

# THE CREATIVE ARTS PARENT ASSOCIATION

## BY-LAWS

### I. NAME, DESCRIPTION AND PURPOSE

1.01 Name. The name of the Organization shall be The Creative Arts Parent Association; hereinafter known as CAPA. CAPA's principal office shall initially be located at 264 Old Connecticut Path, Wayland. The Officers may change the location of the principal office within Wayland, Massachusetts.

1.02 Description: CAPA is a nonprofit organization that exists for charitable and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, as amended from time to time. CAPA shall be non-commercial, non-sectarian and non-partisan in nature.

1.03 Purposes. CAPA's purpose shall be:

- (a) To support and encourage activities which enrich students' experiences in the Fine Arts program in the Wayland Public Schools.
- (b) To raise community awareness of the Fine Arts program.
- (c) To promote communication and cooperation between parents, teachers, staff, the administration and the school committee for the resulting benefit to the students of the Fine Arts program.
- (d) Through fundraising efforts consistent with these bylaws, to endeavor to provide financial support for activities or materials consistent with CAPA's funding guidelines, as adopted from time to time.

1.04 Fiscal Year. CAPA's fiscal year shall, unless otherwise decided by the Officers, begin on July 1 and end on June 30<sup>th</sup> of the following year.

### II. MEMBERSHIP

2.01 Members. Anyone interested in supporting the purposes of CAPA as outlined in section 1.03.

2.02 Dues. No dues shall be required for membership in the Organization. Voluntary contributions from the membership may be solicited at such time and place as shall be determined by the Officers.

### III. EXECUTIVE BOARD

3.01 Authority. Except as may be otherwise provided in these By-Laws, all corporate powers of CAPA shall be exercised by its Executive Board, including, without limitation:

- (a) to prepare the annual expenditure budget(s) for submission for approval by the members;
- (b) to contract and pay for services of consultants, lawyers, auditors, accountants and any other such experts as may be needed;
- (c) to rent space and enter into contracts for goods and services as may be needed;
- (d) to pay all reasonable expenses in connection with the purposes of CAPA;
- (e) to maintain bank accounts as necessary to further the purposes of CAPA; and
- (f) to decide whether or not to accept restricted or designated gifts, and to decide under what circumstances such gifts shall be accepted.

3.02 Number, Election, Term of Office, and Powers and Duties.

- (a) The number of Officers shall be not less than five (5) and not more than seven (7). There shall be not less than five (5) voting members of the Executive Board.
- (b) The President, Vice-President, Treasurer, Secretary, and up to two members-at-large constitute the Officers so elected by the members and, accordingly, constitute the voting members of the Executive Board. Unless otherwise provided by the Officers, any additional Officers who are to be elected by the members, as such may be determined by the Officers in accordance with these By-Laws, shall constitute voting members of the Executive Board.
- (c) The Chair of the Fine Arts Department shall be an ex officio, non-voting member officer of the Board.
- (d) The Officers shall be elected by a vote of the members at the Annual Meeting and shall hold office for a two (2) year term or until their successors are duly elected and qualified. The terms of the officers shall be staggered. An Officer must be a member. No Officer may serve more than two (2) consecutive terms.

3.03 President: Powers and Duties. The President shall be the chief executive Officer of CAPA and, shall have general charge and supervision of the Officers of CAPA. The President shall preside at all meetings of the CAPA as well as those of the Executive Board. The President may also be authorized to sign receipts, vouchers and checks, along with the Treasurer.

3.04 Vice-President: Powers and Duties. The Vice President shall act as an aide to the President and shall perform the duties of the President in the absence of the President.

3.05 Secretary: Powers and Duties. The Secretary shall maintain records of all proceedings of the members in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth of Massachusetts at the principal office of CAPA or at the office of the Secretary and shall be open at all reasonable times to any member. The Secretary shall be responsible for sending out any required notice of any meeting, or otherwise verifying that such notice has been given in accordance with these By-Laws. The Secretary shall record the minutes of all meetings of the members and Officers, prepare ballots, and shall perform such other duties as may be delegated by the President. If the Secretary is absent from any meeting of the members or the Officers, a temporary secretary chosen at the meeting shall perform the duties of the Secretary.

3.06 Treasurer: Powers and Duties. The Treasurer shall have the custody of all funds and property of CAPA. The Treasurer may sign all receipts, and vouchers, and make such payments as may be necessary on behalf of the CAPA. The Treasurer shall also keep a full and accurate account of all moneys and obligations received and paid or incurred by him or her, for or on account of the CAPA. In addition to preparing the annual budget, the Treasurer shall submit periodic and annual reports to the Executive Board and to the membership.

3.07 Resignation; Removal. Any Officer may resign at any time by written resignation filed with the President, Vice President, Treasurer, or with any Officer. Any Officer may be removed from office with or without cause by the affirmative vote of three-fifths of all voting Officers, or by a majority vote of the members. Any Officer who is no longer an eligible member of CAPA shall be deemed to have resigned as a Officer, effective as of the date on which such person shall have ceased to be a member.

3.08 Vacancies. A vacancy occurring among the members of the Executive Board may be filled for the remainder of the unexpired term by a majority vote of the voting Officers then in office. The Executive Board may act despite a vacancy or vacancies in the Board and shall for these purpose be deemed a full Board.

3.09 Compensation. No Officer shall receive, directly or indirectly, any compensation for his or her services as Officer, except that the Officers may authorize reimbursement of reasonable expenses incurred by Board members in connection with attendance at Board meetings and other duties.

3.10 Regular Meetings. Regular meetings of the Executive Board may be held at any time and at any place within the Town of Wayland, Massachusetts. The Executive Board may hold regular meetings from time to time throughout the year.

3.11 Calls and Notice.

- (a) *Regular Meetings.* No call or notice shall be required for the regular meetings of the Officers.

(b) *Special Meetings.* Special meetings of the Officers may be called by any two (2) or more Officers. Reasonable and sufficient notice of the date, place, and hour of special meetings of the Officers shall be given to each Officer. Unless otherwise required by these By-Laws, or by applicable law, it shall not be necessary to specify the purposes for a special meeting in the notice of any such meeting. It shall be deemed reasonable and sufficient notice of a special meeting of the Officers when, at least two (2) days before the date scheduled for the special meeting, such notice to the Officers is provided verbally, in writing or electronically.

3.12 Quorum. A majority of the voting Officers then in office shall constitute a quorum, but a smaller number may adjourn finally or from time to time without further notice until a quorum is present. If a quorum is present, a majority of the voting Officers present may take any action on behalf of the Board, except to the extent that a larger number is required by law, these By-Laws.

3.13 Voting. At every meeting, each voting Officer shall be entitled to one vote in person. When a quorum is present at any meeting, a majority of the voting Officers present may take any action, except when a larger vote is required by law, by these Bylaws.

3.14 Attendance by Telephone Members of the Executive Board may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence at such meeting.

3.15 Action in Lieu of a Meeting. Any Board action required or permitted to be taken by the Board may be taken without a meeting, if three-fifths of all voting Officers shall consent in advance to such action in writing.

#### **IV. ELECTIONS**

4.01 Nominating Committee.

(a) *Appointment.* A Nominating Committee composed of three Members will be elected at the March meeting. It will be the duty of this committee to nominate candidates for the Executive Board.

4.02 Nominations. After having solicited and considered recommendations from the membership, the Nominating Committee shall submit in writing a slate of Officers to the Secretary not later than *April 25* of each year, consisting of a President, a Vice President, a Treasurer, a Secretary, and up to two members-at-large, as there shall be vacancies occurring, and any additional Officers to be elected in accordance with these By-Laws. The Secretary shall notify the membership, in writing, of such slate of Officers at least fourteen (14) days prior to the annual meeting of the members, which notification may be by means of the notice of Annual Meeting to the members.

4.03 Additional Nominations. Any three (3) Members may submit in writing to the Secretary additional nominations at least seven (7) days before the annual meeting of the members at which Officers shall be elected, which additional nominations shall be added to the nominations submitted by the Nominating Committee.

4.04 Voting. At the Annual Meeting of the membership, the members by majority vote of those present and voting shall elect the Officers. Each member shall have one vote. If no candidate receives a majority of the votes cast, subsequent ballots for such office shall be held for those nominees receiving the greatest and second greatest number of votes.

## V. MEMBERSHIP MEETINGS

5.01 Annual Meetings. The annual meeting of the members shall be held prior to June 30<sup>th</sup> each year. The primary responsibilities of the members at the annual meeting shall be to approve the proposed budget for the following year, to elect the Officers of CAPA for appointment to the Executive Board and to appoint any standing subcommittees.

5.02 Regular Meetings. Unless otherwise specified by the Executive Board, meetings will be held on a monthly basis throughout the school year at any time and at any place within the Town of Wayland, Massachusetts.

5.03 Calls and Notice.

- (a) *Annual Meetings.* All annual meetings of the members shall be called by the President, Vice President, Treasurer, Secretary, or by any Officer, by giving at least fourteen (14) days notice to each member, stating the date, place and hour for the annual meeting. Notices to the members shall be provided verbally, in writing or electronically.
- (b) *Special Meetings.* Special meetings of the members may be called by the President or any Officer. Reasonable and sufficient notice of the date, place, hour and purpose of special meetings of the members shall be given to each member. Unless otherwise provided by these By-Laws, or by applicable law, it shall be deemed reasonable and sufficient notice of a special meeting of the members when, at least seven (7) days before the date scheduled for the special meeting, such notice to the members is provided verbally, in writing or electronically.
- (c) Quorum. At any meeting of the members, a total of voting members that is equal to two times the number of officers plus one, shall constitute a quorum. The purpose of this clause is to ensure that the officers alone do not constitute a quorum in order to ensure that checks and balances are in place.

5.04 Voting. At all meetings of the members, every member, excepting employees in WHS Fine Arts Department shall be entitled to one vote. When a quorum is present at any meeting, the vote of a majority of the members represented thereat shall, except when

a larger vote may be required by law, or these By-Laws, decide any question brought before the meeting.

## VI. COMMITTEES

In addition to the Nominating Committee, there shall be such Standing Committees as the Grant Review Committee and Special Committees as may be created by the Executive Board. The Executive Board shall appoint up to five members of any such committee, designate who shall serve as committee chairperson, and one Officer shall be a member *ex officio*. All committees shall serve at the pleasure of the Officers under such rules and regulations as the Officers may approve.

## VII. FINANCES

7.01 Accounting Review. There shall be financial statements prepared each year with respect to the annual operations of CAPA which financial statements shall be submitted to the members for their review at the Annual Meeting of the members. The financial statements shall consist of a balance sheet and an income statement, each prepared on a cash basis, and such other financial statements as may be determined by the Officers. The Treasurer, or an Assistant Treasurer or other Officer so designated by the Officers in the absence of the Treasurer, shall be responsible for the preparation and submission to the members of the financial statements. The Treasurer, or such other Officer, shall be authorized to engage accountants on behalf of CAPA for the purposes of preparing the financial statements. The costs, expenses and accounting fees, if any, incurred in connection with the preparation the financial statements shall be borne by CAPA.

7.02 Basic Precepts.

- (a) CAPA shall expend monies only in accordance with its purposes and Funding Guidelines, as adopted by the membership from time to time.
- (b) The basis for expenditure of monies shall be the annual expenditure budget(s) of CAPA, as approved by a two-thirds vote at the Annual Meeting of the members. Monies shall be expended only for those purposes for which they have been allocated in accordance with each approved expenditure budget. Notwithstanding the forgoing, monies may be expended at any time to cover fundraising or any other normal operating expenses of CAPA, or for any expense exceeding its original allocation pursuant to a previously approved expenditure budget, for amounts not exceeding \$500 in any one instance.

7.03 Any single expenditure exceeding \$500, excepting expenditures allocated pursuant to an approved expenditure budget, shall require the approval of the members. In each such instance, the members shall be given notice of a special meeting that shall be called to approve such expenditure, which notice shall specify with particularity the purposes for the meeting.

7.04 Fundraising. If CAPA undertakes to fundraise for a specific purpose, CAPA will honor this intent when disbursing the resulting proceeds, net of expenses. Unless raised for a specific purpose or otherwise provided by vote of the Officers in accordance with these By-Laws, all funds raised will be disbursed as part of CAPA's annual expenditure budget(s).

7.05 Reserve Fund. CAPA shall be empowered to establish and maintain a general reserve fund to cover its expenses.

### **VIII. CONFLICT OF INTEREST**

Whenever an Officer or member has a financial or personal interest in any matter coming before the Executive Board or the membership, the affected person shall fully disclose the nature of the interest in the matter prior to the discussion and the vote. The minutes of meetings at which such votes are taken shall record such disclosures.

### **IX. PERSONAL LIABILITY**

The Members and Officers of CAPA shall not be personally liable for any debt, liability or obligation of CAPA. All persons, organizations or other entities extending credit to, contracting with, or having any claim against CAPA may look only to the funds and property of CAPA for the payment of any such contract; or for the payment of any debt, damages, judgment or decree; or of any money that may otherwise become due or payable to them from CAPA.

### **X. INDEMNIFICATION**

CAPA shall, to the extent legally permissible (including only to the extent permitted by a organization that is a tax exempt organization pursuant to Section 501(C) (3) of the Internal Revenue Code of 1986 as amended from time to time), indemnify each of its Officers (including persons who serve at its request as trustees, directors and officers of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director or officer, except with respect to any matter as to which he shall have been adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interest of CAPA; provided, however, that as to any matter disposed of by a compromise payment by such an Officer pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interest of CAPA after notice that it involves such indemnification: (a) by a disinterested majority of the Officers then in office; or (b) by a majority of the disinterested Officers then in office after CAPA has received an opinion in writing of independent legal counsel to the effect that such Officer appears to have acted in good faith in the reasonable belief that his action was in the best interests of CAPA. Expenses,

including counsel fees, reasonably incurred by any such Officer in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by CAPA in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Organization if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director or Officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Officer" include their respective heirs, executors and administrators, and an "interested" Officer is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

## **XI. RULES OF ORDER**

Robert's Rules of Order, Revised, shall govern any matter of procedure at meetings of the Executive Board or membership for which provision has not been made by these By-Laws, except as the Officers (in the case of meetings of the Executive Board) or the membership (in the case of meetings of the members) shall otherwise determine.

## **XII. AMENDMENTS**

These By-Laws may be altered, amended or repealed by a two-thirds (2/3) vote of the members present at the Annual Meeting, or at any regular or special meeting, provided written notice of the proposed action has been given to the membership at least fourteen (14) days prior thereto and provided a quorum is present.

## **XIII. DISSOLUTION**

Upon the dissolution or termination of CAPA, no part of the property of CAPA or any of its proceeds shall be distributed to or inure to the benefit of any of the Officers or Officers of CAPA, but all such property and proceeds, subject to the discharge of valid obligations of CAPA shall be distributed pursuant to Chapter 180 of the Massachusetts General Laws to one or more Organizations with similar purposes which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, as amended, in such manner and in such proportions as shall be approved by the Executive Board.