



**2024 BYLAWS
OF
NITSCHMANN INSTRUMENTAL MUSIC ASSOCIATION (NIMAS)
(the "Corporation")**

ARTICLE I – IDENTIFICATION AND PURPOSE

Name

1. The name of the Corporation shall be Nitschmann Instrumental Music Association (further identified as “NIMAS”).

Purpose

2. The purpose of NIMAS shall be as follows:
 - a. To develop, promote, and maintain an enthusiastic interest in the activities and programs of the instrumental music ensembles for the students at Nitschmann Middle School.
 - b. To develop, promote and maintain an enthusiastic interest of the parents and the public in the activities, programs, and general process of the instrumental music ensembles at Nitschmann Middle School and to raise and sustain financial support for such.
 - c. To collaborate with the instrumental Music Director and Advisors in development of plans and activities to enhance the instrumental music ensembles at Nitschmann Middle School.

ARTICLE II – MEMBERSHIP

Members

1. Parents and/or guardians of students in the Nitschmann Middle School instrumental music ensembles shall constitute the general voting membership of NIMAS.

Voting

2. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE III – BOARD OF DIRECTORS

General Powers

1. The business and affairs of NIMAS will be managed by or under the direction of the Board of Directors. The members of the Board of Directors shall exercise the rights, powers, and privileges of executive members of a Pennsylvania non-profit corporation. The Board of Directors shall determine the mission, strategic direction, and policies of NIMAS.

Number

2. The Board of Directors will consist of three (3) members but no more than nine (9).

Composition

3. The Board of Directors of this Corporation shall consist of President, Vice President, Secretary, Treasurer, Assistant Treasurer, and such other officers and assistant officers as the needs of NIMAS may require. The Board of Directors may secure the fidelity of any or all such officers by bond or otherwise.

Eligibility

4. The Board of Directors shall select those persons who have demonstrated a commitment to the activities and betterment of the instrumental music ensembles of Nitschmann Middle School, and is in good financial standing with NIMAS.

Responsibilities

5. The Board of Directors are expected to fulfill the following responsibilities:
 - a. Exercise the power and authority expressed by these Bylaws and do all such lawful acts necessary to implement the decisions of NIMAS.
 - b. Know the purpose of NIMAS and be guided by it in all matters.
 - c. Attend a majority of the meetings and actively contribute to the discussions and decisions.
 - d. Participate in the business of NIMAS by serving on committees, assisting with activities and/or fundraising, and attending meetings called by the President.
 - e. Be an ambassador of NIMAS and work toward the fulfillment of its purpose.

Term of Office

6. The term of office for all Board of Directors shall be one (1) year. They shall be elected annually by the membership at the May meeting and shall hold their office until their successors are duly elected. The year shall begin July 1st and end June 30th.

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Resignation or Removal

7. An officer of NIMAS may resign at any time by tendering his/her resignation in writing to the Board of Directors. The Board of Directors by majority may remove any officer or agent whenever, in its judgment, the best interests of NIMAS will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Vacancies

8. The Board of Directors shall fill a vacancy in any office because of death, resignation, or removal for the unexpired term of such office. Vacancies on the Board of Directors shall be filled by the majority vote of the remaining members, though less than quorum, and each member elected shall serve for the unexpired term of the vacancy being filled.

ARTICLE IV – MEETINGS

Time and Place

1. The meetings of the Board of Directors may be held at such times and at such place or places within this Commonwealth, or elsewhere, as a majority of the members may from time to time appoint, or as may be designated in the notice calling the meeting.

Organization

2. Meetings of the Board of Directors will be presided over by the President, or in the President's absence by the Vice President, or in the absence of both the President and Vice President, then another Board of Director chosen at the meeting. The Secretary will act as secretary of the meeting, but in the absence of the Secretary, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

Board of Director Meetings

3. Board of Director meetings shall be called by the President of NIMAS monthly prior to the General Membership Meeting during the months of August through June unless the Board of Directors deem it necessary to cancel or increase the number of meetings for cause. Board of Director meetings shall consist of members of the Board of Directors and the instrumental Music Director and Advisors.

Committee Chair Meetings

4. Committee Chairs shall be invited to participate in Board of Directors meetings. Planning updates, fundraising updates and committee chair, planning, concerns, or directions shall be addressed during this time. The Board of Directors may deem it necessary to increase or decrease this time frame as necessary.

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General Membership Meetings

5. General Membership Meetings shall be held monthly, beginning in August and extending through June of each school year. The date of the meeting may be changed at the advice of the instrumental Music Director.

Special Meetings

6. Special meetings of the General Membership may be called by or at the request of the President or by a majority of the Board of Directors. Electronic notice of the date, time and place of a special General Membership meeting must be given at least 48 hours prior to the date set for that meeting. Business transacted at all special General Membership meetings shall be confined to the subjects stated in the call and matters relevant thereto.

Quorum

7. A majority of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of the business.

Action Without a Meeting

8. Any action to be taken at any meeting of the Board of Directors or of any committee of the Board of Directors may be taken without a meeting if all members of the Board or committee, as the case may be, consent to it in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board, or committee.

Remote Communication Meetings

9. Remote communication means any electronic communication including conference telephone, video conference, or any other method or forum by which members not present in the same physical location may simultaneously communicate with each other. Remote communication will be used on an as needed basis as determined by the Board of Directors.

ARTICLE V – OFFICERS

General

1. The officers of NIMAS shall:
 - a. Meet Pennsylvania non-profit corporation requirements and have at least three (3) board members that are not related to each other and must elect, but are not limited to, a president, treasurer, and secretary.
 - b. Perform duties that follow, and the NIMAS Board of Directors or President may assign such additional duties as Chief Executive Officer of NIMAS.

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- c. Be responsible for the regular administration and executive business of NIMAS.
- d. Prepare, develop, and recommend to the general membership, plans and programs for achievement of the NIMAS objectives.
- e. Report monthly on the progress of the approved programs to the general membership.
- f. Have authority, by majority vote, to approve expenditures outside of a general membership meeting.

Appointment of Officers

- 2. The officers of NIMAS will consist of the president (the "President"), the vice president (the "Vice President"), the treasurer (the "Treasurer"), the Assistant Treasurer (the "Assistant Treasurer"), the Secretary (the "Secretary"), and any other officers and assistant officers as determined in these Bylaws or the Articles of Incorporation or by the Board of Directors.

President

- 3. The President shall perform the duties listed below.
 - a. Be the Chief Executive Officer of NIMAS.
 - b. Preside at all meetings of the Board of Directors and general membership.
 - c. Have general and active management of the affairs of NIMAS.
 - d. See that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the officers to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of NIMAS.
 - e. Be a Chief Executive Officer of all committees and shall have the general powers and duties of supervision and management usually vested in the Office of the President.
 - f. Appoint members to the committees established by the Board of Directors.
 - g. Be empowered to call meetings and authorize expenditures not to exceed \$200.00 per project.

Vice President

- 4. The Vice President shall perform the duties listed below.
 - a. Assume the responsibilities and authority of the President in the absence of, and at the direction of, the President, and when so acting, the Vice President will be subject to the same powers and limitations of the President.
 - b. Be responsible for working with committee chairs and securing volunteers, as needed for, but not limited to, performances, activities, and fundraising.
 - c. Perform any other duties as from time to time may be delegated to the Vice President by the President or by the Board of Directors.

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Secretary

5. The Secretary shall perform the duties listed below.
 - a. Attend all sessions of the Board of Directors and General Membership meetings and act as clerk thereof and record all the votes and minutes of both meetings.
 - b. Be responsible for maintaining efficient and complete records in a designated binder for hard copies and electronically with the Board of Directors, using an agreed upon file sharing service.
 - c. Be responsible for correspondence from NIMAS.
 - d. Perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be.
 - e. Provide the President with a copy of minutes for his or her review before they are placed in the Secretary record book and online.

Treasurer

6. The Treasurer shall perform the duties listed below.
 - a. Have custody of the corporate funds and securities.
 - b. Keep full and accurate accounts of receipts and disbursements in books and electronic records, belonging to the separate checking and/or savings account(s) to the credit of NIMAS.
 - c. Disburse the funds of NIMAS as may be ordered by the Board of Directors, taking proper vouchers for such disbursements.
 - d. Render to the President and officers, at regular meetings of the Board of Directors, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of NIMAS.
 - e. Make all disbursements of NIMAS's funds and transfers by check or other means approved by officers.

Assistant Treasurer

7. The Assistant Treasurer shall perform the duties listed below.
 - a. Have custody of the fair share account records, registration fees records, trip payment records, uniform registration account records, and any other records the Board of Directors shall designate.
 - b. Work with the Treasurer to ensure that members' records are up-to-date and accessible to said member.

Delegation of Authority

8. The Board of Directors reserves the authority to delegate the powers of any Officer to any other Officer or agent, notwithstanding any provision in these Bylaws.

ARTICLE VI – COMMITTEES

Appointment

1. The Board of Directors may, by resolution adopted by a majority of the officers, designate one or more committees to consist of one (1) Chairperson and additional committee members appointed by the Chairperson. The President will be an ex-officio member of all committees. The President shall appoint officers on the Board of Directors to oversee and work with each committee Chairperson. At any time, the Officers, after voting, may add or remove committees.

Tenure

2. Each member of a committee will be appointed to serve a one (1) year, or less, term that expires on June 30th of the current school year. Committee members may be re-appointed each school year with no limitation on the total number of years served, unless the Officers, by majority, vote otherwise.

Ex-Officio Members

3. The Nitschmann Middle School instrumental Music Director and Advisors shall be ex-officio members of all committees.

Meetings and Notice

4. The method by which the Board of Directors meetings may be called and the notice requirements for these meetings as set out in these Bylaws will apply to any committee designated by the Board of Directors as appropriate.

Quorum

5. The requirements for a quorum for the Board of Directors as set out in these Bylaws will apply to any committee designated by the Officers as appropriate.

Resignation and Removal

6. Any member of a committee may be removed at any time, with or without cause, by a resolution adopted by a majority of the full Board of Directors.

ARTICLE VII – FISCAL

Fiscal

1. The fiscal year shall begin on the first day of July and end on the last day of June (July 1st – June 30th).

Budget

2. The Officers shall prepare and submit an annual budget to be approved at the general membership meeting in August.

Checks, Drafts, and Notes

3. Proper authorization of a check or bank draft consists of two signatures to include Treasurer and Assistant Treasurer, in the absence of one of them the President or Vice President, after approval of the proper financial authority. All Officers authorized to endorse checks or bank drafts shall give bond for faithful discharge of his or her duties and with such sureties and in such amount as the Officers shall determine. The cost of any such surety shall be borne by NIMAS.

Deposits

4. All funds of NIMAS not otherwise used will be deposited to the credit of NIMAS in banks, trust companies, or other depositories designated by the Board of Directors.

Bank Statements

5. The original bank statements shall be sent to Nitschmann Middle School addressed with Attention to: NIMAS Treasurer. The Treasurer will then keep the original and forward a copy to the President.

Audits

6. Yearly audits shall be conducted. The Treasurer will submit all records to the accountant for review and the accountant shall complete a yearly audit. The audit shall be returned to the NIMAS President and the results shall be presented at the next general membership meeting.

Tax Filing

7. The Treasurer and another designated Officer shall be responsible for meeting with the accountant and ensuring the proper review of records and tax filing.

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Contracts

8. The Board of Directors may give authority to the President or agent, to make any contract or execute and deliver any instrument in the name of NIMAS and on its behalf, and that authority may be general or specific.

Loans

9. Without authorization by a resolution of the Board of Directors, NIMAS is prohibited from making or accepting loans in its name or issuing evidence of indebtedness in its name. The authorization of the Board of Directors for NIMAS to perform these acts can be general or specific.

Loans to Officers

10. NIMAS may not lend money to, or guarantee any personal interest or obligation of, or otherwise assist, any Officer of NIMAS, including any Director of NIMAS.

Reversion Statement

11. In the event that NIMAS chooses to disband, all remaining funds will be given to an instrumental music ensemble the Board of Directors votes to award funds to, priority being given to any instrumental music ensemble at Nitschmann Middle School.

ARTICLE VIII – INDEMNIFICATION

Loss, Costs, and Expenses

1. NIMAS shall indemnify every member and officer, their heirs, executors and administrators, against all loss, costs and expenses, including counsel fees, reasonably occurred by them in connection with any action, suit or proceeding to which they may be made a party by reason of their being or having been an executive member or officer of the corporation, except as to matters as to which they shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct.

Settlement

2. In the event of a settlement, indemnification shall be provided only in connection with such matters, covered by the settlement as to which NIMAS is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his or her duty as such executive member or officer in relation to the matter involved. The foregoing rights shall not be exclusive of other rights to which such member or officer may be entitled.

IX – CONFLICT OF INTEREST

Purpose

1. The purpose of the conflict of interest policy is to protect the interests of NIMAS as a tax-exempt organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of NIMAS or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

2. Any Board of Director, Officer, or member of a committee with governing Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person (the "Interested Person").
3. A person has a financial interest (the "Financial Interest") if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which NIMAS has a transaction or arrangement;
 - b. A compensation arrangement with NIMAS or with any entity or individual with which NIMAS has a transaction or arrangement; or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which NIMAS is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
4. A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest may have a conflict of interest only if the appropriate governing Board of Directors or committee decides that a conflict of interest exists.

Duty to Disclose

5. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Board of Directors and members of committees with governing Board-delegated powers considering the proposed transaction or arrangement.

6. Addressing Conflict of Interest

- a. An Interested Person may make a presentation at the Board of Directors meeting, but after the presentation, the Interested Person shall leave the meeting while determination of a conflict of interest is discussed and voted upon by the remaining Board of Directors or committee members.
- b. The Chair of the governing Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board of Directors shall determine whether NIMAS can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible without producing a conflict of interest, the governing Board of Directors or committee shall determine by a majority vote of the disinterested Board of Directors whether the transaction or arrangement is in the best interest of NIMAS, for its own benefit and whether it is fair and reasonable. In conformity with the above determination, it shall make a decision whether to enter into the transaction or arrangement.

7. Violations of the Conflict of Interest Policy

- a. If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

9. The minutes of the Board and all committees with Board delegated powers shall contain:
 - a. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the governing Board of Directors' or committee's decision as to whether a conflict of interest existed.
 - b. The names of the persons present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of votes taken in the proceedings.

ARTICLE X – BYLAWS REVIEW AND AMENDMENT

Review

1. To keep the NIMAS Bylaws relevant, the President of NIMAS shall review the most recently approved Bylaws every two (2) years and propose amendments, as deemed necessary to the Bylaws to remain relevant.

Amend

2. Amendments to the Bylaws may be amended when the Board of Directors vote reaches a majority vote to pass.

Adopt

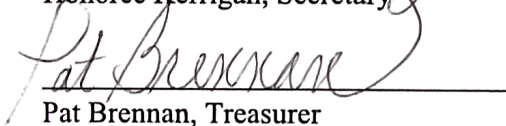
3. These Bylaws have been duly adopted by the 2023-24 NIMAS Board of Directors on this 17th day of April 2024.



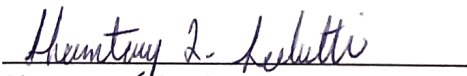
Arthur Oakes, President



Honorée Kerrigan, Secretary



Pat Brennan, Treasurer



Shawntay Sabetti, Assistant Treasurer

Record

4. The record keeping of these Bylaws will be the responsibility of the NIMAS Board of Directors, collectively and individually.

Report

5. The Internal Revenue Code 501 © (3) requires that any tax-exempt organization report changes in bylaws and other governing documents to the IRS every year using IRS Form 990 by way of providing a summary of significant changes to the governing documents in Schedule O rather than Form 990. These significant changes include, but are not limited to: changes to the organization's exempt purposes or mission, the number, composition, qualifications, authority or duties of the organization's voting members.