

# **Bylaws of Adlai E. Stevenson High School Orchestra Parents Association**

## **ARTICLE I: NAME, OBJECTIVES AND OFFICES**

### **SECTION 1--NAME**

The name of this organization shall be the Adlai E. Stevenson High School Orchestra Parents Association (OPA), also known as the String Parents Association (SPA).

### **SECTION 2—OBJECTIVES**

The objectives of this organization (hereinafter referred to as “SPA”) are:

- To support an environment that nurtures diversity and community through music.
- To promote students’ interests in orchestra and guitar
- To provide program volunteer and financial support to students and the String Program Director(s)
- To serve as a link between parents and the String Program Director(s)

### **SECTION 3—OFFICES**

The principal office of SPA shall be located at Adlai E. Stevenson High School, 1 Stevenson Drive, Lincolnshire, Illinois, 60069. SPA may have other offices either within or without the State of Illinois, as the business of the organization may require from time to time, as determined by the SPA Board of Directors.

The registered office of SPA required by the Illinois General Not for Profit Corporation Act of 1986, 805 ILCS 105, 101.1 et seq. may be, but need not be, identical with the principal office registered with the State of Illinois. The address of the registered office may be changed from time to time by the SPA Board of Directors.

## **ARTICLE II: MEMBERSHIP**

### **SECTION 1—GENERAL MEMBER**

A General Member of SPA is any parent or guardian of a student enrolled in the Orchestra or Guitar Program at Adlai E. Stevenson High School, District 125, Lake County, Illinois (herein after referred to as "District 125") and who has paid annual dues, or in the discretion of the Board of Directors, has been excused from paying dues. In families where both parents or guardians wish to be members, one membership fee will include both parents or guardians. In families where there are more than one child participating in the Orchestra or Guitar Program, one membership will include all students in the same family.

### **SECTION 2—SUPPORTING MEMBER**

A Supporting Member of SPA shall be anyone who is not the parent or guardian of

a student enrolled in the Orchestra or Guitar Program, but who expresses an interest in the objectives of SPA. A Supporting Member will pay dues in the amount to be determined by the Board of Directors. Supporting Members may neither vote nor hold office.

### **SECTION 3—MEMBERSHIP LENGTH**

The length of annual membership shall run from July 1st of the current year until June 30<sup>th</sup> of the following year.

### **ARTICLE III: VOTING**

Voting among members shall be restricted to one vote per each General Member. In a dues-paying family with more than one Parent/Guardian General Member, each General Member may have one vote.

### **ARTICLE IV: GENERAL MEMBER MEETINGS**

#### **SECTION 1--ANNUAL MEETING OF GENERAL MEMBERS**

The Annual Meeting of the General Members shall be held in May each year (exact date to be determined by the SPA Board of Directors) for the purpose of electing the new SPA Board of Directors and for the transaction of such other business as may come before the meeting. If the election of new SPA Board of Directors shall not be held on the day designated, the current SPA Board of Directors shall hold the election at a meeting of the active members as soon thereafter as is convenient. Notice of the Annual Meeting shall be provided in accordance with The Illinois General Not for Profit Corporation Act.

## **SECTION 2--SPECIAL MEETINGS OF GENERAL MEMBERS**

Special Meetings of the General Members may be called by the President, the Board of Directors, or by not less than one-fifth of all General Members.

## **SECTION 3--PLACE OF GENERAL MEMBER MEETINGS**

The SPA Board of Directors may designate any place, either within or without District 125, as the place of meeting for any Annual Meeting or for any Special Meeting of General Members called by the Board of Directors. If no designation is made, or if a Special Meeting is otherwise called, the place of meeting shall be the registered Office of the SPA, except as provided in Section 5 of this article.

## **SECTION 4--NOTICE OF ANNUAL AND SPECIAL MEETINGS OF GENERAL MEMBERS**

Written or printed notice stating the place, day and hour of the Annual Meeting, (and in the case of a special meeting, the purpose or purposes for which the meeting is called), shall be delivered not less than five nor more than sixty days before the date of the meeting, either personally or by mail, or by electronic means such as email, at the discretion of the President, or the Secretary, or by the Officer or persons calling the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States Mail, addressed to the General Member at his address as it appears on the records of SPA, with

postage thereon prepaid. This section is not to be construed as to prohibit notification to Supporting Members also.

#### **SECTION 5--MEETING OF ALL GENERAL MEMBERS**

If all of the General Members shall meet at any time and place, either within or without the District 125, and all consent to the holding of a meeting at such time and place, such a meeting shall be valid without call or notice, and at such meeting any organizational action may be taken.

#### **SECTION 6--QUORUM**

General Members holding one-tenth of the votes entitled to cast on any matter that the General Members shall be entitled to vote, whether represented in person or by proxy, shall constitute a quorum for consideration of such matter at a meeting of the members. If a quorum is present, the affirmative vote of a majority of the votes present and voted, either in person or by proxy, shall be that act of the General Members.

### **ARTICLE V: BOARD OF DIRECTORS**

#### **SECTION 1—GENERAL POWERS**

The business and affairs of the corporation shall be managed by its Board of Directors.

#### **SECTION 2—NUMBER AND QUALIFICATIONS**

The number of SPA Directors shall be at least seven (7) and no more than thirty-five (35). All Directors must be General Members in good standing. The Board of Directors shall be elected at the Annual Meeting of the General Members. Each Director shall hold office from the first day of July of the current year until the last day of June of the following year, or until his or her successor shall have been elected and qualified. The number of Directors may be changed from time to time upon an affirmative vote of the Board of Directors without further amendment to the Bylaws. The Director(s) of the Orchestra and Strings Programs shall be permanent ex-officio member(s) of the Board of Directors and shall have no voting privileges at meetings of the Board of Directors or the General Members.

### **SECTION 3—REMOVAL OF DIRECTORS**

Any Director, other than an ex-officio Director, may be removed whenever in its judgment the best interests of the SPA would be served thereby, but such removal shall without prejudice to the contract rights, if any, of the person so removed. A Director may be removed with or without cause, only upon an affirmative vote of two-thirds (2/3) of the votes of the General Members present and voted, either in person or by proxy. No Director shall be removed unless written notice of such meeting is delivered to all members entitled to vote on the removal of Directors. Such notice shall state the purpose of the meeting is vote upon the removal of one or more Directors named in the notice. Only the named Director or Directors named in the notice may be removed at such meeting.

### **SECTION 4—VACANCIES OF DIRECTORS**

Any vacancy occurring in the Board of Directors may be filled by the Board of Directors for the portion of the unexpired term. The President shall nominate candidates for any vacancy and the Board of Directors shall approve any such nomination by a majority vote of those Directors present and voting. The Directors may also choose to leave any vacant position open as long as the number of Directors remains at least seven (7).

#### **SECTION 5—MONTHLY MEETINGS OF THE BOARD OF DIRECTORS**

The organization shall meet monthly from August of the current year through June of the following year to transact the business of the organization. All General and Supporting Members are invited to attend. Regular monthly meetings will be listed on the SPA website and in the Membership Enrollment Pamphlet. The SPA Board of Directors may designate any place, either within or outside Adlai E. Stevenson High School, as the place of the monthly meeting.

#### **SECTION 6—SPECIAL MEETINGS OF THE BOARD OF DIRECTORS**

Special Meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call Special Meetings of the Board of Directors may fix any place for holding any such meeting.

#### **SECTION 7--NOTICE OF SPECIAL MEETINGS**

Notice of any Special Meeting shall be given at least five days previous thereto by written, telephone or electronic notice. Neither the business to be transacted at, nor the purpose of, any Regular or Special Meeting of the Board of Directors need be

specified in the notice of such meeting.

### **SECTION 8--QUORUM**

A minimum of Directors of 1/3 (one third) of the SPA Board of Directors shall constitute a quorum for transaction of business at any meeting of the Board of Directors. At least one officer must be present in order for the quorum to meet this section's requirement. At least one Orchestra or Guitar Director must also be present for the transaction of any business to take place, except as otherwise determined by the Board of Directors. The presence of any of the Orchestra or Guitar Directors shall not count towards the minimum total of Directors required to transact business. If less than a quorum of Directors is present at said meeting, a majority of the Directors present may adjourn the meeting without further notice.

### **SECTION 9--NOTICE OF ACTING**

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

### **SECTION 10--INFORMAL ACTION BY DIRECTORS**

Any action which may be taken at a meeting of the Board of Directors, or a committee thereof, may be taken without a meeting if consent, in writing, setting forth the action so taken, shall be approved in writing by all of the Directors entitled to vote.

## **ARTICLE VI: OFFICERS, EXECUTIVE COMMITTEE, SUPPORTING COMMITTEES**



## **SECTION 1—OFFICERS**

The Officers of the SPA, which are members of the Board of Directors, shall be a President, a Vice-President, a Treasurer, and a Secretary, and such other officers as may be elected or appointed by the Board of Directors. Orchestra and Guitar Directors shall be ex-officio members of the SPA Board of Directors.

## **SECTION 2--ELECTION AND TERM OF OFFICE**

The Officers of SPA shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each Annual Meeting of General Members in May. If the election of Officers shall not be held at such a meeting, such election shall be held as soon thereafter as is convenient. Vacancies may be filled or new offices filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected or until his death or until he shall resign or become disqualified or shall have been removed in the manner hereinafter provided. Election or appointment of an Officer shall not of itself create contract rights.

## **SECTION 3—REMOVAL**

Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of SPA would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**SECTION 4—VACANCIES**

A vacancy in any office may be filled by the Board of Directors for the portion of the unexpired term.

**SECTION 5—PRESIDENT**

The President shall be the principal executive officer of SPA and shall in general supervise and control all of the business and affairs of SPA. The President shall preside at all meetings of the Board of Directors, General Members, and Supporting Members. The President may sign, with the Secretary or any other proper officer of SPA thereunto authorized by the Board of Directors, any instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other Officer or agent of SPA, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**SECTION 6—VICE-PRESIDENT**

In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restriction upon, the President. The Vice-President shall perform such duties as from time to time may be assigned by the President or by the Board of Directors.

**SECTION 7—TREASURER**

The Treasurer shall serve without bond unless required by the Board of Directors or Adlai E. Stevenson High School. The Treasurer shall: (a) have charge and custody of and be responsible for all funds of SPA; receive and give receipts for monies due and payable to SPA from any source whatsoever, and deposit all such monies in the name of SPA in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these bylaws; (b) sign checks drawn on any bank accounts of SPA; (c) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer, the President or by the Board of Directors, including submitting a financial report at all meetings.

#### **SECTION 8—SECRETARY**

The Secretary shall: (a) keep the minutes of the Board of Directors' and General Members' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the Seal of the Corporation and see that the Seal of the Corporation is affixed to all corporate documents, the execution of which on behalf of SPA under its seal is duly authorized in accordance with the provisions of these Bylaws; (d) keep a register of the address of each General and Supporting Member; (e) in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors, including the handling of all correspondence.

#### **SECTION 9--EXECUTIVE COMMITTEE**

The Executive Committee shall be composed of the President, Vice-President, Secretary and Treasurer of the Board of Directors. The Orchestra and Guitar Directors are ex-officio, non-voting members of the Executive Committee. The Executive Committee may meet prior to other official meetings to discuss the projects and activities of the SPA.

#### **SECTION 10—SUPPORTING ADHOC COMMITTEES**

Supporting Committees may be appointed by the Executive Committee and their term shall be for one (1) year. Directors may serve as Committee Chairs. Each committee shall have at least one (1) Director as a member. Executive Committee members may be ex-officio member(s) of all committees.

### **ARTICLE VII: CONTRACTS, LOANS, CHECKS AND DEPOSITS**

#### **SECTION 1—CONTRACTS**

The Board of Directors must authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of SPA.

#### **SECTION 2—LOANS**

No loans shall be contracted on behalf of SPA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the SPA Board of Directors.

**SECTION 3—CHECKS, DRAFTS, ETC.**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of SPA shall be signed by an officer on the Executive Committee. Any check, draft or other orders for the payment of money, notes or other evidence of indebtedness shall require the signature of at least two (2) of the Officers, except as determined by the Board of Directors.

**SECTION 4—DEPOSITS**

All funds of SPA not otherwise employed shall be deposited from time to time to the credit of SPA in such banks, trust companies or other depositories as the Board of Directors may select.

**SECTION 5—AUTHORITY OF EXECUTIVE COMMITTEE TO EXPEND FUNDS WITHOUT AUTHORIZATION OF THE BOARD OF DIRECTORS**

In the event that an expenditure of SPA funds is required, and there is insufficient time to bring the matter before the Board of Directors, the Executive Officers shall be authorized to expend funds up to and not exceeding \$500.00 for necessary expenditures on behalf of SPA. Funds must be available and any such expenditure must be provided for in the approved budget for the fiscal year in which the expenditure is made. In the event that such expenditure is made, a full report and accounting shall be made to the Board of Directors at the next regularly scheduled monthly meeting of the SPA Board of Directors.

## **ARTICLE VIII: FINANCIAL**

### **SECTION 1—FISCAL YEAR**

The fiscal year of SPA shall begin on the first day of July in each year, and end on the last day of June of the following year.

### **SECTION 2—AUDIT**

The books and records of SPA shall be audited by a professionally qualified person within ninety days of the close of the fiscal year.

## **ARTICLE IX: SEAL**

The SPA Board of Directors shall provide a corporate seal which shall be in any form permissible under the laws of the State of Illinois.

## **ARTICLE X: WAIVER OF NOTICE**

Whenever any notice whatever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Illinois General Not for Profit Corporation Act of 1986, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XI: CONDUCT OF MEETINGS**

The rules contained in Roberts' Rules of Order, revised, shall govern the conduct of all meetings of SPA so long as those rules do not conflict with these Bylaws, the Articles of Incorporation or any provision of Illinois law.

## **ARTICLE XII: AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board of Directors by a majority vote. Any proposed amendment shall have been submitted in writing to an Officer or Director and presented to the Board of Directors for approval. Written notice of the amendment or a summary of the changes shall be given to each member entitled to vote on amendments.

DRAFT 12/13/16