

**BYLAWS OF
GRAND JUNCTION HIGH SCHOOL BAND PARENTS, INC.**

ARTICLE I

Name and Purpose of Corporation

Section I: Name:

The corporation shall be Grand Junction High School Band Parents, Inc.

Section II: Purposes:

The purposes of the corporation shall be as stated in Article II of the Articles of Incorporation, as amended, namely, to sponsor, encourage, publicize, and raise and render financial support to the Band Department and Bands within the Music Department of Grand Junction High School, a public high school operated by the Board of Education of Mesa County Valley School District No. 51 in Grand Junction, Colorado.

Provided, however, that these purposes shall be construed to be in furtherance of such exempt purposes as are permitted under Section 501C(3) of the Internal Revenue Code of 1951 as amended, from time to time.

ARTICLE II

Policies

The following shall be the policies of the corporation:

1. The corporation shall be noncommercial, nonsectarian, and nonpartisan.
2. The name of the corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the corporation.
3. The corporation may cooperate with other organizations and agencies concerned with the goals of the corporation, but persons representing the corporation in such matters shall make the commitments that bind the corporation.

ARTICLE III

Membership

1. The following persons who subscribe to the purposes and observe the policies of the corporation and comply with the provisions for membership as set forth in these By Laws shall be members:
 - a. Any individual having an interest in the Grand Junction High School band program(s) who expresses the desire to become a member,
 - b. The parents or guardians of all students currently enrolled in a Grand Junction High School Music Department program or activity, and
 - c. The Grand Junction High School director of bands.

Membership in the corporation shall be available without regard to race, color, creed or national origin.

2. Persons may be admitted to membership at any time.
3. Only members in good standing of the corporation shall be eligible to participate in business meetings, or to serve in any of its elective or appointive positions.

4. It shall be the prerogative of the Board of Directors to confer honorary membership of any person whom the organization deems worthy because of outstanding service to the organization.

ARTICLE IV

Meetings

Section 1: Annual Meeting:

The annual meeting of the members shall be held by the end of the school year, beginning in the year 2007, at a time a place to be decided by the majority of the members of this corporation for the purpose of electing Directors and for the transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Colorado, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section 2: Special Meetings:

Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of one-tenth (1/10) or more of the members of the corporation entitled to vote at the meeting.

Section 3: Place of Meetings:

The Board of directors may designate any place, either within or without the State of Colorado, as the place of meeting for any annual meeting or for any special meeting called by the board of Directors. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Colorado as the place for holding of such meeting. If no designation is made, or if a special meeting were otherwise called, the place of meeting shall be at the registered office or the corporation in the State of Colorado.

Section 4: Notice of Meetings:

Written or printed notice stating the place, day and hour of the meeting, and, in case of a special meeting, the propose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than thirty (30) days before the date of the meeting, either personally, by mail, or email, by or at the direction of the President or the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the books of the corporation, with postage thereon prepaid.

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Section 5: Quorum:

The members present at any properly called meeting shall constitute a quorum for the transaction of business.

Section 6: Membership List:

A list of members entitled to vote shall be maintained by the secretary of the corporation.

**ARTICLE V
Offices**

The principal office of the corporation in the State of Colorado shall be located at Grand Junction High School in the City of Grand Junction, County of Mesa and State of Colorado. The corporation may have such other offices, either within or without the State of Colorado, as the Board of Directors may designate or as the business of the corporation may require from time to time.

The registered office of the corporation, required by the Colorado Nonprofit Corporation Act, to be maintained in the State of Colorado may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE VI
Fiscal Year**

Section 1: Fiscal Year:

The fiscal year of the corporation shall commence on the 1st day of January and conclude on the 31st day of December. Operating year will be July 1 to June 30.

**ARTICLE VII
Board of Directors**

Section 1: General:

The government of the affairs and property of the corporation shall be vested in a board of consisting of no less than three (3) and no more than (5) persons to be elected from among parents or guardians of students currently enrolled in Grand Junction High School Music Department Band program. The number of Director positions to be filled may be designated by the Board annually, prior to the membership vote filling such positions. Unless and until otherwise designated by the Board of Directors, the board will consist of three (3) members. The Grand Junction High School band director shall be ex-officio member of the Board of Directors with no voting privileges.

Section 2: Service:

Directors shall assume their duties as of the day elected. All Board members shall serve until their successors have been elected and qualified, or until they resign.

Section 3: Election:

The Board of Directors shall be elected at the annual meeting of the members by a majority of those members entitled to vote.

Section 4: Tenure:

Each director shall hold office until the next annual meeting of the members and until his or her successor shall have been elected and qualified. Directors need not be residents of the State of Colorado.

Section 5: Powers of the Board:

The Board of Directors shall have the general charge of the affairs, property and membership of the corporation. It shall have the power to adopt such rules and regulations consistent with the Articles of Incorporation and Bylaws and to enforce and amend the same, as they deem necessary, for the government of the corporation and its members, It shall further be their duty to carry out the purposes of the corporation according to the Articles of Incorporation and the Bylaws. The Directors may exercise all such powers of the corporation, do all acts or things necessary to carry out the purposes of the corporation, including the election of officers and the filling of interim vacancies on the Board of Directors, the appointment of committees, the directing of activities of the corporation and the adoption, alteration, and repeal of such rules and regulations for the operation of the Board, or the corporation, as are not by statute articles of incorporation, or Bylaws directed or required to be exercised or done by the members.

Section 6: Election of Officers:

At the first meeting following the annual meeting, the Board of Directors, together with the newly-elected Directors, shall elect from among the members of the corporation for a term of one (1) year, a President, a Vice President, a Secretary, and a Treasurer, or a Secretary/Treasurer, who may be the same person.

Section 7: Appointments:

The President, with the advice and consent of the Board of Directors, shall appoint all standing and special committees which shall serve at the pleasure of the President for one (1) year after appointment or until their successors have been appointed and qualified. The Board may define the duties of standing and special committees and appoint additional officers and prescribe the qualifications and terms of office and define the duties of any such committees and officers.

Section 8: Employees:

Should it become desirable or necessary that the corporation have any paid employees, the Board of Directors shall have the power to employ such, to determine their duties, and to fix their wages or salaries and other remuneration. The Board of Directors may hire a corporation accountant or bookkeeper for such length of time and for such remuneration as may be determined by the Board of Directors. In addition, the Board of Directors may, from time to time, hire such professional or other services as may be determined by the Board to be necessary.

Section 9: Vacancies:

Any vacancy occurring in the Board of Directors shall be filled by the remaining Directors by the election of a qualified member to serve the unexpired term of the Director replaced.

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Section 10: Reports:

The Board of Directors shall keep accurate records of their meetings and activities and the President and Treasurer shall report to the membership at the annual meeting.

Section 11: Funds:

The Board of Directors shall have the power to plan, budget for and direct the expenditure of funds to the extent of the amount in the corporation treasury or owing to the corporation; to direct the making of contracts or the creating of indebtedness on behalf of the corporation; and to direct the execution of promissory notes, bonds, mortgages, or other evidence of indebtedness. No Director shall receive a salary or any other compensation whatsoever. Directors may be reimbursed for out-of-pocket expense to the extent authorized by the Board of Directors.

Section 12: Other:

The Board shall have the power to generally do everything permitted by law, by statute, by the Articles of Incorporation, and by these Bylaws that may be for the best interests of the corporation and to determine the interpretation or construction of these Bylaws or any part thereof which may be in conflict or in doubtful meaning and their decision shall be final.

Section 13: Resignation:

If a member of the Board desires to resign, he shall do so in writing, addressed to the Secretary.

Section 14: Board of Directors Meetings:

The Board of Directors shall hold monthly meetings. All members of the organization may attend the Board of Director's meetings, unless meeting otherwise is directed by the President.

Section 15: Place of Meetings:

The Board of Directors may designate any place, either within or without of the State of Colorado for the Board of Directors meetings to be held.

Section 16: Notice of Meetings:

The meetings shall be held monthly, unless otherwise directed by the President. If the meeting is held on a day other than described, the Secretary shall notify all Directors one week prior to the meeting date.

Section 17: Quorum:

Two members of the Board of Directors must be present to constitute a quorum.

**ARTICLE VIII
Voting**

Section 1: Voting:

Any voting member is entitled to cast one vote for each position to be filled by election.

Section 2: Counting:

The number of candidates necessary to fill the vacancies on the Board who have received the highest number of votes

shall be declared elected by the President. In all other matters, a majority of those voting shall determine the outcome. In the event that two or more candidates receive the same number of votes in the election of directors, the President shall cause the votes to be taken again. Should the tie be upheld by this additional vote, the one to be elected shall be determined by lot.

**ARTICLE IX
Officers**

Section 1: President:

The President (or, in his absence, the Vice President) shall preside at all meetings, enforce an observance of all the By-Laws and rules, appoint all standing committees, call special meetings of the corporation, and perform all duties usually pertaining to the office of President. The President shall be an ex-officio member of all committees. He or she shall have authority to fill all vacancies on the committees and to remove the members of any committee, subject to the confirmation of the Board of Directors. The President shall have no vote in the Board meetings except in the case of a tie vote, and then he or she casts the deciding vote. The President is empowered to execute all papers requiring execution in the name of the corporation except notes, bonds, and other evidence of debt, deeds conveying real estate, bills of sale, and mortgages or other pledges of any or all of the corporation's property, real or personal, in which case specific authorization of the Board of Directors shall be required and the Secretary/Treasurer shall attest the signature of the President. Any President, Vice President, or Secretary/Treasurer is empowered to acknowledge any such instruments as fully as if such authority were granted in each particular instance.

Section 2: Vice President:

The Vice President shall be elected by the Board from the membership of the Board. In the absence or disability of the President, The Vice President shall preside at all meetings of the corporation and of the Board and shall perform such other duties as the President, and the Board of the corporation may prescribe. If the President and Vice President shall be absent from any meeting, the Secretary shall call the meeting to order and a temporary chairman shall be elected. The Vice President shall also have the power, jointly with the President or Secretary, to sign notes, bonds, contracts, and other instruments in writing on behalf of the corporation that have been approved by the Board. The Vice President shall also perform such duties as may be delegated from time to time by the President or as directed by the Board of Directors.

Section 3: Secretary:

The Secretary shall keep the records of all meetings of the corporation and of the Board of Directors; shall notice of all regular and special meetings to the members of the corporation, and to the members of the Board of Directors of the meeting of said Board; shall keep a record of all officers and members of the corporation and their addresses; shall also be charged with the performance of any duties in

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these Bylaws imposed upon him or her or as he or she may be directed from time to time by the Board of Directors.

Section 4: Treasurer:

The Treasurer shall cause to be collected, held, and disbursed, under the direction of the Board of Directors of the corporation, all monies of the corporation; be charged with the duty of collection of all monies due to the corporation from members thereof and all other sources; keep or cause to be kept regular books of account and submit a statement of this or her accounts at the regular meetings of the Board of Directors, as requested; exhibit to the Board of Directors before each annual meeting a full accounting of the receipts and disbursements during the fiscal year last past, in which each item shall be given in detail, particularly showing the sums received from members and from any and all gratuities or any other sources; and keep or cause to be kept records of all of the disbursements made during the fiscal year, which disbursements shall be supported by vouchers. The Board of Directors shall examine such report and vouchers therein submitted, and if found correct shall present it to the corporation at the annual meeting in connection with the reports of the corporation. The Treasurer shall deposit all monies of the corporation in the name of the corporation with such bank or banks in Mesa County, Colorado, as shall from time to time be designated by the Board of Directors; give a bond for faithful performance of his her duties in the amount, in the form and with sureties to be approve by the Board of Directors, if required by the Board.

Section 5: Removal:

Any officer of the corporation may be removed for cause by the affirmative vote of two-thirds of the Board of Directors. Written charges shall be served upon said officer at least two weeks prior to the meeting at which the official removal proceedings are to be held. At such meeting, he or she shall be privileged to be represented by counsel and to offer such defense, as he or she may desire.

Section 6: Term:

All officers shall be elected by the Board of Directors from the membership of the corporation at the first regular meeting of the Board of Directors following the annual meeting of the membership and such officers shall serve for a term of one (1) year or until a successor is qualified and elected.

**ARTICLE X
Committee**

Section 1: General:

With the advice and consent of the Board of Directors, the President may create committees to assist in administering the affairs of the corporation. Committee members shall serve at the pleasure of the President for one year after appointment or until then successors re appointed and qualified. The principal role of the committees shall be to advise the Board of Directors, but the Board may delegate to a select committee such duties, powers, and authorities as it deems proper. Regardless of such delegation, the Board

shall not relinquish final responsibility for the actions of any committee. The President shall be an ex-officio member of all committees. The members present at a regularly called meeting shall constitute a quorum for the transaction of business.

Section 2: Committee Authorities and Limitations:

Each standing and special committee may recommend the adoption or change of rules for the conduct of the affairs for which it is charged subject to approval by the Board of Directors. No committee may incur indebtedness or other obligations without the express approval of the Board. A chairman of any committee may, at his or her opinion provide broader representation of interests or utilization of specialized talents.

ARTICLE XI

Section 1: To Articles of Incorporation:

As allowed by the laws of the State of Colorado, the Articles of Incorporation may be adopted, repeated, altered, or amendment make thereto at any duly called meeting of the Board of Directors upon receiving a vote of two thirds of the members of the corporation.

Section 2: To Bylaws:

These Bylaws may be amended at any regular meeting of the Board of Directors upon the affirmative vote of a majority of the members of the Board of Directors or two-thirds of those present, whichever shall be greater.

ARTICLE XII

Contracts, Loans, Checks, and Deposits

Section 1: Contracts:

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2: Loans:

No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3: Checks, Drafts, Etc.:

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporations and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: Deposits:

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

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**ARTICLE XIII
Waiver of Notice**

Section 1: Waiver of Notice:

Whenever any notice is required to be given to any member or Director of the corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Colorado Corporation code, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIV
Effective Date**

The effective date of these Bylaws shall be August 29, 1991.

ADOPTED this 29th day of August 1991.

Amended February 9, 2006.

Amended March 26, 2007.

Amended September 19, 2011.

Amended April ____, 2015.