

**BYLAWS
OF THE
NORTH ALLEGHENY ORCHESTRA PARENTS ASSOCIATION**

(A Pennsylvania Nonprofit Corporation)

ARTICLE I

Offices

Section 1.01. Registered office. The registered office of the corporation in Pennsylvania shall be at North Allegheny Senior High School, 10375 Perry Highway, Wexford, Pennsylvania 15090, Orchestra Department, until otherwise established by an amendment of the Bylaws or by Resolution of the Board of Directors.

Section 1.02. Other offices. The corporation may also have offices at such other places within or without Pennsylvania as the Board of Directors may from time to time appoint or the business of the corporation may require.

ARTICLE II

Notice - Waivers - Meetings Generally

Section 2.01. Manner of giving notice. Whenever written notice is required to be given to any person under any law or by these Bylaws, it may be given to the person either by sending a copy thereof by first class or express mail, postage prepaid, or by bulk mail, telecopier, electronic mail to the address of the person appearing on the books of the corporation, by tendering the notice to the orchestra student who resides in the home of the person to be noticed or, in the case of members of the Board of Directors, supplied by the Director to the corporation for the purpose of notice. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by law or these Bylaws.

Section 2.02 Notice of meetings of Board of Directors. Notice of a regular meeting of the Board of Directors need not be given. Notice of every special meeting of the Board of Directors shall be given to each member of the Board either personally or by telephone, first class or express mail, telecopier, or electronic mail at least ten days before the time at which the meeting is to be held. Every such notice shall state the time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in a notice of the meeting. At the annual meeting of the members, the day, time, and place of the regular meetings of the Board shall be established for the succeeding year.

Section 2.03 Notice of meetings of corporation members.

(a) General rule. Written notice of every meeting of the corporation shall be given by, or at the direction of, the Secretary to each member of record entitled to vote at the meeting at least ten days prior to the day named for a meeting.

If the Secretary neglects or refuses to give notice of a meeting, the person or persons calling the meeting may do so. The notice shall specify the general nature of the business to be transacted.

(b) Notice of election or action by members on bylaws. In the case of a meeting of members that has as one of its purposes the election of officers or action on the Bylaws, written notice shall be given to each member that the purpose, or one of the purposes, of the meeting is to conduct elections or to consider the adoption, amendment or repeal of the Bylaws.

Section 2.04. Waiver of Notice.

(a) Written waiver. Whenever any written notice is required to be given under the law or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

(b) Waiver by attendance. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE III

Corporation Members - Meetings

Section 3.01. Place of meeting. All meetings of the members of the corporation shall be held at the address designated by the Board of Directors in the notice of a meeting.

Section 3.02 Annual meeting. The Board of Directors may fix the date and time of the annual meeting of the members, but if no such date and time is fixed by the Board, the meeting for any calendar year shall be held in April of each such year, if not a legal holiday under the laws of the Commonwealth of Pennsylvania and, if a legal holiday, then on the next succeeding business day, not a Saturday, after 6:00 o'clock p.m. and at said meeting the members then entitled to vote shall elect officers/directors and shall transact such other business as may properly be brought before the meeting. If the annual

meeting shall not have been called and held within six months after the designated time, any member may call the meeting at any time thereafter.

Section 3.03 Regular meetings. The regular meetings of the members shall be scheduled during the months of January, February, March, April, May, September, October, and November.

Section 3.04 Special meetings.

(a) Call of special meetings. Special meetings of the members may be called at any time by the Board of Directors; or by the Orchestra Director; or by members entitled to cast at least 20% of the votes that all members are entitled to cast at the particular meeting.

(b) Fixing of time for meeting. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the secretary to fix the time of the meeting which shall be held not more than 60 days after the receipt of the request. If the secretary neglects or refuses to fix the time of the meeting, the person or persons calling the meeting may do so.

Section 3.05 Quorum. The members of the corporation attending any meeting of the members shall constitute a quorum. Of the members in attendance, a majority vote shall be sufficient to transact business.

Section 3.06 Action by members. Except as otherwise provided in the law or these Bylaws, whenever any corporate action is to be taken by vote of the members of the corporation, it shall be authorized by a majority of the votes cast at a duly organized meeting of members entitled to vote thereon. Pursuant to 15 Pa.C.S.A. §5758, the Orchestra Director may cast a majority vote when the effect of that vote is to veto an affirmative vote of the members.

Section 3.07 Organization. At every meeting of the members, the President, if there be one, or, in the case of vacancy in office or absence of the President, one of the following officers present in the order stated: the Vice president, if there be one, the Secretary, the Treasurer, or a person chosen by vote of the members present, shall act as chairman of the meeting. The Secretary or, in the absence of the secretary, an Assistant Secretary, or in the absence of both the Secretary and Assistant Secretaries, a person appointed by the chair of the meeting, shall act as Secretary.

ARTICLE IV

Board of Directors

Section 4.01. Powers; personal liability.

(a) General rule. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors of the corporation.

(b) Standard of care; justifiable reliance. A director shall stand in a fiduciary relation to the corporation and shall perform his or her duties as a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner the director reasonably believes to be in the best interests of the corporation and with such care, including reasonable inquiry, skill, and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the board upon which the director does not serve, duly designated in accordance with the Bylaws, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(c) Consideration of factors. In discharging the duties of their respective positions, the Board of Directors, committees of the board, and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon suppliers and customers of the corporation and upon committees in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (b).

(d) Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

(e) Personal liability of directors.

(1) A director shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless:

- (i) the director has breached or failed to perform the duties of his or her office under this section; and
- (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(2) The provisions of paragraph (1) shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state, or federal law.

(f) Notation of dissent. A director who is present at a meeting of the Board of Directors, or of a committee of the board, at which action on any corporation matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the Secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary of the corporation immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action. Nothing in this section shall bar a director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the director notifies the Secretary, in writing, of the asserted omission or inaccuracy.

Section 4.02. Number and term of office.

(a) Number. The Board of Directors shall consist of five (5) members, which shall include the President, Vice President, Secretary, Treasurer (hereinafter referred to as the “Constitutional Officers/Directors”) and Orchestra Director.

(b) Term of office. Each Constitutional Officer/Director shall hold office until the expiration of the term for which he or she was selected and until a successor has been selected and qualified or until his or her earlier death, resignation or removal. A decrease in the number of directors shall not have the effect of shortening the term of any incumbent director.

(c) Resignation. Any director may resign at any time upon written notice to the Secretary of the corporation. The resignation shall be effective upon receipt thereof by the Secretary of the corporation or at such subsequent time as shall be specified in the notice of resignation.

Section 4.03. Orchestra Director. The Orchestra Director shall be that individual appointed by the North Allegheny School District to conduct and supervise the classroom instruction and activities of the orchestra program in grades 9 through 12.

Section 4.04. Appointed Directors.

(a) Appointment. The Board of Directors may, from time to time, create additional seats on the Board and to appoint such persons to said seats as it deems necessary and appropriate. Said persons shall be referred to herein as “Appointed Directors.”

(b) Required vote. A two-thirds vote of the Board shall be required in order to create an additional seat on the Board.

(c) Period of service. Appointed Directors shall serve until:

(1) the next annual meeting of the corporation, at which time they may be reappointed by the newly elected Board of Directors; or

(2) until a vote of a majority of the Board at any meeting at which a quorum is present.

Section 4.05. Qualifications and selection of directors.

(a) Qualifications. Each director of the corporation shall be a natural person of full age who is a member of the corporation.

(b) Election of directors. Except as otherwise provided in these bylaws, the Constitutional Officers/Directors of the corporation shall be elected by the members. In elections for Constitutional Officers/Directors, voting need not be by ballot, except upon demand made by a member entitled to vote at the election and before the voting begins.

Section 4.06 Vacancies.

(a) General rule. Vacancies on the Board of Directors, other than Orchestra Director, including vacancies resulting from an increase in the number of positions on the Board of Directors, may be filled by a majority vote of the remaining members of the board though less than a quorum, or by a sole remaining director, and each person so selected shall be a director to serve for the balance of the unexpired term, and until a successor has been selected and qualified or until his or her earlier death, resignation, or removal.

(b) Action by resigned directors. When one or more directors resign from the Board effective at a future date, the directors then in office, including those who have so resigned, shall have power by the applicable vote to fill the vacancies, the vote thereon to take effect when the resignations become effective.

Section 4.07. Removal by the members. The entire Board of Directors or any individual director, with the exception of the Orchestra Director, may be removed from office, for cause, upon the vote of two thirds of membership in attendance. In case the board or any one or more directors are so removed, new directors may be elected at the same meeting.

Section 4.08. Place of meetings. Meetings of the Board of Directors shall be held within Allegheny County or its immediately adjoining counties as the Board of Directors may establish at the annual meeting of the members.

Section 4.09. Organization of meetings. At every meeting of the Board of Directors, the President, if there be one, or, in the case of a vacancy in the office or absence of the President, one of the following officers present in the order stated: the Vice President, if there is one; or a person chosen by a majority of the directors present, shall act as chair of the meeting. The Secretary or, in the absence of the Secretary, an Assistant Secretary, or, in the absence of the Secretary and the Assistant Secretaries, any person appointed by the chair of the meeting, shall act as Secretary.

Section 4.10. Regular meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated at the annual meeting of the members.

Section 4.11. Special meetings. Special meetings of the Board of Directors shall be held whenever called by the President, the Orchestra Director, or by two or more of the directors.

Section 4.12. Quorum of and action by directors.

(a) General rule. At any meeting of the Board of Directors the attendance of the Orchestra Director (or his designee) and two of the four elected officers shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present and voting at a meeting at which a quorum is present shall be the acts of the Board of Directors. Pursuant to 15 Pa.C.S.A. §5729, the Orchestra Director may cast a majority vote when the effect of that vote is to veto an affirmative vote of the directors.

(b) Action by written consent. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the directors in office is filed with the Secretary of the corporation.

ARTICLE V

Officers

Section 5.01. Officers generally.

(a) Number, qualifications and designation. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer (the “Constitutional Officers/Directors”), and such other officers as may be elected in accordance with the provisions of Section 5.03. The Constitutional Officers/Directors shall also serve as voting members of the Board of Directors.

(b) Nominating Committee. A Nominating Committee shall consist of three members, all appointed by the Board of Directors, from the membership of the Corporation. The members of the Nominating Committee are selected at a meeting two months prior to the date of the annual meeting. The Nominating committee shall actively recruit candidates to serve as officers of the corporation if elected by the members. In addition, the Nominating committee will accept nominations for Officers, both nominations from members of the Corporation for other members of the Corporation as well as ‘self-nominations’ from members of the Corporation and present those nominations to the general membership at the annual meeting.

(c) Election of Officers. The President, Vice President, Secretary and Treasurer shall be elected by the majority vote of the members at the annual meeting of the membership. Nominations for officer positions may be made from the membership of the Corporation present at the annual meeting. The consent of each nominee to serve must be obtained before his or her name is placed on the ballot. In the event there is but one candidate for an office, the Secretary may be instructed to cast the elective ballot for the nominee.

(d) Bonding. The corporation may secure the fidelity of any or all of its officers by bond or otherwise.

(e) Standard of care. Except as otherwise provided in the articles, an officer shall perform his or her duties as an officer in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his or her duties shall not be liable by reason of having been an officer of the corporation.

Section 5.02. Election and term of office. The Constitutional Officers of the corporation shall hold office for a term of one year and until a successor has been selected and qualified or until his or her earlier death, resignation, or removal. No Constitutional Officers shall serve more than two (2) consecutive terms in the same office. The application of the rule relative to ‘no more than two (2) consecutive terms in the same office’ can be overridden at the discretion of the Orchestra Director and Board of Directors if no candidate for a Constitutional Office comes forward. The Constitutional Officers shall assume their office on June 16th and shall continue in office

until the following June 15th.

Section 5.03. Offices, Committees, employees and agents.

(a) Appointment. The Board of Directors may, from time to time, create such offices or chairs, and may appoint such officers, chairs, employees or other agents as the business of the corporation may require.

The committee chairs, currently in place for the North Allegheny Orchestra Parents Association are as follows:

- (1) Orchestra Trip Coordinator
- (2) Banquet
- (3) Bylaws
- (4) Head Chaperone
- (5) Fundraising
- (6) Publicity
- (7) Uniform
- (8) School Board Representative
- (9) Student Orchestra Representative

and their duties are described as follows:

I. Orchestra Trip Coordinator

The Orchestra Trip coordinator shall work with the Orchestra Director to organize and disseminate trip information. The Trip Coordinator is responsible for preparing Chaperone information sheets for the trip.

II. Banquet

The Banquet Committee shall work with the Orchestra Director and Orchestra Council to make all arrangements for the Orchestra Banquet, including all Orchestra awards.

III. Bylaws

This committee shall review the bylaws of the NAOPA as often as deemed necessary.

IV. Head Chaperone

The Head Chaperone shall arrange for parents to be on hand when requested by the Orchestra Director.

V. Fundraising

The Fundraising Committee shall coordinate and oversee all Orchestra Fundraising efforts.

VI. Publicity

The Publicity committee shall prepare items of general interest for publication and attend to advertising of the North Allegheny Orchestra.

VII. Uniform Committee

The Uniform Committee is responsible for the acquisition, maintenance, and fitting of the Orchestra uniforms.

VIII. School Board Representative

The School Board Representative is to act as a liaison or contact between the North Allegheny School Board and the NAOPA.

IX. Orchestra Student Representative

The student from the orchestra shall represent the interest of all North Allegheny Orchestra students at NAOPA meetings. This representative will be a member of the North Allegheny Orchestra and will be selected by the Orchestra Director.

(b) Period of service. Officers, chairs, employees and agents appointed by the Board shall serve until:

(1) the next annual meeting of the corporation, at which time they may be reappointed by the newly elected Board of Directors; or

(2) upon a vote of a majority of the Board at any meeting at which a quorum is present.

Section 5.04. Resignations. Any officer, chair, agent or employee may resign at any time upon written notice to the corporation. The resignation shall be effective upon receipt thereof by the corporation or at such subsequent time as may be specified in the notice of resignation.

Section 5.05. Removal of officers and agents. Any officer of the corporation may be removed by the Board of Directors, upon cause. The removal shall be without prejudice to the contract rights, if any, of any person so removed. Election or appointment of an officer or agent shall not of itself create contract rights. An officer who has been elected by the membership of the corporation may remain as a voting member of the Board unless removed by the membership of the corporation, in accordance with Section 4.07.

Section 5.06. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors and, if the office is one for which these Bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 5.07. Authority. All officers of the corporation, as between themselves and the corporation, shall have such authority and perform such duties in the management of the corporation as may be provided by or pursuant to resolutions or orders of the Board

of Directors or in the absence of controlling provisions in the resolutions or orders of the Board of Directors, as may be determined by or pursuant to these Bylaws.

Section 5.08. The chairman and vice chairman of the board.

The President, or in the absence of the President, the Vice President, shall preside at all meetings of the members and of the Board of Directors and shall perform such other duties as may from time to time be requested by the Board of Directors.

Section 5.09. The President. The President shall be the chief executive officer of the corporation and shall have general supervision over the business and operations of the corporation, subject, however, to the control of the Board of Directors. The President shall sign, execute, and acknowledge in the name of the corporation deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors, 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 the corporation; and, in general, shall perform all duties incident to the office of President and such other duties as from time to time may be assigned by the Board of Directors.

Section 5.10. The Vice-President. The Vice-President shall assist the President and, in the absence of the President, shall ensure the performance of all duties of the President.

Section 5.11. The Secretary. The secretary or an Assistant Secretary shall attend all meetings of the Corporation and of the Board of Directors and shall record all the votes of the members and of the directors and the minutes of the meetings of the corporation and of the Board of Directors and of committees of the Board in a book or books to be kept for that purpose; shall see that the notices are given and records and reports properly kept and filed by the corporation as required by law and these Bylaws; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned by the Board of Directors or the President.

Section 5.12. The Treasurer. The Treasurer or an Assistant Treasurer shall have or provide for the custody of the funds or other property of the corporation; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation; shall deposit all funds in his or her custody as Treasurer in such banks or other place of deposit as the Board of Directors may from time to time designate; shall, whenever so required by the Board of Directors, render an account showing all transactions as treasurer and the financial condition of the corporation; and, in general, shall discharge such other duties as may from time to time be assigned by the Board of Directors or the President.

ARTICLE VI

Membership in the Corporation.

Section 6.01. Membership by family. Each and every parent, stepparent, foster parent, or guardian of any North Allegheny student enrolled in the orchestra program in grades 9 through 12 shall be deemed members of the North Allegheny Orchestra Parents Association. Additionally, one member of the orchestra, appointed by the Orchestra Director, a student enrolled in grades 9 through 12, shall be deemed a member of the North Allegheny Orchestra Parents Association. All of these shall be entitled to all rights and benefits conferred by the corporation, including the right to cast a vote at any meeting of the members.

Section 6.02. Membership by application. Any other person, organization, or entity may apply to the Board of Directors for membership in the corporation. Under this circumstance, the Board may establish criteria for membership, including fees, as well as classes of membership.

Section 6.03 Voting by corporations and organizations. Any corporation or other organization that is a member of the corporation may exercise one (1) vote by any of its officers or agents.

ARTICLE VII

Dissolution

Section 7.01. Dissolution by Orchestra Director. In addition to the manner and methods of dissolution established by statute, the corporation empowers the Orchestra Director to propose and adopt a resolution for dissolution of the corporation as provided by 15 Penna. Consol. Stat. §§5972 and 5974. At the time of dissolution of the corporation all remaining assets of the corporation must be transferred to one or more charities or qualifying entities, as dictated by the North Allegheny Orchestra Parents Association's Articles of Incorporation. The entity (or entities) to which the assets will be transferred will be decided upon by the members of the corporation. Recommendations put forth by the Orchestra Director will be taken into consideration but the final decision rests with the members of the corporation.

Section 7.02. Sole authority of Orchestra Director. When proposed by the Orchestra Director, neither the Board of Directors nor the membership shall be authorized to cast a vote on the resolution for dissolution.

In the event that a court of competent jurisdiction should determine that the members of the corporation may either supersede the action of the Orchestra Director or otherwise amend this Article of the Bylaws to withdraw the unilateral authority of the Orchestra Director then, in such instance, a unanimous vote of all of the members of the corporation, and not simply those in attendance at a meeting called for such a vote, shall be required to overrule the action of the Orchestra Director or to amend this Article of the Bylaws.

Section 7.03. Rescission of resolution of dissolution. At any time prior to the filing of Articles of Dissolution with the Department of State, the Orchestra Director may rescind a resolution of dissolution.

ARTICLE VIII Miscellaneous

Section 8.01. Checks. All checks, notes, bills of exchange, or other orders in writing shall be signed by such person or persons as the Board of Directors or any person authorized by resolution of the Board of Directors may from time to time designate. All checks shall require the signature of a member of the Board of Directors.

Section 8.02. Amendment of Bylaws. These Bylaws may be amended or repealed, or new Bylaws may be adopted, either, (i) by vote of the members at any duly organized annual or special meeting of members; or (ii) with respect to those matters that are not by law or these Bylaws committed expressly to the members and regardless of whether the members have previously adopted or approved the Bylaw being amended or repealed, by vote of a majority of the Board of Directors of the corporation in office at any regular or special meeting of directors. Any change in these Bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

Section 8.03 Meeting Agenda. The agenda for the regular meetings of the members will be as follows:

- (a) Review and approval of the previous meeting's minutes
- (b) Treasurer's Report
- (c) Report of Committee Chairpersons
- (d) Orchestra Director's Report
- (e) Report from assigned positions
- (f) Old Business
- (g) New Business
- (h) Adjournment

ARTICLE IX

Parliamentary Authority

Section 9.01. Robert's Rules of Order Revised. Robert's Rules of Order Revised, to the extent not inconsistent with these Bylaws, shall govern the corporation.

Section 9.02. Meetings of the Board of Directors. The Board of Directors may, from time to time, implement, amend, and revise procedural rules to govern the regular and special meetings of the Board; which may include superseding Robert's Rules of Order.

