

**BYLAWS OF
PEARCE AREA ORCHESTRA CLUB, INC.
(PAOC)**

A TEXAS NON-PROFIT CORPORATION

ARTICLE I: Name and Location

1.01 The name of this corporation shall be the Pearce Area Orchestra Club, Inc. (“PAOC”).

1.02 The principal office of PAOC in the state of Texas shall be located in the city of Richardson, County of Dallas.

ARTICLE 2: Purpose and Mission

2.01 The purpose for which PAOC is organized is to operate exclusively for charitable, educational, and scientific purposes, or any one of such purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law (hereinafter referred to as the “Code”).

2.02 The mission of PAOC is to support and foster the growth of the orchestra program and the orchestra students in the J.J. Pearce High School (“Pearce”) attendance area of the Richardson Independent School District, Texas (“RISD”). This attendance area includes Pearce, North Junior High School (“North”), Parkhill Junior High School (“Parkhill”), and their feeder elementary schools (“feeder schools”) as determined by RISD. (The orchestra programs at Pearce, North, Parkhill, and the feeder schools shall hereinafter sometimes collectively be referred to as the “Pearce Area Orchestra Program”.) In order to accomplish the mission of PAOC, the activities of PAOC shall include, but shall not be limited to:

- a. the raising of funds and distribution of such funds to the Pearce Area Orchestra Program;
- b. the promotion and support of the continuing growth and development of the Pearce Area Orchestra Program;
- c. the provision of support for the activities of the orchestra students; and
- d. cooperation with organizations that are concerned with student welfare.

ARTICLE 3: Policies

3.01 PAOC shall be noncommercial, nonsectarian, and nonpartisan.

3.02 PAOC, and its directors, officers, and agents, acting in such capacity, shall not participate or intervene in (or publish or distribute statements relating to) any political campaign on behalf of, or in opposition to, any candidate for political office.

3.03 PAOC shall work diligently to maintain its tax-exempt status under Section 501(c)(3) of the Code.

3.04 PAOC shall not carry on any activities not permitted to be carried on (i) by an organization exempt from Federal income under Section 501(c)(3) of the Code, or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

3.05 No part of the net earnings of PAOC shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons except that PAOC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose and mission set forth in Article 2 of these Bylaws.

3.06 Upon dissolution of PAOC, the Board of Directors, after paying or adequately providing for the debts and obligations of PAOC, shall distribute the remaining assets to one or more non-profit funds, foundations or organizations which have established their tax exempt status under Section 501(c)(3) of the Code.

3.07 PAOC shall work with the Pearce Area Orchestra Program to provide a quality orchestra education for all interested children and youth, and shall seek to participate in the decision-making process establishing school policy, recognizing that the legal responsibility to make decisions has been delegated to the RISD board of education.

3.08 The Board of Directors may accept on behalf of the corporation any contribution, gift, or bequest.

3.09 Fundraising activities to be conducted by Pearce orchestra students or PAOC members for the fiscal year shall be voted on by the general membership at the fall meeting of members. PAOC fundraisers which do not require the solicitation or participation by students or PAOC members need only Board approval. North and Parkhill and their feeder elementary schools may engage in other fundraising activities for the junior high (and sixth grade) orchestra programs as recommended by their respective directors and as approved by the PAOC Board of Directors. All fundraising projects shall be approved by the Board of Directors and shall be implemented to meet the needs of the PAOC budget.

3.10 The Board of Directors shall establish a financial aid policy, which shall set forth the guidelines and restrictions relating to the granting of financial aid to orchestra students. It shall be a priority of the PAOC to provide financial aid relating to school orchestra fees, private lessons (a portion of which shall be provided according to the terms of RISD guidelines, if any, related to fees charged by private lesson instructors), and other activities which would advance or enhance the musical education of orchestra students.

ARTICLE 4: Members and Membership

4.01 PAOC shall have one (1) class of members. Membership is open to any adult who shares and supports the purposes of this organization.

4.02 No dues shall be required for membership in PAOC.

4.03 Each member shall be entitled to one vote on each matter submitted to a vote of the members. The right to vote is limited to the members of PAOC who are actually present at the time the vote is taken in a legal meeting. No proxy votes will be accepted.

4.04 Membership in PAOC automatically terminates at the earlier of (i) withdrawal of the member's student from the Pearce Area Orchestra Program or (ii) the end of the fiscal year in which the member's student graduates from Pearce.

ARTICLE 5: Meetings of Members

5.01 There shall be a minimum of three (3) meetings each year, early in the fall semester, early in the spring semester, and late in the spring semester. Meetings shall be held in the Pearce Orchestra Room or such other meeting place designated by the President or at such other times as the Board of Directors may select. Proper notification of the time and date of each meeting will be given.

5.02 Special meetings may be called by the President at such time as occasion demands with proper notification of the membership.

ARTICLE 6: Board of Directors

6.01 Only a member of PAOC may serve as a director on the Board of Directors, with the exception of certain ex officio capacities as set forth below.

6.02 The affairs of PAOC shall be managed by its Board of Directors. The Board of Directors may exercise all powers granted to PAOC and do all lawful acts required by the affairs of PAOC so long as the exercise of such powers and the doing of such acts are consistent with the PAOC's prescribed purpose and mission.

6.03 The number of directors that shall constitute the Board of Directors shall be not less than three (3). The first board of directors shall consist of the number of directors named in the PAOC Certificate of Formation. Thereafter, the Board of Directors of the corporation shall consist of:

- a. the officers of PAOC;
- b. the Student Ledger Manager, who shall be responsible for the collection, entry, and maintenance of individual orchestra students' debit and credit data in the CHARMS database;
- c. the Uniform Manager, who shall issue uniforms to all orchestra members, record

uniform assignments, and check uniforms back into storage at the end of the spring semester.

d. the Publicity Director, who shall publicize activities and accomplishments of the orchestra;

e. the Hospitality Director, who shall provide appropriate hospitality at events as designated by the Board;

f. the Social Events Director, who shall work with the student social events officers to help organize social events for orchestra students throughout the school year;

g. the Winter Dinner Director, who shall organize and oversee the annual spaghetti dinner fundraising event at the orchestra's winter concert;

h. the Spirit and Pride Director, who shall be responsible for the sale of spirit items to support the Pearce Area Orchestra Program;

i. the Banquet Coordinator, who shall organize and oversee the annual orchestra spring banquet;

j. the Newsletter Director, who shall prepare, publish and distribute newsletters informing the parents or guardian of orchestra students of timely information concerning the Pearce Area Orchestra Program; and at a minimum, newsletters shall be sent in January and June;

k. the Travel Director(s), who shall: be responsible for the planning and coordination of major Pearce orchestra trips; with the approval of the Pearce Orchestra Director and Board of Directors, execute the plans; and attend all major Pearce orchestra trips;

l. the Legal Director, who shall oversee and be responsible for: corporate governance issues; books and records; federal tax matters including maintaining of 501(c)(3) exemption; sales tax matters; and other federal and state legal matters;

m. the Webmaster, who shall maintain the PAOC website, making sure all information is as current as possible;

n. the Financial Aid Director, who shall familiarize himself/herself with the PAOC guidelines and restrictions of awarding financial aid to Pearce Area Orchestra Program students, shall act as a confidential liaison among the student(s) requesting financial aid, the student's parents, counselors and administrators, and PAOC, shall organize and preside over a committee each year to determine financial aid awards to those students who apply for financial and are deemed meritorious; and

o. a parent representative from each of North and Parkhill, who shall act as the liaison between PAOC and the North and Parkhill orchestra programs, respectively, and shall coordinate the North and Parkhill orchestra parents (as relates to the specific school representative) by soliciting active participation in PAOC projects and activities.

6.04 Any one or more of these positions may be filled by two people as co-directors of that position. Additions or changes to the positions on the Board of Directors shall be accomplished by resolution of the Board. A director need not be a resident of the State of Texas.

6.05 The Orchestra Directors from each of the schools in the Pearce Area Orchestra Program shall be non-voting members of the Board. They shall make a report and act as advisors to the Board.

6.06 Pearce student orchestra officers shall have non-voting representation on the Board of Directors. The student officers may attend any board or general membership meeting.

6.07 Each director shall hold office from July 1 to June 30.

6.08 No person may serve more than two consecutive terms in the same office without unanimous approval of the membership present and voting at one of the regularly scheduled general member meetings. Any member who has served more than one-half of a term as a committee director shall be deemed to have served a full that term.

6.09 The Board of Directors may hold regular meetings for the purpose of taking any actions and conducting any business that may properly come before the Board. Such regular meetings shall be held at the dates, times, and places specified by the Board. If the Board of Directors specifies a regularly occurring date, time, and location for regular meetings, then such meetings shall be held at such dates, times, and locations without any additional notice being required.

6.10 Special meetings of the Board of Directors may be called by or at the written request of the President or any two (2) directors. The person or persons calling a special meeting of the board shall fix a date, time, and place for holding such special meeting, which shall be specified in a notice provided for such special meeting consistent with the requirements of Section 6.11 below.

6.11 When notice is required to be given for a meeting of the Board of Directors, such notice shall specify the date, time, and location of the meeting and shall be given to each director at least three days prior to the meeting. Notice shall be given (i) by written notice delivered personally, (ii) by written notice sent by mail or email to the director's mailing address or email address as shown in PAOC records, or (iii) by telephone. If mailed, such notice shall be deemed to be delivered three business days after being deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is delivered by email, such notice shall be deemed to be delivered when the email is sent, provided that the sender does not subsequently receive notice that the email transmission was not delivered to the designated email address. If delivered by telephone, such notice shall be deemed to be given at the time the telephone message shall reach and be communicated to a responsible individual at the phone number listed for a director's residence or place of business.

6.12 Unless specifically required by law for a particular action, the purpose of and business to be transacted at a meeting need not be specified in the notice of such meeting or in a waiver of

notice of such meeting.

6.13 Any director may waive notice of any meeting by a writing signed by the director, whether signed before or after the holding of such meeting, and such signed written waiver shall be deemed the equivalent of the director having received notice. Also, a director's attendance at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business thereat because such meeting is not lawfully called or convened.

6.14 Each director shall have the right to resign at any time upon written notice thereof delivered to the President or Secretary or to all remaining directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

6.15 Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors (even though less than a quorum) unless the Board has determined to reduce the number of directors and for this reason elects no successor. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. The filling of such a vacancy shall be reported to the members within a reasonable time thereafter.

6.16 A majority of the total number of directors shall constitute a quorum for the transaction of business at any meeting of the board. A director shall be considered present at any meeting of the board if during the meeting he or she is in radio or telephone communication with the other directors participating in the meeting.

6.17 The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute.

6.18 Any action required by law to be taken at a meeting of directors, or an action that may be taken at a meeting of the directors or a committee, may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of directors or committee members necessary to take that action at a meeting at which all of the directors or committee members are present and voting. The consent must state the date of each director's or committee member's signature.

6.19 All actions taken at a meeting of the Board of Directors which is not regularly called or noticed shall be valid as if taken at a meeting regularly called and noticed if each director either consents in writing or is present at such meeting and does not object to the meeting being held. At such meeting any business may be transacted which is not excepted from the written consent or which is not objected to at such meeting for want of notice. If any meeting of the Board of Directors is irregular for want of notice, the proceedings of such meeting may be ratified, approved and rendered valid, and the irregularity or defect therein waived, by a writing signed by all directors, provided a quorum was present at such meeting.

6.20 Each Board member shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.

ARTICLE 7: Officers

7.01 Only a member of PAOC may serve as a PAOC officer.

7.02 The officers of PAOC shall be a President, a Secretary, a Parliamentarian, a Treasurer, a Vice President of Fundraising, a Vice President of Volunteers, and one or more additional Vice Presidents. Any two or more offices may be held by the same person, except the offices of (i) President and Secretary and (ii) President and Parliamentarian. Any one or more of these positions may be filled by two people as co-officers of that position.

7.03 The member(s) nominated for President must have actively served on the PAOC Board for at least one year.

7.04 Officers shall be elected annually at the spring membership meeting, except for the Parliamentarian who shall be appointed by the President upon taking office, subject to the approval of the newly elected Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as possible. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office from July 1 through June 30.

7.05 No person may serve more than two consecutive terms in the same office without unanimous approval of the membership present and voting at one of the regularly scheduled general member meetings. Any member who has served more than one-half of a term as a committee director shall be deemed to have served a full that term.

7.06 Any officer may be removed by the Board of Directors whenever, in a majority of the Board's judgment, the best interests of PAOC would be served thereby.

7.07 A vacancy occurring in any office due to death, resignation, removal, disqualification, or other cause, may be filled by the Board of Directors for the unexpired portion of the term of office left vacant.

7.08 The President shall preside at all meetings of the PAOC members and Board of Directors. He/she shall be an ex-officio member of all committees except the nominating committee. The president shall have general authority to execute bonds, deeds, and contracts in the name of the corporation and shall act as a signatory on the bank accounts of the corporation

7.09 The Vice President of Fundraising shall recommend, organize and implement fundraising activities as approved by the Board and the membership.

7.10 The Vice President of Volunteers shall recruit, coordinate and assign volunteers to assist at orchestra and PAOC events as needed throughout the school year.

7.11 The Vice Presidents, if any, shall act as aides to the President, shall perform other duties as assigned by President or the Board of Directors, and shall preside in the absence of the President.

7.12 The Secretary shall keep the minutes of all meetings, shall keep an accurate record of attendance of directors at meetings of the Board, shall retain an accurate membership list, and shall handle all correspondence for PAOC. If there are no Vice Presidents, the Secretary shall preside in the absence of the President.

7.13 The Treasurer shall have custody of all funds belonging to the Corporation, shall deposit funds as required, shall expend funds in accordance with Article 9, shall keep books of accounts and all financial records, shall reconcile monthly bank statements, shall prepare monthly financial statements, shall present a financial statement at each meeting of the board and at each membership meeting, shall secure an annual audit of the corporation's books, shall (by April of each year) prepare a draft budget for the upcoming fiscal year for review by the Board of Directors, and shall file reports as required by regulatory agencies. An Assistant Treasurer may be appointed to assist the Treasurer in all duties.

7.14 The Parliamentarian shall be fully familiar with Roberts Rules of Order, shall make a presentation at the first board meeting of the year outlining proper parliamentary procedure, shall attend all meetings of the PAOC members and Board of Directors to ensure proper parliamentary procedure is followed, shall serve on any bylaw or other revision committee, and shall assist the nominating committee in procedures with respect to the nominating process. The Parliamentarian shall not be a voting member of the Board of Directors.

ARTICLE 8: Nominating Committee and Election of Directors and Officers

8.01 A Nominating Committee composed of five (5) members shall be elected by the Board of Directors at the February Board of Directors meeting. Elections shall be by plurality. No member shall automatically serve on this committee because of his/her office on the Board. The committee shall meet with the Parliamentarian and elect its own chairman immediately following the board meeting. The nominating committee shall nominate one member in good standing for each director position and for each office and report its nominees at the regular spring meeting of members, at which time additional nominations may be made from the floor. The nominating committee report shall be available to the general membership at least ten (10) days before the election meeting.

8.02 New Board members and officers shall be elected by a majority of the general membership voting at the regular spring meeting of members.

ARTICLE 9: Other Committees

9.01 One or more committees, including a Financial Aid Committee, a Finance Committee, an Audit Committee, a Trip Committee, or other committees of the Board may be established from time to time as deemed necessary by the Board of Directors.

ARTICLE 10: Miscellaneous

10.01 PAOC shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and any committees having any authority of the Board of Directors.

10.02 The Treasurer is authorized to expend funds for all budgeted items voted on and approved by the general membership. Non-budgeted expenditures require approval of the President and the Treasurer and shall be reported to the general membership at the next meeting of members.

10.03 Upon receipt of a working draft of the budget for the upcoming fiscal year from the Treasurer each April, the Board, with input from the Pearce Orchestra Director(s), shall review the draft and shall make whatever corrections the Board deems necessary. A final budget shall be adopted by the Board no later than August of the new fiscal year, which shall be presented for approval by the general membership at the fall meeting of members.

10.04 The PAOC's fiscal year shall begin July 1 and end June 30.

10.05 An audit shall be conducted at the end of the fiscal year. The audit report shall be presented to the general membership for adoption.

10.06 There shall be no Seal of the corporation.

10.07 Robert's Rules of Order Newly Revised shall govern the corporation at all meetings and in all other cases in which they are applicable and not in conflict with these Bylaws.

ARTICLE 11: Conflict of Interest Policy

11.01 Any director of PAOC with a potential or actual conflict of interest between the interests of the organization and such director's personal, family, financial, or professional interests, shall disclose this conflict of interest to the Board of Directors on a timely basis. Should any director become aware of a potential or actual conflict of interest involving a fellow director that has not been disclosed, he or she shall ask the fellow director to disclose the conflict, and if the fellow director does not do so, shall bring the matter to the attention of the Board of Directors.

11.02 If a director has a conflict of interest relating to any matter under consideration for a decision by the Board of Directors, he or she shall abstain from any vote, discussion (except as the remaining Board deems necessary for informational purposes), or any attempt to influence the decision of the Board on that matter. The Board may also require the director to be excused from a meeting while the matter is being deliberated and voted on.

11.03 The fact of a director's disclosure and abstention shall be noted in the minutes of any meeting during which they occur.

11.04 The Board shall make decisions in the best interests of PAOC only and without regard to

the personal, family, financial, or professional interests of any individual director.

ARTICLE 12: Amendments To The Bylaws

12.01 These Bylaws may be amended or revised at any regular meeting of the PAOC members by a two-thirds (2/3) vote of the members present and voting. Notice of the proposed amendment to or revision of the bylaws shall be provided in writing to the PAOC membership at least one week prior to the day of the meeting at which such a vote is to be taken.

Chuck Supan, President

Teri Budde, Secretary

These Bylaws were duly adopted by the Board of Directors of Pearce Area Orchestra Club, Inc. by BOARD ACTION BY UNANIMOUS CONSENT IN LIEU OF ORGANIZATION MEETING on January __, 2008.

These Bylaws were amended by vote at the fall general membership meeting on May 12th, 201

History of Bylaw Amendments

By-Laws Amendment

Original Version

4.01 PAOC shall have one (1) class of members. Membership in PAOC shall be open to parents and/or guardians of orchestra students and all orchestra directors in the Pearce Area Orchestra Program. PAOC shall conduct an annual enrollment of members, but members may be admitted at any time.

Amended Version

4.01 PAOC shall have one (1) class of members. **Membership is open to any adult who shares and supports the purposes of this organization.**

Original Version

6.08/7.05 No director shall serve in the same directorship for more than two (2) consecutive terms. Any member who has served more than one-half of a term as a committee director shall be deemed to have served a full that term.

Amended Version

6.08/7.05 No person may serve more than two consecutive terms in the same office without unanimous approval of the membership present and voting at one of the regularly scheduled general member meetings. Any member who has served more than one-half of a term as a committee director shall be deemed to have served a full that term