

# **AMP – WAUKEGAN Bylaws**

## **Article I Name and Purpose**

### **Section 1.01 Name**

The name of this organization shall be AMP-Waukegan. It is hereinafter referred to in these Bylaws as AMP.

### **Section 1.02 Purpose**

The organization is organized and operated for the charitable and educational purposes of supporting the Waukegan High School Music Department and promoting music education.

## **Article II Membership**

### **Section 2.01 Qualification**

All parents, guardians, or persons in the community with an interest in supporting the Waukegan High School Music Department shall be considered voting members of the organization. Music faculty from Waukegan Public Schools shall have full voice, but no vote, and shall serve as advisors to AMP.

### **Section 2.02 Rights and Responsibilities**

AMP members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget, and approve amendments to these bylaws.

### **Section 2.03 Quorum**

Voting members present shall constitute a quorum.

### **Section 2.04 Meetings**

AMP meetings shall be held monthly as determined by the membership. There shall be at least one general annual meeting of the membership in May at which the officers are elected. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Executive Board.

## **Article III Executive Board**

### **Section 3.01 Membership**

The Executive Board shall consist of the elected officers of the organization.

**Section 3.02 Authority**

AMP affairs, activities, and operation shall be managed by the Executive Board. The Executive Board Shall transact necessary business between the meetings of the membership and such other business as may be referred to it by the membership or these bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct AMP business and activities.

**Section 3.03 Meetings**

The Executive Board shall meet monthly to prepare for general membership meetings and to conduct AMP affairs.

**Section 3.04 Quorum**

A quorum of the Executive Board for the conduct of business shall consist of at least three (3) officers in attendance.

**Section 3.05 Action Without a Meeting**

Any action required or permitted to be taken at a meeting of the Board (including amendment of these bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to take the action without a meeting and to approve the specific action. Such consents shall have the same force and affect as a unanimous vote of the Board or of the committee as the case may be.

**Section 3.06 Participation in Meeting by Conference Telephone**

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

**Section 3.07 Reimbursement**

Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of AMP's business are allowed to be reimbursed with documentation in accordance with the AMP's financial policies and prior approval by the board.

**Article IV  
Officers and Their Elections**

**Section 4.01 Officers**

The officers of this organization shall include one President, one or more Vice Presidents, a Secretary, a Treasurer, and such additional officer(s) as may be elected or appointed by the Executive Board from time to time.

**Section 4.02 Election**

A nominating committee composed of the current President and at least one additional officer shall begin seeking nominees in May of the year in which the candidates will be elected and develop a slate of candidates. The candidates shall be announced to the

membership as soon as possible. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor. Officers shall be elected at the May meeting of the organization by the members present. Officers shall assume their official duties on the last day of the current school year following their election or at a mutually agreed upon date.

**Section 4.03** **Term**

Officers shall serve a one year term. Officers may be re-elected for an unrestricted number of terms based on election results.

**Section 4.04** **Vacancies**

A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board.

**Article V**  
**Duties of Officers**

**Section 5.01** **President**

The President shall be the principal executive officer and, subject to the control of the Executive Board, shall in general supervise and control all of the activities of the organization. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the Executive Board or the membership. The President shall vote only in the case of a tie in a vote of the Executive Board or the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees.

**Section 5.02** **Vice-President(s)**

The Vice-President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. The Vice-President shall perform such other duties as are assigned by the President or the Executive Board.

**Section 5.03** **Secretary**

The secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these Bylaws, shall be responsible for the publishing of minutes, shall manage and keep an accurate tally of the volunteer records and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board.

**Section 5.04** **Treasurer**

The Treasurer shall be a member of the Executive Board. The Treasurer is the authorized Custodian to have oversight of all funds of the organization in accordance with the organizations financial policies. The Treasurer will organize, document, and record all financial activities. The Treasurer will be diligent and conscientious in ensuring all funds are spent in accordance with the organizations tax-exempt purpose, bylaws, and

budget. The financial records belong to the organization and must be available to the other officers and members upon request. The Treasurer shall provide all financial records, related logins and passwords, and other relevant information to ensure transparency within the Board.

The Treasurer shall:

- Prepare an annual budget for review and approval by the members.
- Ensure that numbered receipts are provided for cash received by the organization.
- Ensure that all funds are timely deposited in AMP's authorized bank account(s).
- Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget.
- Present a written financial report (including income and expenditures and compared budgeted amounts to actual year-to-date amounts), at each General Membership Meeting of the membership and at other times as requested by the Executive Board.
- See that an annual financial review or audit is scheduled appropriate based on budget size, is scheduled with a CPA and presented to the Executive Board, General Membership, and other stakeholders
- Maintain financial records (including financial reports, checkbook, bank statements, deposit slips, cash tally sheets, documents regarding transactions, IRS Form 990 documents, etc.) and turn all over to the new Treasurer.

## **Article VI Finances**

### **Section 6.01 Budget**

The Executive Board shall present to the membership at the first regular meeting of the membership after the officers have been elected, or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide AMP activities during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership.

### **Section 6.02 Obligations**

The Executive Board may authorize officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

### **Section 6.03 Loans**

No loans shall be made by the organization to its officers or members.

### **Section 6.04 Checks**

All checks, drafts, or other orders for the payment of money on behalf of the organization shall be drafted by the Treasurer and signed by an authorized endorser on the account. The Treasurer shall not have check signing authority.

### **Section 6.05 Banking**

The Treasurer shall ensure that all funds of the organization are timely deposited to the credit of the organization in such banks or other depositories as determined by the

Executive Board. All deposits and disbursements shall be documented by a receipt, an invoice, or other written documentation. Sequentially numbered receipts shall be provided with a copy kept, whenever cash is turned over or collected. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds, normally daily, immediately after received and counted.

Debit/credit cards that are established in AMP's name shall require user approval by the Executive Board. Pre-approval and documentation of purchase is a requirement for each transaction. No personal charging on the card by the authorized users shall be allowed.

**Section 6.06 Financial Controls**

AMP shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain separation of financial controls so that minimally:

- All expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Executive Board;
- All cash must be counted by two (2) unrelated people, documented on some form of cash tally sheet, and signed by each counter;
- Two (2) people (one without check signing authority), designated by the Executive Board, shall review and reconcile all bank statements on a monthly basis; and,
- A committee of at least two (2) people without check signing authority shall annually audit all corporate finances, or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records.

**Section 6.07 Financial Report**

The Treasurer shall present a financial report at each membership meeting of the organization and prepare a final report at the close of the year in accordance with the organization's financial policies. The Executive Board shall have the report and the accounts examined annually. If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The audit committee shall consist of two or more Board or voting members of the organization who are not involved in the routine handling of the organization's finances, including not having signature authority on bank accounts or approval authority over disbursements. If the organization grosses over \$100,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the audit committee to perform an internal review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$250,000.

**Section 6.08 Fiscal Year**

The fiscal year of the organization shall be from July 1 to June 30 but may be changed by resolution of the Executive Board.

**Section 6.09 Financial Record Retention**

All AMP records shall be maintained and destroyed in accordance with law, and standard record retention guidelines. Financial records shall be maintained as follows:

RECORD	HOW TO STORE	PERIOD OF TIME
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Year-end Treasurer’s financial report/statement, annual Internal Financial Review Reports, IRS Form 990s	Store in corporate record book, binder, or cloud-based software.	<b><u>Seven (7) years</u></b> All older records will be digitized and stored permanently.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile and file records on a yearly basis. Store in binder or cloud-based software.	<b><u>Seven (7) years</u></b> Store with financial records. Destroy after seven years.
Treasurer’s reports (monthly)	Compile and file records on yearly basis. Store in binder or cloud-based software.	<b><u>Three (3) years</u></b> Store with financial records. Destroy after three years

**Article VII  
Conflicts of Interest**

**Section 7.01      Existence of Conflict, Disclosure**

Directors, officers, employees and contractors of Corporation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the organization. A conflict of interest may exist when the direct, personal, financial or other interest’s of any director, officer, staff member or contractor competes or appears to compete with the interests of the Corporation. If any such conflict of interest arises the interested person shall call it to the attention of the Board for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board, excluding the person who is the subject of the possible conflict.

**Section 7.02      Non-participation in Vote**

The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

**Section 7.03      Minutes of Meeting**

The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

**Section 7.04      Annual Review**

A copy of this conflict of interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving the Corporation, or who hereafter becomes associated with the Corporation. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors, and new officers and directors , staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

## **Article VIII Indemnification**

Every member of the Executive Board, officer, or employee of the corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being a member of the Board, officer, or employee of the Corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which member of the Board, officer or employee is entitled.

## **Article IX Amendments**

These Bylaws may be amended at any regular or special meeting of the membership by a majority vote of the members present, provided that at least thirty (30) days' notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.

