

Bylaws of
North Central High School Choir Parents Organization
As approved by the Board of Directors on July 30, 2018

Article I

Section 1.1 - Name: The name of this corporation is North Central High School Choir Parents Organization, Inc., hereinafter referred to as "NCHSCPO" or "Corporation", a corporation formed pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991.

Section 1.2 - Purpose: The purpose of the Corporation is to support and promote any activity which serves the best interest of the North Central High School Counterpoints and Descants Choirs, its directors, its programs and its students. The Corporation is organized exclusively for charitable purposes supporting education, to benefit the North Central High School Counterpoints and Descants Choirs, so as to qualify as an exempt organization and to have all powers given to a nonprofit corporation under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code and by the laws of the State of Indiana. The Corporation will use its funds only to accomplish the objectives of the Corporation. This provision will not preclude the reimbursement to any member, Executive Board member, Corporation representatives or officer for expenditures directly made on behalf of the Corporation.

Section 1.3 - Principal Office and Resident Agent: The principal office of the Corporation is 1801 East 86th Street, Indianapolis, Indiana 46240 and the Resident Agent is "Choir Director, North Central High School".

Section 1.4 - Fiscal Year: The fiscal year of the Corporation will begin on the first day of July and end at the close of the 30th day of June next succeeding. Unless otherwise notes, the word "year" as used in these bylaws means "fiscal year".

Article II

Section 2.1- Active Membership: Parents or legal guardians of students who participate in the North Central High School Counterpoints or Descants Choirs are automatically Active Members of the NCHSCPO.

Section 2.2 - Associate Membership: Any individual group not eligible for Active membership but which supports and endorses the purpose of the Corporation may be extended an Associate Membership in NCHSCPO and will be voted on by the Executive Board.

Section 2.3 - Dues: There will be no membership dues for this Corporation.

Section 2.4 - Voting: Each Active member is entitled to one vote on all matters submitted to a vote of the membership.

Article III Meeting of the Membership

Section 3.1 - Required Meetings: An Annual Meeting of the NCHSCPO members will be held in the spring of each year, prior to the end of the school calendar, at a time and place determined by the Officers of the Corporation, for the purpose of ratifying the Executive Board members and for the transaction of such other businesses as may come before the meeting.

Section 3.2 - Special Meetings: Special meetings may be called by the President, the North Central High School Counterpoints/Descants Choir Director, or by any two other Officers of the Corporation.

Section 3.3 - Notice of Meetings: A notice stating the place and time of any meeting of the members will be delivered by e-mail, or via students, to the most recent list of Active members maintained by the Corporation, not less than two (2) days before the date of the meeting.

Section 3.4 - Voting: A majority of Active Members in attendance at any meeting of the membership may approve any matter presented to a vote of the Corporation's members.

Article IV Officers and Executive Board

Section 4.1 - The Corporation shall have an Executive Board comprised of the Officers of the Corporation. The Officers of the Corporation will consist of President, Vice-President, Secretary, Treasurer, and Choir Director.

Section 4.2 - Board: The affairs of the Corporation will be managed by its Executive Board and Board. The Board will be comprised of the elected Officers that include Fundraising, Costumes, CP Chair and Descants Chair and the North Central High School Counterpoints and Descants Choir Director. Each Board Member will have one vote at all Board meetings. New Board members to be elected by the Executive Board and presented to the membership.

Section 4.3 - Term of Office: The term for any Officer will be for a minimum of one year, beginning with the Spring Joint Board Meeting of the year of election (see Article VI, Section 6.4) and ending with the following Spring Joint Board meeting. Any Officer may be elected to an additional term in his/her current position, or to any other Board position.

Section 4.4 - Election of Officers: The Officers of the Corporation may be Active Members or non-members, and they will be elected by the Executive Board. The results will then be presented to the membership at the Annual meeting. Nominations will be solicited from the membership prior to the annual election.

Section 4.5 - Filling of Vacancies: Vacancies of any elected office will be filled by a majority vote of the remaining Executive Board members at any Board meeting at which a present (see Article VI, Section 6.3). Election of officers will be presented to the membership as recommended by the Executive Board.

Article V Duties of Officers

Section 5.1 - President/Vice-President: The President will preside at all meetings of the Executive Board and general membership, will call meetings when needed, and will appoint committee's necessary to carry on the work of the Corporation.

Section 5.2 - Secretary: The Secretary will keep permanent minutes of all meeting of the Executive Board and general membership.

Section 5.3 - Treasurer: The Treasurer will keep accurate financial records, will maintain student accounts, will prepare an annual budget, will be actively involved in all financial transactions, and will file all required financial reports.

The budget will be set and approved by May 30.

Article VI Executive Board Meetings

Section 6.1 – Frequency: The Executive Board will meet a minimum of four (4) times a year.

Section 6.2 – Called Meetings: Meetings of the Executive Board will be called by the President, by the Director of the North Central High School Counterpoints and Descants Choir or by a majority of the Executive Board membership, with all board members receiving notice of the meeting.

Section 6.3 – Quorum and Voting: A quorum of the Executive Board will consist of the Executive Board membership. A majority of Board members in attendance at any Board meeting where a quorum is present may approve any matter offered for a board vote.

Section 6.4 – Spring Joint Board Meeting: A meeting of the outgoing and incoming boards will be held each fiscal year after the annual meeting of members, with its purpose being to facilitate and efficiency of operation

Article VII Committees

The Executive Board, by resolution adopted at a Board meeting with a quorum present, may designate one or more committees and appoint one or more individuals to Chair the Committees(s). If a quorum cannot be constituted, the President and Director may act at their discretion to designate needed committees and/or chairs. Any Corporation committee will continue until the Executive Board (or President, as above) takes action to dissolve the committee or to appoint a new Chair or new committee members.

Article VII Indemnification

The Corporation will indemnify any Executive Board member, board, office, Employee, committee member or volunteer of the Corporation (hereinafter referred to as “Corporation representative”), or former Corporation representative against any expense actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been a corporation representative. The Corporation may also reimburse to any such Corporation representative the reasonable cost of settlement of any such action, suit or proceeding, if it will be found by a majority of the disinterested members of the Board that it was in the best interest of the Corporation that such settlement be made and that such Corporation representative was not guilty of negligence or misconduct in the performance of his duties as such Corporation representative.

Article IX Amendments

These Bylaws may be amended by a majority vote of the Executive Board members present at any meeting at which a quorum is generated, provided that they are notified of the proposal amendment in writing at least two (2) days prior to the meeting.

Article X Miscellaneous

Section 10.1 – Expense Reimbursement: No profit will incur to the benefit of any member, Executive Board member or officer of the Corporation; however, this provision will not preclude the reimbursement to any member, Executive Board member, Corporation representative or officer for expenditures directly made on behalf of the Corporation.

Section 10.2 - Use of the corporation's Fund: The Corporation will use its funds only to accomplish the objectives and purposes specified in the Corporation's Article of Incorporation and in these bylaws, and no part of such funds will incur to or be distributed to members of the Corporation, Corporation representatives or to the Executive Board of officers, except as provided in Section 10.1