

**PR Orchestra Association By-Laws**  
**EIN#47-3183942**  
**700 Warrendale Rd, Gibsonia, PA 15044**  
**ARTICLE I**  
**ORGANIZATION**

**SECTION I:**

The name of this organization shall be: PR ORCHESTRA ASSOCIATION, hereinafter referred to as PROA.

**SECTION II:**

PROA is a member of the Pine-Richland Unified Booster Organization (PRUBO). PRUBO is the central organization which holds our non-profit group exemption under IRS 501 (c) section.

**SECTION III:**

As a non-profit, 501(c) organization, the mission of PROA is to provide support to the members and directors of the Pine Richland School District's orchestra program including financial support not otherwise provided by the School district. Through a cooperative effort with the School District, directors, members and staff, we wish to enhance the learning and enjoyment of orchestra through team building and advancement and promotion of the orchestra.

**SECTION IV:**

Notwithstanding any other provision of these By-Laws, PROA shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

**ARTICLE II**  
**PURPOSE**

The purpose of PROA shall be to give moral, social and supplementary financial support to the orchestra of the Pine Richland School District, not withstanding anything herein to the contrary by:

- a. promoting and encouraging community support of PROA
- b. aiding the orchestra program in such manner as the Orchestra Director(s) shall deem fitting and proper
- c. actively supporting all performances of the school orchestra program
- d. providing for the orchestra members those materials and supplies over and above that which is provided by PRSD
- e. making plans and carry out fundraising support for activities and projects
- f. making distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code for the foregoing charitable and educational purposes.
- g. This volunteer organization shall be non-commercial, non-sectarian and non-partisan. Said organization is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify organization under section 501 (c) (3) of the Internal Revenue Code.
- h. No part of the net earnings of this organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or private persons, except that the organization shall be authorized

**PR Orchestra Association By-Laws**  
**EIN#47-3183942**  
**700 Warrendale Rd, Gibsonia, PA 15044**

and empowered to pay reasonable compensation for services rendered and to make payments and distribution 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 activities 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 future federal tax code, or (b) by an 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.

PROA shall only participate in and support activities that are in furtherance of the purposes of tax-exempt organizations set forth in Section 501(c) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

**ARTICLE III**  
**OFFICES**

The registered office of the corporation shall be Pine Richland High School, 700 Warrendale Road, Gibsonia, Pennsylvania 15044, Attention: PROA, until otherwise established by an amendment of the By-laws or by Resolution of the Executive Board.

**ARTICLE IV**  
**MEMBERSHIP**

Membership is open to all parents of students participating in the Strings Program and the student representative from the Orchestra Council, and any teacher or community member. Any other person, organization or entity outside the family membership must apply to the Executive Board for membership. Under this circumstance, the Executive Board may establish criteria for membership, including fees, and grant the right to one (1) vote by its appointed representative.

**ARTICLE V**  
**OFFICERS AND THEIR ELECTION**

**SECTION 1:**

The officers of this organization shall be President, Vice President, Secretary, Treasurer, and PRUBO Booster Member Council representative. Together these officers and chairpersons of the standing committees and the Directors of the Pine Richland Orchestra shall constitute the Executive Board.

**SECTION 2:**

The officers shall be elected each year at the April meeting and shall assume office on June 16. Term for all officers is one (1) year. These officers shall continue in office until the following June 15th.

**SECTION 3:**

A Nominating Committee shall consist of three (3) members, all appointed by the Executive Board, from the membership at large, at the February meeting. This new committee shall accept nominations for officers and present those nominations to the general membership at the April meeting.

**PR Orchestra Association By-Laws**  
**EIN#47-3183942**  
**700 Warrendale Rd, Gibsonia, PA 15044**

**SECTION 4:**

The officers shall be elected by ballot at the April meeting. Nominations may be made from the floor. 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.

**SECTION 5:**

All members of the PROA are eligible to vote or run for an office, be a member of the Executive Board, or vote on any other matters pertaining to the organization and its operations. Each member is entitled to one(1) vote only on each issue as submitted for note. The Directors of the Orchestra may cast a majority vote when the effect of that vote is to veto an affirmative vote of the members.

**SECTION 6:**

No officer shall serve more than two (2) consecutive terms in the same office except the Treasurer shall not serve more than one (1) consecutive term in that office. The application of this rule can be overridden at the discretion of the Orchestra Directors and Executive Board if no candidate for an office comes forward.

**SECTION 7:**

Any officer may resign at any time upon written notice to the Secretary. The resignation shall be effective upon receipt of said resignation by the Secretary or at such subsequent date as stated in the resignation.

**SECTION 8:**

Any vacancy occurring in the office of Vice President, Secretary or Treasurer shall be filled by the Executive Board. Should the office of President become vacant, the Vice President shall fill it for the remaining term and the Executive Board shall declare the office of Vice President vacant. Any officer appointed to fill a vacancy shall serve for the remaining term of the predecessor in office.

**SECTION 9:**

The Executive Board shall attend to the affairs of PROA during the Interim between meetings of PROA, but the acts of the Executive Board shall not conflict with action taken by the PROA.

**SECTION 10:**

No Executive Board member may vote upon a matter in which he or she has a direct financial interest or conflict of interest. No Executive Board member may vote upon a matter in which he or she has a business or family relationship not common to all members. Immediately upon becoming aware that such a conflict exists, a Executive Board member must disclose such, withdraw from further deliberation, and refrain from voting on the matter.

**PR Orchestra Association By-Laws**  
**EIN#47-3183942**  
**700 Warrendale Rd, Gibsonia, PA 15044**

**ARTICLE VI**  
**DUTIES OF THE OFFICERS**

**SECTION 1:**

**PRESIDENT:**

- To preside at the meetings of the organization and the Executive Board
- Is a member ex-officio of all committees except Nominating
- May suggest items of new business
- Is responsible to see that the By-laws are followed.
- Submits the name of the Booster Member Council of the Pine-Richland Unified Booster Organization representative to the PRUBO Secretary by July 1.

**SECTION 2:**

**VICE PRESIDENT:**

- Shall assist the President as requested
- In the President's absence or inability to serve, this officer shall temporarily perform the duties of the President

**SECTION 3:**

**SECRETARY:**

- Shall record the minutes of the PROA and the Executive Board meetings.
- Conduct such correspondence as may be requested by the President or the Executive Board

**SECTION 4:**

**TREASURER:**

- Receives and accounts for all monies in PROA
- Keeps a complete record of PROA's income and expenditures
- Pay all bills incurred•
- Prepares and presents financials reports at all meetings of PROA
- Prepares and presents annual financial reports and proposed budget at annual meeting of the Executive Board for review and approval
- To submit Financial Data to PRUBO – Treasurer by October 15<sup>th</sup>, which consists of a copy of PROA's yearly audit report, a copy of submitted yearly tax return, and signed authorization by the President to be a member of PRUBO.

**SECTION 5:**

**ORCHESTRA DIRECTOR:**

- To act in an advisory capacity
- To make the necessary requests for the welfare of PROA and the Orchestra to others within the Pine Richland School District or outside the district.

**SECTION 6:**

**PERSONAL LIABILITY OF THE EXECUTIVE BOARD:**

The Executive Board shall not be personally liable for monetary damages for any action taken or any failure to take any action unless members act imprudently, unethically, innnorally or unlawfully. The provisions of this paragraph shall not apply to the responsibility of liability of a director for the payment

**PR Orchestra Association By-Laws**  
**EIN#47-3183942**  
**700 Warrendale Rd, Gibsonia, PA 15044**

of taxes pursuant to local, state or federal laws. The Executive Board may secure the fidelity of any and all its officers by bond or otherwise.

**SECTION 7:**

**REMOVAL FROM OFFICE**

Officers and/or Committee Chairpersons may be removed from office for the following occurrences:

- Misappropriation of PROA funds
- Unwillingness to follow or uphold the policies of PROA
- Entering into contracts or other legal agreements without prior approval of the Executive Board
- Abandonment of duties
- Improper conduct, violation of school policies, or violation of any local, state or federal laws.

Request for removal of an Officer or Committee Chairperson shall be submitted in writing to the Executive Board.

The members of the Executive Board shall investigate such request at a special meeting to be attended by the individual(s) requesting the removal and person being considered for removal. In the event that more than one Officer and Committee Chairpersons are requested for removal, an Ad-Hoc Committee shall be formed by the Orchestra Directors to conduct an investigation. Findings from the investigation shall be deliberated in a private meeting with the remaining members of the Executive Board and if necessary, a vote on the requested removal.

Notice of removal shall be made in writing to the individual(s) concerned.

**ARTICLE VII**  
**FINANCES**

**SECTION I:**

**FISCAL YEAR**

The Fiscal year shall begin on July 1st and end June 30th. The current Treasurer will be responsible for closing the books for the current fiscal year and having the books available for review upon request of any member.

**SECTION 2:**

**DISBURSEMENTS**

All disbursements shall be made by the Treasurer as directed by the Executive Board or Orchestra Directors, which shall be reviewed and approved at the regular meetings of PROA. All reimbursement requests must be submitted within thirty (30) days of the expenditure and supported by the appropriate documentation.

All checks over the amount of \$250 will require two signatures Treasurer and either President or Vice – President.

**SECTION 3:**

**FUND RAISING**

Fundraising efforts and events shall occur to defray the published costs of Orchestra activities or proposed budget items. Fundraising efforts shall be designated FOR THE BENEFIT OF THE PINE RICHLAND ORCHESTRA PROGRAM.

**PR Orchestra Association By-Laws**  
**EIN#47-3183942**  
**700 Warrendale Rd, Gibsonia, PA 15044**  
**ARTICLE VII**  
**STANDING COMMITTEES OR POSITIONS**

**SECTION I:**

The President shall appoint the chairpersons of the following committees or positions named below within one (1) month following the President's election:

1. Orchestra Trip Coordinator
2. Senior Recognition and Orchestra Awards
3. By-Laws
4. Head Chaperone
5. Fundraising
6. Publicity
7. Building Representatives
8. School Board Representative
9. Orchestra Council Representative

**SECTION 2:**

The chairpersons of each committee shall submit a report of the previous month's work to the Executive Board for review and be prepared, when appropriate, to present his/her summary at the designated meeting of the PROA.

**ARTICLE IX**  
**DUTIES OF STANDING COMMITTEES**

**SECTION I:**

**ORCHESTRA TRIP COORDINATOR:**

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

**SECTION 2:**

**SENIOR RECOGNITION AND ORCHESTRA AWARDS**

The Senior Recognition and Orchestra Awards Committee shall work with Orchestra Directors to make all arrangements for the performance, reception and awards for the Seniors and members of the Orchestra.

**SECTION 3:**

**BY-LAWS**

This committee shall review the By-laws of the PROA as often as necessary or whenever the membership question or ask for change as outlined Article XI hereof. The committee shall then present to the membership all recommended changes to be acted upon as described in Article XI hereof.

**SECTION 4:**

**HEAD CHAPERONE**

The Head Chaperone shall be responsible for maintaining an active list of chaperones and shall arrange for chaperones to be on hand when requested by the Orchestra Directors.

**SECTION 5:**

**FUNDRAISING**

**PR Orchestra Association By-Laws**  
**EIN#47-3183942**  
**700 Warrendale Rd, Gibsonia, PA 15044**

The Fundraising Committee shall coordinate and oversee all Orchestra Fundraising efforts in accordance with the Fundraising Rules set forth in Section 3 hereof.

**SECTION 6:**  
**PUBLICITY**

The Publicity Committee shall prepare items of general interest for publication and attend to advertising of the Pine Richland Orchestra. All publications and advertising must have the approval of the Orchestra Directors before release. Publicity Committee shall prepare and issue a quarterly (or as needed) newsletter for distribution within the organization.

**SECTION 7:**  
**BUILDING REPRESENTATIVE**

Each building consisting of Eden Hall Upper Elementary, Pine Richland Middle School and Pine Richland High School shall have a representative reporting to the Executive Board and Orchestra Directors. This representative shall be responsible for coordinating information with the Officers, Standing Committees and/or Positions, and Orchestra Directors.

**SECTION 8:**  
**SCHOOL BOARD REPRESENTATIVE**

The School Board Representative is to act as a liaison or contact between the Pine Richland School Direct Board and PROA, at the request of the Executive Board.

**SECTION 9:**  
**ORCHESTRA COUNCIL REPRESENTATIVE**

The representative from the Orchestra Council shall represent the interest of all Pine Richland Orchestra students at PROA meetings. This representative shall be a member of the Pine Richland Orchestra at the high school level, and will be selected by the Orchestra Directors. Students from all buildings will submit in writing their concerns or requests to the Orchestra Council Representative for presentation to the Orchestra Directors or PROA.

**ARTICLE X**  
**MEETINGS**

**SECTION 1:**  
**REGULAR MEETINGS**

The regular meetings of the PROA shall be scheduled on the first Monday of each month during the year, except June, July and December at 6:45 PM in the Pine Richland High School Auditorium or the office of the Orchestra Directors. Regular meetings may be rescheduled by the Executive Board.

**SECTION 2:**  
**EXECUTIVE BOARD MEETINGS**

The regular Executive Board meetings shall be scheduled at some time prior to the regular meeting of PROA each month during the year, except June, July and December. Executive Board meetings may be scheduled or rescheduled by the President.

**SECTION 3:**

**PR Orchestra Association By-Laws**  
**EIN#47-3183942**  
**700 Warrendale Rd, Gibsonia, PA 15044**

**SPECIAL MEETINGS**

Special meetings of PROA may be called by the President. At this meeting, no business shall be transacted other than that for which the meeting has been called. The entire membership shall be notified prior to all special meetings, within a reasonable time prior to the meeting.

**SECTION 4:**  
**QUORUM**

A quorum for the transaction of business at regular meetings exists when the majority of the Executive Board is present. Those members of the Executive Board along with the other members of the PROA attending any meeting of the members shall constitute the quorum. A majority vote shall be sufficient to transact business.

**ARTICLE XI**  
**AUDIT**

An independent audit of the PROA financial records will be done each year by the Audit Committee or an independent auditor. The Audit Committee shall be made up of a minimum of 3 people chosen because of their independence from the financial processes of PROA. This committee shall be responsible for the appointment of an independent auditor to perform the annual financial review of the PROA or to perform audit themselves per generally accepted standards.

**ARTICLE XII**  
**INSURANCE**

PROA shall maintain commercial general liability insurance through Pine-Richland umbrella insurance policy, which provides coverage for Directors & Officers for personal injury, medical expenses, property damage, and products. Minimum limits of liability shall be \$1,000,000 per occurrence and \$2,000,000 aggregate.

**ARTICLE XIII**  
**AMENDMENTS**

These By-laws may be amended or repealed, or new By-laws maybe adopted by (I) a vote of the members at any duly organized meeting of PROA and its members; or (2) with respect to those matters that are not by law or the Bylaws committed expressly to the members and regardless of whether the members have previously adopted or approved the By-laws being amended or repealed, by vote of a majority of the Executive Board in office at any regular meeting or special meetings as called. Any change in these By-laws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

**ARTICLE XIV**  
**DISSOLUTION**

**SECTION 1:**  
**DISSOLUTION BY ORCHESTRA DIRECTORS**

**PR Orchestra Association By-Laws**  
**EIN#47-3183942**  
**700 Warrendale Rd, Gibsonia, PA 15044**

In addition to the manner and methods established by statute, the organization empowers the Orchestra Directors to propose and adopt a resolution of dissolution of PROA as provided by 15 PA Consol. Stat. Subsections 5972 and 5974.

**SECTION 2:**

**SOLE AUTHORITY OF ORCHESTRA DIRECTORS**

When proposed by the Orchestra Directors, neither the Executive Board nor the membership shall be authorized to cast a vote on the resolution for dissolution.

In the event that a court competent jurisdiction should determine that the members of PROA may wither supercede the action of the Orchestra Directors or otherwise amend this Article of the Bylaws to withdraw the unilateral authority of the Orchestra Directors, then in such case, a unanimous vote of all of the members of PROA, and not simply those in attendance at a meeting called for such a vote, shall be required to overrule the action of the Orchestra Directors or to amend this Article of the By-laws.

**SECTION3:**

**RECISSION OF RESOLUTION OF DISSOLUTION**

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

**SECTION 4:**

**REMAINING FUNDS**

Upon the dissolution of the Organization, 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 a 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.

**ARTICLE XV**  
**PARLIAMENTARY AUTHORITY**

**SECTION5:**

**ROBERT'S RULE OF ORDER REVISED**

Robert's Rules or Order Revised, to the extent not inconsistent with these By-laws, shall govern PROA.

**SECTION 2:**

**MEETINGS**

The Executive Board may from time to time, implement, amend and revise procedural rules to govern the regular meetings of the Board, which may include superseding Robert's Rules of Order.

**SECTION3:**

**ORDER OF MEETINGS**

The order of conducting meetings shall be as follows:

A. Review and approval of the previous meeting minutes

**PR Orchestra Association By-Laws**  
**EIN#47-3183942**  
**700 Warrendale Rd, Gibsonia, PA 15044**

- B. Treasurer's Report
- C. Report of Committee Chairpersons
- D. Orchestra Directors' Report
- E. Report for assigned positions
- F. Old Business
- G. New Business
- H. Adjournment

Any member wishing to address the Executive Board and the members of PRO A at regular meetings, must notify the Secretary of same at least one {I} week prior to the regular meeting in order to be added to the meeting's Agenda.

**By-Law Amendment Change Log**

Date	Section of Change	Reason for Change
June 7, 2016	Article II: Purpose Added letters g & h	Revised wording to reflect IRS 501(c)(3) as well as included a paragraph documented in IRS Letter 4713 (rev 1-2014)
June 7, 2016	Article XIV; Section 4: Remaining Funds added	Revised working to reflect IRS 501(c)(3) documented in IRS Letter 4713 (rev 1-2014)