

Article I. Name

1. The name of the corporation shall be the Mechanicsburg Music Alliance, hereinafter referred to as "MMA."

Article II. Purpose

1. The corporation shall have unlimited powers to engage in and do any lawful act concerning any and all lawful activity for which nonprofit corporations may be incorporated under Pennsylvania Nonprofit Corporation law of 1988, as amended, under the provisions of which the corporation is incorporated.
2. The corporation shall undertake such acts as it deems necessary to support extracurricular Music Performance Groups of the Mechanicsburg Area School District, hereinafter referred to as "MASD." These music groups are the marching and jazz bands, the indoor guard, the indoor percussion, select orchestra ensembles, and the Wildcat Singers.

Article III. Offices

1. The principal office of the corporation shall be at 500 S. Broad Street, Mechanicsburg, PA 17055.

Article IV. Seals

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania."

Article V. Membership

1. All parents of Mechanicsburg School District students in grades 4-12 who are currently involved in a MASD music program are Full Members of the MMA. Full Members receive voice and vote in General Membership meetings.
2. Alumni membership may be extended to former MASD music program students by the General Meeting vote. An alumni member has voice but no vote. Alumni memberships must be renewed on an annual basis.
3. Associate membership may be extended to parents of former MASD music program students by General Meeting vote. An associate member has voice but no vote. Associate memberships must be renewed on an annual basis.
4. The Executive Board presents the list of newly approved alumni and associate members at General Membership meetings.

Article VI. Directors

1. The business and affairs of this corporation shall be managed by its Board of Directors. The Board of Directors consists of 8 elected executive officers.
2. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors shall have the maximum power and authority now or hereafter provided or permitted under the laws of the Commonwealth of Pennsylvania to Directors of Pennsylvania nonprofit corporations acting as a Board.
3. The Annual Meeting of the Board of Directors shall be held annually during the calendar year at

such time and place as the Board of Directors shall designate in the notice of the meeting. This meeting occurs after annual elections and serves as a transition for the outgoing directors prior to the new directors' term of office begins.

4. The Board of Directors conducts all regular business on behalf of the MMA membership during their meetings. Regular meetings of the Board of Directors shall occur at least quarterly at such times and places as it shall designate from time to time.
5. Special meetings of the Board of Directors may be called by the President at such times as the President shall deem necessary or on the order of any 2 board members. Only the business of which the board has been notified may be transacted at any special meeting. Board meetings may be held via telephone or via web conferencing if a face-to-face meeting is not feasible.
6. The Board of Directors presents financial information at quarterly general membership meetings, open to all MMA members. The board will present upcoming fundraising plans at these meetings for membership input. Full members elect board members during the annual General Membership meeting, held in the Spring, as described in Article IX.
7. An Advisory Committee shall advise and assist the Board of Directors in carrying out its responsibilities. The Advisory committee shall consist of MASD Music Department faculty members and performance groups' lead instructor. The Advisory Committee has voice but no vote on the Board of Directors.
8. Written or personal notice of every meeting of the Board of Directors shall be given to each Director and the Advisory Committee at least five (5) days prior to the day named for the meeting.
9. A quorum for the transaction of business shall consist of at least half of the full board membership. The acts of a majority of directors present and eligible to vote at a Board meeting shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the Directors may be taken without a meeting, if the consent or consents in electronic or paper writing setting forth the action so taken shall be signed by at least a majority of all directors in office, and shall be filed with the Secretary of the corporation.
10. Except where inconsistent with law or these bylaws, corporate proceedings shall be governed by the latest edition of Robert's Rules of Order (newly revised). Corporate proceedings are also governed by standing rules which relate to the corporation bylaws. Standing Rules shall be adopted, amended, or repealed by resolution of the Board. The bylaws supersede the Standing Rules in the event of any inconsistencies between the bylaws and the standing rules.
11. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish one or more committees to consist of one or more Directors of the corporation to report back to the Board on the matter(s) within the committee's jurisdiction. A quorum for the purpose of holding and acting at any meeting of a committee shall be a simple majority of the members thereof.
12. All Board of Directors members shall be nominated and elected to serve on the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. Each committee of the Board shall serve at the pleasure of the Board.
13. One or more persons may participate in a meeting of the Board or a committee of the Board by means of the conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this

section shall constitute presence in person at such meeting.

14. The Board of Directors may declare vacant the office of a director if he or she is declared of unsound mind by the order of court or is convicted of felony, or if within sixty (60) days after notice of his or her selection, he or she does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill each other requirements of a qualification as the Bylaws may specify.
15. No director of the corporation shall receive compensation for acting as a director.

Article VII. Officers

1. The executive officers of the corporation shall be natural persons of full age, elected by the membership, and shall be a President, Vice President, Secretary, Treasurer and 5 specialized Members-at-Large. They shall hold their offices for a term of 2 years and shall have such authority and shall perform such duties as are provided by the Bylaws. No person shall serve more than 2 consecutive terms in the same position.
2. The President shall be the chief executive officer of the corporation; he or she shall preside at all meetings of the Directors; he or she shall have general and active management of the affairs of the corporation; shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Directors to delegate any specific powers, except as may be by statute exclusively conferred on the President to any other officer or officers of the corporation. He or she shall execute all documents requiring a seal, under the seal of the corporation. He or she shall be ex-officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of Chairperson. He or she shall serve as a spokesperson for the MMA with MASD and with the community.
3. The Vice President shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as he or she may be required to do from time to time.
4. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book/ electronic file to be kept for that purpose; and shall perform like duties for all committees of the Board of Directors when required. He or she shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. He or she shall keep in safe custody, the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.
5. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts or receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in a separate account to the credit of the corporation. He or she shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meeting of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the corporation. At end of term, the Treasurer shall deliver to successor all books, money and property, and act as advisor to the incoming treasurer.
6. Members-at-Large serve as voting members of the Board of Directors. They shall perform responsibilities as assigned by Board of Directors. These duties may include, but are not limited to, organizing and supervising:
 - Music group events and support
 - Volunteer and Alumni relationships
 - Sponsorships and Donations

- Concessions & Food
- Community Events
- Logistics
- Fundraisers

7. Elections of officers shall be held every year, following the process in Article 9.

Article VIII. Vacancies

1. The Board of Directors may declare vacant the office of a director if he or she becomes delinquent in his/her duties. The individual must forfeit his/her office after written notification by the Executive Board. Any elected officer who accumulates 3 consecutive unexcused absences from regular meetings must forfeit his/her office after written notification from the Executive Board. Should an elected officer find personal or job requirements keeping them from being able to fulfill their duties, they will be requested to resign.
2. If the office of any officer, one or more, with the exception of President, becomes vacant mid-term for any reason the Board of Directors may choose a successor or successors, who shall hold office for the unexpired term in respect of which such vacancy occurred.
3. If a vacancy occurs in the office of the President, it shall be filled by the Vice President.
4. All documentation in possession of the outgoing office must be given to the President within 7 days of resignation.

Article IX. Elections

1. Nominations/Elections of Officers. All officers shall be voted in, per standing rules, by majority vote of the regular members present at the time of vote. Votes for officers shall be by written ballot.
2. Elections for offices shall be held during the General Membership meeting in the Spring. Only full members may serve in elected positions. Officers shall be elected to 2-year terms on the following schedule:

Odd years: Vice President, Secretary, 3 Members-at-Large.

Even years: President, Treasurer, 2 Members-at-Large.

3. At the 3rd quarter meeting, the Executive Board shall appoint a Nominating Committee. The nominating committee consists of 4-6 full members. The following groups must each have representation on the nominating committee, and a member may represent multiple groups.
 - A current board of director member whose office is not up for election.
 - Parent of a band member
 - Parent of an indoor guard member
 - Parent of an indoor percussion member
 - Parent of another music performance group such as orchestra, wildcat singers, or jazz band.

The Nominating Committee shall accept nomination from members and actively attempt to identify at least 2 qualified candidates for each officer position. Only full members may be nominated. The Nominating Committee shall obtain consent from each nominee before placing candidate on the ballot.

4. At the 4th quarter general meeting, the Nominating Committee shall present the slate of candidates to the members. Only the names of these candidates will appear on the ballot. Additional nominations shall be accepted from the floor. These nominees shall be considered “write-in” candidates.

5. Each candidate shall introduce themselves, beginning with incumbents, and briefly state reason why running for selected position.
6. Once presented and introduced, paper voting shall occur. The ballot shall contain the name of each candidate nominated and a line allowing for a write-in.
7. All eligible members shall mark the name of one candidate for each position open for elections.
8. Sufficient time shall be provided for all eligible members to vote. After sufficient time has passed (indicated by a majority of members eligible to vote), folded ballots will be collected by the outgoing President or Vice-President.
9. Ballots will be counted by a minimum of one counter and one witness that are MMA members not nominated or currently serving on the Board. Counters and witnesses may not be related to any nominee. The results will be verified by a Board member, and then brought to the MMA President. The MMA President will announce the results of the election.
10. Officers shall assume their official duties at the beginning of the fiscal year, which is July 1 to June 30. Time between the election and the beginning of the fiscal year shall serve as transition time during which the outgoing and incoming officers work together to fulfill duties. All officers shall keep appropriate records to said office to pass onto future officers.

Article X. Indemnification and Limited Liability of Officers and Directors

1. The MMA shall indemnify any Officer or Director or any former Officer or Director, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative, arbitrative, legislative or investigative) by reason of the fact that such person is or was an Officer or Director of the MMA.
2. Indemnification shall be made for expenses (including reasonable attorneys' fees), judgments, fines, penalties, excise taxes and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if the person:
 - A. Acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the MMA; and
 - B. With respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.
3. The termination of any action, suit or proceeding by judgment, order, settlement or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person:
 - A. Did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the MMA; and
 - B. With respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
4. There shall be no indemnification hereunder with respect to any settlement or other non-adjudicated disposition of any threatened or pending action, suit or proceeding unless the MMA has given its prior written consent to such settlement or disposition.
5. A director shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office under section 8363 of the Directors' Liability Act (relating to standard of care and justifiable reliance); and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this section shall not apply to the responsibility or liability of a director pursuant to any criminal statute; or the liability of a director for the payment

of taxes pursuant to local, State or Federal Law.

Article XI. Books and Records

1. The corporation shall keep an original or duplicate record of the proceeding of the Directors, the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the corporation, and an original or a duplicate Board register, giving the names of the Directors, and showing their respective addresses. The corporation shall also keep appropriate, complete and accurate books or records of account which shall be reviewed on an annual basis. The records provided for herein shall be kept at either the registered office of the corporation in this Commonwealth, or at its principal place of business wherever situated.

Article XII. Fiscal Year and Annual Report

1. The fiscal year of the corporation shall commence on July 1 and end on the following June 30.
2. The President and Treasurer shall present an annual report to the Board of Directors in accordance with Section 5553 of the Pennsylvania Non-profit Corporation Law.
3. The Board of Directors shall cause a report of the activities of the corporation to be prepared annually and sent to such persons as the Board of Directors shall determine.

Article XIII. Amendments

1. The Board of Directors may alter, amend, suspend or repeal these Bylaws at any regular or special meeting of the membership, called for that purpose, except as restricted by the Pennsylvania Nonprofit Corporation law of 1988, as amended. The Board of Directors shall be responsible for providing notice of the proposed amendment at a membership meeting prior to the meeting in which a vote shall occur. A majority vote of the members present at the following general membership meeting shall adopt the change.
2. Members may propose amendments to the by-laws. Proposals must be presented, in writing, to any member of the Executive Board. The Executive Board shall be responsible for providing notice of the proposed amendment at a membership meeting prior to the meeting in which a vote shall occur. A majority vote of the members present at the following general membership meeting shall adopt the change.

Article XIV. Meetings

1. General membership meetings shall be conducted to handle the regular business of the MMA. These meeting should be held quarterly but can be held more or less often as the situation arises. The President or a majority of the board can call for additional meeting.
2. At such meetings, business will be discussed and voting shall take place as needed.
3. The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the MMA in all cases to which they are applicable and in which they are not inconsistent with the by-laws and any special rules of order the MMA may adopt.
4. Motions shall be presented at any MMA meeting. A one-vote margin is considered a majority and is sufficient for deciding daily issues.
5. The Board of Directors shall meet as directed by the President. These meeting should be held no more than two calendar months apart. Meeting can be held more often if called for by the President or a majority of the board. The Advisory Committee shall be invited to Board of Director meetings.
6. A special meeting of the members for any lawful purpose may be called at any time by the Board of Directors. The business at the special meeting must be confined to that business for which said

meeting is called. All issues requiring a vote at a special meeting will require a 2/3 majority of the members present to pass.

7. The Advisory Committee shall keep the Board of Directors apprised of all developments regarding the music performance groups supported by the MMA.
8. The Treasurer and Advisory Committee shall develop and propose a comprehensive budget for the upcoming academic year to the board of Directors for approval.
9. A majority of the Executive Board members with voting rights (or a minimum of 5) is required to constitute a quorum.
10. The Board of Directors may adopt such procedural rules as it deems necessary to the conduct of the business of the board so long as they do not conflict with any specific provisions of these by-laws.

Article XV. Relationship with Mechanicsburg Area School District

1. The MMA shall follow the published policies of the Mechanicsburg Area School District, as long as those policies are not in contradiction to the Articles of Incorporation and By-laws of the MMA.
2. In the event the MMA shall be dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the MMA, shall transfer all remaining funds and other cash assets to the Mechanicsburg Area School District in trust for the sole purpose of distributing said funds for the benefits of its successor organization or like group. No private individual shall share in the distribution of any MMA assets upon dissolution of the assets of the MMA.

Adopted: 10/24/2016