting age who may want to participate in the organization are eligible for membership in the BPABC with full privileges thereof.
- Section 2. Membership shall be documented through inclusion of each individual's name and contact information (i.e., name, address, phone or email) on the BPABC general distribution list. Communications to membership shall be primarily via email.
- Section 3. No dues will be charged.

ARTICLE IV – EXECUTIVE BOARD

- Section 1. The Executive Board shall consist of not less than three (3), nor more than six (6) directors.

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- Section 2. The Executive Board shall consist of the duly elected officers described in ARTICLE V of these Bylaws, and the Performing Arts Coordinator. The directors of the performing arts ensembles will act as consultants to the Executive Board.
- Section 3. Each director of the Executive Board shall have one vote.
- Section 4. Vacancies in any office shall be filled by vote of the Executive Board; such appointees to serve for the duration of the term of the individual being replaced or until the next regular election.

ARTICLE V – OFFICERS

- Section 1. The Officers of this organization shall be President, Vice President, Treasurer, Secretary and Public Relations Chairperson.
- Section 2. Two or more offices may be held by one person, although the offices of Secretary and President cannot be held concurrently by the same person. The President may not serve concurrently as a Vice President.

ARTICLE VI – DUTIES OF THE OFFICERS

- Section 1. All officers of the organization shall be responsible and accountable for their acts as such to the membership.
- Section 2. The President, as Chief Executive Officer of the BPABC, shall preside at all meetings of the BPABC and of the Executive Board; shall call meetings as provided in these Bylaws; supervise the organization's affairs and activities.
 - a) The President may request estimated expenses from the Performing Arts Coordinator for consideration in the annual budget process.
- Section 3. The Vice President shall assist the President in the performance of the duties of the office and shall preside at all meetings in the absence of the President.
- Section 4. The Secretary shall keep a permanent record of the minutes of the meetings and be custodian of all official records of the BPABC. The Secretary shall conduct all correspondence and shall read all correspondence at each meeting. The Secretary shall read meeting minutes as the first order of business at the next scheduled general membership meeting for immediate approval by members present.
- Section 5. The Treasurer shall receive all monies of the BPABC; keep the books of the organization; and disburse funds at the direction of the Executive Board or general membership. The Treasurer shall report on the financial condition of the organization at each meeting and shall submit an annual financial report at the June General Membership meeting.
- Section 6. The Public Relations chairperson shall be responsible for releasing to the general public such information as can be publicly released, meeting notices and other publicity regarding upcoming events of the BPABC.

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- Section 7. Any officer(s) wishing to resign shall submit a letter of resignation to the Executive Board fifteen (15) days prior to the next general membership meeting.
- Section 8. The Executive Board shall audit the treasurer's books before the annual financial report is given.

ARTICLE VII – ELECTIONS

- Section 1. At the regular June general membership meeting, election of officers for the following school year shall take place from members nominated or those members having so indicated a desire to hold an office.
- Section 2. To be eligible for election, the candidate(s) must be an active member. An "active" member is considered to be an individual who has attended at least four (4) BPABC activities (i.e., scheduled meetings and/or volunteered at BPABC supported events) during the twelve (12) months preceding the election. (It is important that prospective officers have some experience in the organization of the BPABC and how business is conducted.) The Performing Arts Coordinator may, at his/her discretion, waive this requirement.
- Section 3. The deadline for submission of nomination(s), or declaration of interest, shall be the general membership meeting preceding the June meeting.
- Section 4. Each candidate must submit to the Brewster High School Performing Arts Coordinator a written statement expressing a) why he/she is a good candidate for the position and b) relevant experience. This submission shall be no less than ten (10) calendar days prior to the election date.
- Section 5. Votes may be cast by any active members of the BPABC present at the June meeting; there will be no absentee ballots.
- Section 6. New officers shall assume their duties at the start of the new school year on July 1st.
- Section 7. The term of the office shall be for one (1) school year, July 1 through June 30.

ARTICLE VIII – COMMITTEES

- Section 1. The President shall appoint all committee leaders deemed proper and necessary to fulfill the objective and purpose of this organization. Each committee leader shall select his or her own committee membership. The leader shall inform the President of the progress of that committee, and at the conclusion of each project, shall submit to the general membership a final report.

ARTICLE IX – MEETINGS

- Section 1. Regular Meetings – Regular meetings of the membership on such dates as may be set by the President or Vice President.
- Section 2. Special Meetings – Meetings of the Executive Board and special meetings of the membership may be called at the discretion of the President.
- Section 3. Notice of Meetings – Notice of all BPABC meetings shall be provided at least two (2) days before the meeting date. Notice shall be given either in writing, email, telephone or website posting. Notice of special meetings shall be given to the Executive Board and general membership not less than two (2) days prior to such meeting, stating the time, purpose and place of the meeting.
- Section 4. Quorum – Members present shall constitute a quorum for the transaction of business at meetings.
- Section 5. Meetings by Conference Telephone – Any one of more members of the Executive Board or any committee thereof may participate in a meeting of the Executive Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- Section 6. Order of Business –
- Call to Order
 - Secretary’s report
 - Treasurer’s report
 - Correspondence
 - Publicity report
 - Committee reports
 - Unfinished Business/Old Business
 - New Business
 - Director’s report
 - Next meeting date
 - Adjournment
- Section 7. Robert’s Rules of Order, Revised, shall govern all meetings when not inconsistent with these Bylaws.
- Section 8. Meetings of all committees shall be held as necessary for performance of the duties of each committee.
- Section 9. A plurality vote of the members of each committee present at a regularly called meeting shall be sufficient for transactions of business recognizing that all committee actions are subject to review by the Officers and Directors.
- Section 10. Meetings of all committees shall be held as necessary for performance of the duties of each committee.

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ARTICLE X – DISBURSEMENT OF FUNDS

- Section 1. Requests for disbursement of BPABC funds shall be made in writing (i.e., email, hardcopy) to the President or Treasurer for presentation to the Executive Board for consideration. Submittal of expenses incurred for reimbursement without proper approval is *strongly* discouraged and may be subject to denial. Documentation of expenses (i.e., receipt with detailed notes) is required.
- Section 2. The Executive Board shall be limited to authorizing no more than two hundred and fifty dollars (\$250.00) in a single disbursement for expenses related to a BPABC supported activity or event. Authorization shall be by consensus.
- Section 3. Disbursement of funds greater than two hundred and fifty dollars (\$250.00) shall be made with consensus of the Executive Board followed by presentation of the request to, and simple majority vote by, the general membership present at a regular or special meeting of the BPABC.

ARTICLE XI – SCHOLARSHIPS AND AWARDS

- Section 1. Scholarship Committee: A scholarship fund has been established, to be given out at the end of the school year. There will be a single category of award to include freshmen, sophomores and juniors:
- Performing Arts Student(s) attending a summer camp or activity, in the Performing Arts.
- Section 2. Scholarships will be awarded on the basis of motivation and participation in the BHS Performing Arts program. Students must submit a completed application, by the deadline specified on the form, to be considered.
- Section 3. Fifteen hundred dollars (\$1,500) will be set aside out of the BPABC budget each year for the scholarships. The membership reserves the right to vote additional funding to the awards budget, if the financial situation of the club allows.
- Section 4. A Scholarship Committee will review all applications, and make award decisions. The committee will consist of the Executive Board, Performing Arts Coordinator and directors of the performing arts ensembles. Any committee member, however, with a student applying for a scholarship, will be excused from the committee. In the event that there are too many members excused, additional members can be appointed to the committee by the President.
- Section 5. The Scholarship Committee will be given flexibility to distribute the money amongst the applicants, within the budget approved for that year. i.e., there will be no 'set' dollar amount or number of awards in each category, but rather, what is appropriate based on submissions.

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ARTICLE XII – INDEMNIFICATION

- Section 1. Indemnification - The BPABC may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director, officer, employee or agent of the BPABC, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.
- Section 2. Insurance - The BPABC shall have the power to purchase and maintain insurance to indemnify the BPABC for any obligation which it incurs as a result of its indemnification of directors, officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

ARTICLE XIII – CONFLICT OF INTEREST

- Section 1. Any potential conflict of interest which could result in a direct or indirect financial or personal benefit to a director, officer or staff member must be disclosed on good faith or known to the Executive Board, and must be resolved pursuant to the Conflict of Interest Policy adopted by the BPABC (which is annexed to these as Exhibit A, and shall be referred to as the "Conflict of Interest Policy").

ARTICLE XIV – AMENDMENTS

- Section 1. These Bylaws may be amended, altered or repealed by the Executive Board by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all Executive Board members at least ten (10) days before the meeting.

ARTICLE XV – CONSTRUCTION

- Section 1. In the case of any conflict between the Certificate and these Bylaws, the Certificate of Incorporation shall control.

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CERTIFICATION

ROBERT PELLOT, President of BREWSTER PERFORMING ARTS BOOSTER CLUB INC., and MARY CARRIERO, Secretary of BREWSTER PERFORMING ARTS BOOSTER CLUB INC. certify that the foregoing is a true and correct copy of the Bylaws of the above-named organization, duly adopted by the Executive Board on September 12, 2019.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the Executive Board on September 12, 2019, in the County of PUTNAM in the State of New York.



ROBERT PELLOT, President



MARY CARRIERO, Secretary
