

The Corporate Bylaws of The Easton Music Parents Organization (TEMPO)

Article I. Organization

1. The name of this organization shall be The Easton Music Parents Organization (TEMPO), hereinafter referred to as the “Organization” and its purposes shall be as set forth in its Articles of Incorporation. These Organization Bylaws (the “Bylaws”), the powers of the Organization, and that of its Members, Directors, and Officers, and all matters concerning the conduct and regulation of the affairs of the Corporation, shall be subject to the Articles of Incorporation as in effect from time to time.
2. The Organization shall keep a mailing address at a United States Postal Service Office in Easton, Massachusetts for all mail service.
3. The Organization location shall be 100 Lothrop Street, Easton, MA 02356.
4. The Organization is organized exclusively for charitable and educational purposes as a non-profit corporation 501(c)(3) organization in the Commonwealth of Massachusetts, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings will inure to the permanent or temporary benefit of any member, director, officer or individual. The Organization shall be authorized and empowered to pay reasonable compensation for monetary expenses rendered, and to make payments and distribution in accordance with the Objectives described in Article II of these Bylaws.
5. No part of the official activities of the Organization shall involve the distribution of propaganda, or otherwise attempting to influence legislation. The Organization shall not participate in any political campaign (including the publishing or distribution of statements) on behalf of - or in opposition to - any candidate for public office.
6. The fiscal year of the Organization shall start July 1 and end on June 30.

Article II. Objectives

1. The objectives of the Organization shall be:
 - (a) To promote, foster and support enthusiasm and interest in the various activities and programs of the Music Department of the Easton Public Schools (the “Department”).
 - (b) To lend administrative, financial and logistical support to the general music program

in the Easton Public Schools.

- (c) To raise and set aside monies to be used to support the activities and programs of the Department
- (d) To encourage families of those students who participate in the music programs of the Easton Public Schools to participate in activities of the Organization and of the Department.
- (e) To encourage businesses, other organizations, and members of the community to support the music programs of the Easton Public Schools.

Article III. Responsibilities

1. The Organization, in collaboration with the Director of Music in the Easton Public Schools (the "Director"), and on behalf of the Directors of the Band, Choral, and Orchestral Programs (the "Programs") and the general Department Music Staff, shall endeavor to do and provide as follows:
 - (a) Establish and maintain two separate funds for: i) monies it raises through various fundraising activities, and ii) other monies raised by the Director through his fundraising activities through the Department throughout the Easton Public Schools. The monies raised by the Organization shall be maintained in a fund known as the Tempo Fund. Any monies raised by the Director and Department efforts shall be maintained in a fund known as the Program Fund.
 - (b) The Tempo Fund monies may be used for:
 - (i) Administrative, organizational and production assistance for music department events, concerts, performances, competitions or other activities.
 - (ii) Operation of refreshment stands and food services at events of the Organization and the Music Department of the Easton Public Schools.
 - (iii) Financial aid to individuals in need, who otherwise cannot participate in activities or events of the Music Department of the Easton Public Schools or of the Organization.
 - (iv) Awarding of annual awards and scholarships to meritorious students graduating from the Easton Public Schools.
 - (c) The Tempo Fund monies shall constitute the core of the funds for the Organization's annual budget.

- (d) The Director may appeal to the Organization for use of the Tempo Funds. It shall be at the sole discretion of the Organization to determine whether it can and/or will support the Director's request. Such requests may be for:
 - (i) Financial assistance to bring in educational, motivational, inspirational or innovative music related programs or clinicians for students at any grade level. The funding of any Program shall be limited to a three-year term, after which, the Director may present the Organization with a request for an additional term of funding.
 - (ii) Financial assistance for instrument and equipment repair, rental or purchase as well as maintenance or purchase of supplemental uniforms, performance garments, materials, costumes or props.
 - (e) The Program Fund monies shall be used for Department Program needs not anticipated or otherwise budgeted by the Department through the Easton Public Schools. The Director shall have the discretion to appropriate the funds as he deems necessary throughout the various Easton Public Schools to meet their respective music programming needs. The Director shall provide the Organization with a detailed listing of expenses solely for the purpose of allowing the Organization's treasurer to account for fund's expenditures and remaining balance. The Treasurer shall provide the Director with access to or copies of such accounting reports on an on-going basis.
2. The Organization shall raise monies for the Tempo Fund through activities approved by the members of the Board as outlined in these Bylaws to:
- (a) Fund expenses incurred in the operation of the Organization and in the fulfillment of its obligations as delineated in the provisions of this Article III of these Bylaws;
 - (b) Fund expenses incurred in support of the Annual Music Award Night sponsored by the Organization, which support shall be reflected in separate line-items of income and expense in the Organization's annual budget, and where such final amount and distribution method for any funds to be used for this purpose shall be subject to approval by a majority vote at an annual, special, or regular membership meeting; and,
 - (c) Fund expenses incurred in support of any activities, functions, or events supported, organized, or sponsored in whole or in part by the Organization.
3. The Organization is responsible for:
- (a) Obtaining all necessary insurance coverage policies and permits to carry out the

work of the Organization.

- (b) Obtaining supplies and equipment necessary to operate the Organization.
 - (c) Obtaining and maintaining communications mechanisms, including electronic media, necessary to support meeting the objectives and responsibilities of the Organization.
4. At the close of each Academic Year, the Organization shall present a Budget for the following Academic Year's income and expenditures.
- (a) The Annual Budget shall be based upon the prior year's income and expenditures, with allowances for any expenses that can be reasonably anticipated.
 - (b) The Organization membership shall vote on this Budget at the end of the Academic Year. Once a Budget has been voted on and approved, the Organization shall be permitted to spend outside of the Annual Budget itemized amounts only if the additional expenditures were not reasonably anticipated by the Organization at the close of the prior year's Budget.
 - (c) During years in which the Easton School Committee's budget process is delayed and continues on through the summer, the Organization shall make note at its Annual Meeting that it will prepare and present its Annual Budget in September, during its first meeting of the following academic year.

Article IV. Membership

- 1. All parents/guardians or relatives of students participating in a Department Program(s) who are interested in supporting the Department shall be eligible for membership.
- 2. A member shall be considered to be a member in good standing of the Organization if they are eligible per Article IV.1 above.
- 3. Each member who is in good standing shall have one vote on any matter presented for consideration by the membership at any annual, special or general meeting of the Organization.

Article V. Board of Directors

- 1. The Board of Directors of the Organization (the "Board") shall consist of all duly elected Officers of the Organization and the At Large Members of the Organization. The President Emeritus of the Organization and the Director shall be non-voting ex-officio members of the Board.
- 2. The Board shall have full supervision of the affairs of the Organization and shall conduct

business matters in a timely manner in the intervals between the Organization's meetings. The Board shall be empowered to take all such actions as may be necessary to transact the business of the Organization so long as such action does not violate any of the rules, requirements, and restrictions otherwise laid out in these Bylaws or any governing laws or statutes.

3. Three members of the Board shall constitute a quorum at Board meetings and they may conduct business, including the expenditure of funds up to \$1,500.00 on an emergency basis, outside the regular monthly meetings of the Organization which actions shall be subject to a ratifying vote by the full Board at its next regular meeting.
4. Faculty members of the Department and their immediate family members shall not serve on the Board.
5. Resignations from an office or from the Board must be provided in writing to the Secretary, who shall then report the resignation to all Board members within 72 hours of receipt of the notification.

Article VI. Officers

1. The officers of the Organization shall be the: President, Vice-President, Treasurer, Secretary, PR/Communications Administrator, and President Emeritus. The Officers shall be elected from among the Board of Directors of the Organization. Additionally, Board members shall also be appointed to serve in these specific functions for the Organization: Fundraising Coordinator. Each office shall be held by one individual Board member in good standing. The membership of the Organization, at its discretion, may elect two individuals to share responsibilities of the various Officers within the Organization. All Officers shall have a vote, except for the President Emeritus, however such vote shall be attributed to their role as a Director. The Director shall be a non-elected, non-voting officer and Board member of the Organization.
2. The Officers of the Organization shall serve the Organization in their respective capacities. Together, with the President Emeritus, they shall form the Organization's Executive Committee. The Executive Committee may be called upon to have additional roles and responsibilities to meet during the Organization's fiscal year. It shall hold Executive Committee meetings to conduct the business of the Organization at the discretion of the President. It shall report back the result of such discussions to the Board via the President's Report unless intervening factors limit the disclosure of such matters.
3. The term of office for all Officers shall be for a one year minimum term. Unless circumstances warrant, Officers shall be discouraged from holding the same office for more than three consecutive years.

4. If there is a vacancy in an office, the Board may fill it by appointment of a Board member in good standing by majority vote of a quorum of the Board, except for the office of the President, as defined in Article VII.2. Officers thus appointed shall serve the remainder of the term of the office they are appointed to fill. At the end of the term, they may choose to run for that or any of the other vacant offices. The term completed by appointment shall not count towards the three year term limit.
5. Family members may serve concurrently in elected or appointed positions; however, in no event shall any check requiring two signatures of representatives of the Organization be signed by two members of the same family.
6. An Officer may resign from a current position pursuant to Section V.5 of these Bylaws.
7. Any Officer who has, within one school year, three unexcused absences from any combination of Executive Committee, Annual, Special, or regular Board meetings of the Organization may be removed from their position by a majority vote of the Board. The Officer being considered for removal shall be notified that such action is being considered no later than when the agenda is lawfully posted for the meeting during which the matter and vote are to be considered. The Officer subject to removal shall not vote on the matter or be counted in the voting results. Any resulting action shall be effective immediately upon adjournment of the meeting at which the action is taken.
8. Faculty members of the Department and their immediate family members shall not serve as elected or appointed officers of the Organization. Members of the Town of Easton School Committee, Members of the Town of Easton Finance Committee, and their immediate family members, shall not be eligible to serve as Officers of the Organization.

Article VII. Duties of the Elected and Appointed Officers and Business items

1. The President shall be the Chief Executive of the Organization, preside at all meetings of the Organization, appoint all committees and be an ex-officio member of all committees. The President or their designee shall have the power to make and execute, on behalf of and in the name of the Organization, contracts that have received the prior approval of the Board. The President may temporarily perform or delegate the duties of other Officers, subject to the requirements of Articles VII, Sections 2 through 8 of these Bylaws, if required to ensure the timely and efficient conduct of the business of the Organization. The President shall be responsible for determining the agenda for all annual, special or regular meetings of the Organization's Board and all meetings of the Executive Committee and providing same to the Secretary for posting in accordance with these Bylaws.
2. The Vice-President shall assume all duties of the President in their absence and shall be

responsible for assisting the President as may be requested. The Vice President shall assume the unexpired term of the President should the President resign or is otherwise deemed unable to complete their term and duties, as may be determined by a majority vote of the Board.

3. The Secretary shall keep and maintain all Organization records and filings; and shall keep and maintain minutes of all meetings and publish approved minutes of all meetings of the Organization. The Secretary shall be responsible for posting meeting Agendas as required by these Bylaws and any governing laws or statutes. The Secretary shall also be responsible for the maintenance and safekeeping of the current membership list of the Organization.
4. The Treasurer shall be the custodian of all funds of the Organization, monies of which shall be deposited in a checking account in a bank designated by the Board. Said accounts shall only issue payments or disbursements on a duly authorized order of the Board, or on the action of a duly authorized Officer or Director on the Board. Payments in excess of Five Hundred (\$500.00) dollars shall require the prior vote approval of the Board. Payments in amounts lower than that may be made on approval of the Executive Committee.
5. The PR/Communications Director shall Chair the Publicity Committee and is responsible for all correspondence issued by the Organization. The PR/Communications Director shall be solely responsible for issuing press releases for the Organization.
6. The Organization shall maintain corresponding accounts at a local bank or other savings institution.
 - (a) The Organization's checkbook and Tempo Fund account shall be held and maintained by the Treasurer. When checks are to be drawn on this Organization account, they shall be prepared and signed by the Treasurer following approval by the President or Vice President and authorization by the Board where applicable. The Treasurer shall be responsible for the appropriate delivery of such payments to the intended parties. The Treasurer, President and/or Vice President must co-sign all checks in excess of \$500.00.
 - (b) The Organization's checkbook and Program Fund account shall be held and maintained by the Treasurer. When checks are to be drawn on this Organization account, they shall be prepared and signed by the Treasurer following approval by the Director. The Treasurer shall be responsible for the appropriate delivery of such payments to the intended parties. The Director must co-sign all checks in excess of \$500.00.
7. The Treasurer shall keep an itemized account of receipts and expenditures, and present

a full report of income and expenses during the previous month in a Treasurer's Report at each monthly meeting of the Board. The Treasurer shall, with support from the Officers, prepare an annual Budget by line-item of income and expenses by month for the Organization, and they shall present such Budget to the Executive Committee for approval prior to the June Annual Meeting. The Treasurer shall then present the approved Budget at the Annual Meeting. Line-items to be included in the budget shall be determined by the President except as otherwise outlined in these Bylaws.

8. In case of the temporary absence of the Treasurer, the President shall assume, or appoint another Officer, other than the Vice President, to assume all responsibilities of the Treasurer. If the President assumes the duties of the Treasurer, the Vice President shall sign all checks and another Officer shall be designated by the President to co-sign all checks in excess of \$500 during this interim period. If the President appoints another elected or appointed officer to assume the duties of the Treasurer, signature requirements for checks shall remain unchanged.
9. The President, President Emeritus, and two members of the Board shall, on an annual basis, review the books and accounts maintained by the Treasurer, and report to the Board the results thereof at the Annual Meeting. Such report shall be available to the Organization's membership at large upon request. Every three (3) years, the Executive Committee shall request an audit of the Organization's books and accounts by an independent auditor.
10. The President Emeritus shall be the immediate past President of the Organization and shall be responsible for maintaining, recording over time, and passing on, the methods, processes, and contacts, which have been used by the Organization in effecting its work. This documentation of history is intended to serve as a repository of knowledge and lessons learned, and is not intended to bind future Board members or the Organization to any given process not otherwise dictated by these Bylaws, or by a binding vote of the Board or the membership of the Organization.

Article VIII. Additional Directors

1. The Fundraising Coordinator shall work with the sitting Vice President to lead the Fundraising Committee in planning and executing the Organization's fundraising activities. The Coordinator, a voting member in good standing, shall prepare written summaries on fund-raising efforts and present these to the Board during its regular meetings.
2. Additional Directors shall serve at the behest of the Board. They shall be appointed from the Organization's membership at large, and shall be voting members in good standing. As their roles come to the fore, they will be expected to make presentations to the Board, and will be asked to attend Executive Committee meetings by the President as

guests. The Board shall have the discretion to appoint additional Directors for specifically defined tasks.

Article IX. At Large Members

1. At Large Members shall be nominated by the program directors, presented by the Director at an annual, special, or regular meeting of the Organization and elected by the members of the Board by a majority vote. The number of At Large Members shall correspond with the number of program directors in the Department. Any vacancy of an At Large Member position, regardless of the timing or cause of said vacancy, shall be filled according to this provision.
2. Resignation from At Large Member positions shall be in accordance with Article V, Section 5, of these Bylaws.
3. Any At Large Member of the Board who has three unexcused absences from a Board, annual, special, regular meetings of the Organization may be removed from their position by a majority vote of the Board. The At Large Member being considered for removal shall be notified that such action is being considered no later than when the agenda is lawfully posted for the meeting at which the vote is to be considered. The At Large Member being considered for removal shall not vote on the matter or be counted in the voting results. Any resulting action shall be effective immediately upon adjournment of the meeting at which the action is taken.
4. Only members in good standing may serve as At Large Members.

Article X. Meetings

1. The Organization shall have an Annual Meeting and it shall take place in June. The June meeting shall include the election of officers for the following fiscal year, and the presentation of the Annual Budget for the following fiscal year. With prior notice, presentation of the Annual Budget may be moved to the first meeting of the academic year in September.
2. The September meeting shall be the first meeting of the new fiscal year, and will include a review of the calendar of events, announcements about fund raisers, and appointments of committee chairs. Regular meetings of the Organization shall be held monthly thereafter, as scheduled by the Board beginning in October and ending in May.
3. An agenda for each annual, special or regular meeting of the Organization shall be posted on the Organization's website, <http://eastontempo.weebly.com/>, with the recorded minutes of the previous meeting, and the monthly financials report, no later than seven (7) days prior to the meeting, or as may otherwise be required, by these Bylaws and/or any governing laws or statutes.

4. Any change in the place, time, or agenda of an annual, special or regularly scheduled meeting of the Organization shall be posted forty-eight (48) hours prior to the meeting on the Organization's website, <http://eastontempo.weebly.com/>, as may be required by these Bylaws and/or any governing laws or statutes. Every effort shall be made to issue seven (7) days prior notice on a change to the scheduled meeting date and time.
5. Special meetings of the Organization and meetings of Board may be called by the President, or by a request of three members of the Board.
6. A simple majority of members in good standing of the Organization present at an annual, special or regular meeting of the Organization shall be required to pass any motion brought to a vote at that meeting except as otherwise required by these Bylaws. Only items listed on the agenda for a given meeting may be brought to a vote at that meeting.
7. Annual, special, and regular Board, meetings of the Organization shall be open to all members of the Organization and to the public. Only members in good standing of the Organization shall be eligible to vote at any annual, special or regular Board meeting of the Organization. Only members of the Executive Committee shall be eligible to vote at any meeting of the Executive Committee.
8. Annual, special, regular Board Meetings of the Organization shall be conducted as deemed appropriate by the presiding Officer at the meeting.
9. Meetings of committees established under Article XI of these Bylaws shall be held at the discretion of the chair(s) of each committee. Committee meetings shall be conducted as deemed appropriate by the chair(s) of each committee. The conduct of all meetings shall adhere to all requirements of these Bylaws and all governing laws and statutes.

Article XI. Committees

1. Publicity Committee shall be chaired by the PR/Communications Administrator and consist of the PR/Communications Administrator and all At Large members of the Organization.
2. Event Committees for student performance events shall be chaired or co-chaired by the At Large Member(s) representing the music director(s) of the ensemble(s) performing at the event. The At Large Member(s) chairing an Event Committee shall prepare publicity for their event in collaboration with the PR/Communications Administrator. The At Large Member(s) chairing an Event Committee shall be responsible for: working with the relevant music directors or Music Department staff members to identify appropriate content approval requirements; and adhering to those requirements while working in collaboration with the PR/Communications Administrator to secure publicity for their

event. Each Event Committee shall have its income and expenses delineated as separate line-items in the annual budget of the Organization.

3. Event Committees for non-student performance events shall be chaired by a member of the Organization in good standing, appointed by the President. Each Event Committee shall have its income and expenses delineated as separate line-items in the annual budget of the Organization.
4. Fundraising Committee shall be chaired by the sitting Vice President. The Chair shall work with the Fundraising Coordinator to plan and execute fundraising events for the Organization. All Organization communications and/or marketing pieces prepared by the Committee to be issued as part of a fundraising activity or event shall be reviewed by the PR/Communications Director prior to publication or release. The Committee shall meet as needed at the discretion of the Chair and Coordinator. The Chair shall be responsible for ensuring the Treasurer has all pertinent data on a timely basis.
5. Nominating Committee shall be governed by Article XI of these Bylaws.
6. Standing or Ad-hoc Committees shall be formed when the President of the Organization determines the need or by a majority vote of the Executive Board. Each Standing or Ad-hoc Committee shall have its income and expenses delineated as separate line-items in the annual budget of the Organization.

Article XII. Elections

1. The Nominating Committee consisting of three members in good standing of the Organization shall be appointed by the President at the Organization's April meeting.
2. The Nominating Committee shall solicit active members to determine their interest in serving as elected officers of the Organization.
3. The Nominating Committee shall present the slate of candidates for elected officer positions to the general membership at the May meeting. Additional nominations may be made from the floor.
4. Officers shall be elected by the membership during the June Annual Meeting for a minimum term of one year.
5. Elections shall be by voice vote. If there are multiple candidates for an office, elections shall be held by secret ballot under the Recording Secretary's supervision.
6. Elected Officers shall assume office at the beginning of the fiscal year, July 1.

Article XIII. Discipline

1. Suspension or Expulsion

- (a) Any member, director, or officer, may be suspended or expelled from the Organization by a resolution passed by not less than two thirds (2/3) of the Board voting. Such a resolution may be the result of or on response to any criminal charge against, allegation of, or reported involvement of, any member, director, or officer, by themselves, or with any other actor(s), in the commission of, or in contemplation of any act(s), in violation of any statute, regulation, or any community standard commonly followed by the Organization, or any other non-assault or non-abusive acts which nonetheless contravene, or are deemed inconsistent with, the principles and standards of civil behavior, or which would otherwise reflect badly on the Organization.
- (b) The member, director, or officer involved shall be issued a notice, including a statement with adequate particularity of the basis, of the intended action seven (7) days prior to the Organization's vote via certified letter, and may provide and/or make a statement to the Board before the resolution is put to a vote. The decision of the Board shall be binding on the member, director, or officer and no reason for the expulsion need be given by the Board to any person other than the member, director, or officer involved. Should a representative of the Easton Public Schools Committee inquire as to any such actions taken by the Organization, the Executive Committee shall determine how to provide such information in response to such a request.

2. Reinstatement

- (a) Should a change of circumstance occur (such as, withdrawal of allegations), a prior member, director, or officer, terminated pursuant to this Article XIII may apply to the Board of Directors to have his/her position reinstated. The Board of Directors shall review such application, conduct such investigation, and make such determinations, including with or without conditions, as it deems appropriate in the circumstances. The Organization shall not hear an appeal stemming from an expulsion resulting from or in response to any criminal charge.
- (b) Suspended or expelled members may apply for re-admission to the Organization by means of written request to the Board. The Board shall have sole discretion on any process to hear a member's appeal.
- (c) A two-thirds (2/3) vote of the Board voting shall be required for reinstatement of a suspended or expelled member into the Organization.

Article XIV. Amendments

1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by following this process:
 - (a) A vote shall be required, to include two-thirds of the members in good standing, present at any annual meeting or special membership meeting called for said purpose;
 - (b) A notice of intention describing the amendment must be provided and posted at least four weeks in advance of said meeting, and all other requirements are met as described in these Bylaws or any governing laws or statutes;
 - (c) No amendment to these Bylaws shall be voted on during regular meetings of the Organization.

Article XV. Dissolution

1. The Organization shall be dissolved if the following conditions are met:
 - (a) A two-thirds majority of the Board votes to draft a resolution recommending a motion of dissolve the organization to the members of the Organization;
 - (b) A special meeting of the membership must be called specifically for the purpose of considering and voting on such a resolution ;
 - (c) The language of the resolution shall include any other steps specifically required for the distribution of any remaining Organization assets as part of the dissolution of the Organization.
2. The motion for dissolution shall contain language empowering the then-current Elected or Appointed Officers of the Organization to take any actions required to effect dissolution and disperse the remaining assets of the Organization pursuant to these Bylaws. Dissolution shall be effective and irrevocable upon adjournment of the special meeting at which the motion of dissolution is passed.
3. Upon the decision to dissolve the Organization, after payment of all liabilities, the remaining assets of the Organization shall be distributed to the Department for the purpose of endowing a fund to provide scholarships in perpetuity to students graduating from Oliver Ames High School or its successors who are pursuing post-secondary education in musical performance, musical theater performance, musical composition, conducting or the teaching of music.