

BYLAWS
OF
COOPER CITY HIGH SCHOOL BAND PARENTS ASSOCIATION, INC.
(a Florida Non-Profit Corporation)

ARTICLE I

NAME

The name of this corporation shall be the Cooper City High School Band Parents Association, Inc. ("CCHSBPA" or the "Corporation"), a non-profit organization.

ARTICLE II

OFFICE

The principal office of the Corporation shall be designated as required by the Board of Directors.

ARTICLE III

PURPOSE

The purpose of this corporation shall be to promote and assist in the financial support and operations of the Cooper City High School Band Program.

ARTICLE IV

PROHIBITED ACTIVITIES

Section 1. Notwithstanding any other provision of these by-laws or any other provision of these by-laws or the Articles of Incorporation this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations, now existing or hereafter amended.

Section 2. The CCHSBPA shall take no action that is in conflict with the policies of Broward County Public Schools as specifically identified by the Band Director, Principal of Cooper City High School ("Principal") or agent thereof.

ARTICLE V

MEMBERSHIP OF THE CORPORATION

Section 1. No voting members. The Corporation shall have no voting members. Any action or vote required by applicable law to be taken by "members" shall be taken instead by an action or vote of the same percentage of the Board of Directors.

Section 2. General Membership. A General Member ("General Member") of the CCHSBPA shall be any parent, legal guardian or custodian of a band or guard student participating in the Cooper City High School Band Program (including, without limitation, the Cooper City High School Color Guard and Winter Guard Programs). All General Members volunteering must fill out a VAST form and submit the same to the Volunteer Coordinator.

Section 3. Alumni Membership. An Alumni Member ("Alumni Member") shall be any parent, legal guardian or custodian of a former band or guard student who has attended Cooper City High School. Alumni Members shall enjoy the same privileges as General Members, except that Alumni Members shall not vote for Director and Officers. All Alumni Members volunteering must fill out a VAST form and submit the same to the Volunteer Coordinator.

Section 4. Associate Membership. Any person interested in the aims and objectives of the CCHSBPA that does not meet the criteria for designation as a General Member or Alumni Member may, upon approval of the Board of Directors, become an Associate Member ("Associate Member"). Associate Members shall enjoy the same privileges as General Members, except that Associate Members shall not vote for Director and Officers. All Associate Members volunteering must fill out a VAST form and submit the same to the Volunteer Coordinator.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors (the "Board") which shall consist of the Officers of the CCHSBPA and the Director of Bands for Cooper City High School (the "Band Director"). A Director (also described herein as "Director and Officer"), other than the Band Director, must be a natural person who is at least 18 years of age and is the parent, legal guardian or custodian of a student attending Cooper City High School and participating in the Cooper City High School Band Program at the time such Director is a member of the Board of Directors.

Section 2.1. The Band Director. The Band Director shall be a full time employee of the Broward County School Board appointed by applicable authority as the Director of Bands for Cooper City High School. He/She shall serve as the liaison between the Board and the Cooper

City High School Band (the "Band") and shall instruct, guide and inform the CCHSBPA in the manner in which the CCHSBPA can best assist the Band. The needs of the Band, as identified by either the Band Director or the Board of Directors, shall be the sole focus of the CCHSBPA. The Band Director shall further advise the Board of Directors and/or the General Membership of the CCHSBPA if a particular action should not be taken as contrary to the best interest of the Band or in conflict with any policy of Broward County Public Schools or Cooper City High School. The Band Director cannot financially commit the CCHSBPA without Board approval. The Band Director, whose identity may change from time to time in accordance with his or her employment relationship with Broward Country Public Schools and/or Cooper City High School, shall not be subject to removal by the Board of Directors, and shall be a Director of CCHSBPA in perpetuity.

Section 2.2. Interim or Substitute Band Director. In the event Cooper City High School and/or Broward County Public Schools appoints an interim Band Director ("Interim Band Director"), to replace or otherwise take the place and stead of the Band Director as defined in section 2.1 above, for any reason whatsoever, such Interim Band Director shall have the same rights and responsibilities pursuant to these Bylaws as those given to the Band Director. A substitute teacher is not the equivalent of an Interim Band Director and will have no authority to vote as a Director of the CCHSBPA. If the status of a substitute teacher is unclear or unknown, the Board of Directors will defer to the Principal of Cooper City High School's designation of such substitute as an Interim Band Director.

Section 3. Compensation. The Directors shall serve in such capacity without compensation.

Section 4. Number & Term. The number of Directors shall be based on the number of Officers fixed from time to time, by resolution of the Board of Directors, and shall be for a duration of one year.

Section 5.1. Elections: Nominating Committee. A nominating committee (the "Nominating Committee") consisting of: (1) the Band Director; (2) the President; (3) one Color Guard Vice President appointed by the Band Director; (4) the Chairperson of the Operations Committee; (5) the Chaperone Coordinator; and (6) the Volunteer Coordinator; shall be convened each year, at any time after the general meeting in January, but no later than the general meeting in April, to review the qualifications of candidates seeking a position as a Director and Officer of CCHSBPA for the upcoming school year. The Nominating Committee's sole function is to determine whether a particular Candidate is qualified for the position sought.

The Band Director shall be the chairperson of the Nominating Committee. Approval or disapproval of a particular candidate for the office sought shall be expressed via open or closed ballot of the Nominating Committee at the discretion of the Band Director. A quorum for voting shall consist of a majority of members of the Nominating Committee present at a duly convened meeting of the Nominating Committee.

The Nominating Committee may approve more than one Candidate for a particular position.

Members of the Nominating Committee that are Candidates shall not be permitted to discuss, or vote on, their candidacy for a position as a Director and Officer for the upcoming school year.

The President shall serve as an ex officio member of the Nominating Committee, and shall have no right to vote to approve or disapprove a particular candidate, except to the extent (1) a member of the Nominating Committee is a Director and Officer Candidate for the upcoming school year, in which case the President shall cast a vote on the nomination of the recused Nominating Committee member Candidate, or (2) a member of the Nominating Committee does not wish to cast a vote, in which case the President shall cast a vote in the place and stead of such Nominating Committee member.

Candidates who are not approved for office shall be notified by the Band Director.

To the extent no qualified General Member seeks a position as a Director and Officer, the Nominating Committee shall solicit qualified General Members to accept a nomination from the Nominating Committee.

Section 5.2. Elections: Candidates. Candidates interested in a position as a Director and Officer shall notify the current President and Band Director, via email or in writing, no later than the date designated by the Nominating Committee, what position(s) the Candidate is interested in filling. Nominations from the floor will only be accepted at the general meeting held in May, and only if the Nominating Committee has not found a General Member willing to seek the Director and Officer position that remains empty at the general meeting held in May. In the event nominations are received from the floor in the manner described above, election shall be by majority vote of the General Members present and voting at that meeting.

Section 5.3. Elections: Voting. Election shall be by the General Membership on written ballot if there is more than one Candidate per office. The election shall take place at the general meeting held in May. To the extent there is only one Candidate per office, no election shall be held, and the Candidate approved for the office by the Nominating Committee shall assume such office at the general meeting held in June.

Section 6. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors, or by the sole remaining Director, as the case may be. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

Section 7. Removal of Directors. The Board of Directors by majority vote may remove one or more Directors with or without cause, except that the Band Director may not be removed as a member of the Board of Directors. A Director, other than the Band Director, may be removed by the Board of Directors at a meeting of the Board of Directors, provided the notice of the meeting states that the purpose, or one of the purposes, of the meeting is the removal of the Director.

Section 8. Quorum and Voting. A majority of the number of Directors fixed by or in accordance with these Bylaws shall constitute a quorum for the transaction of business at any

meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors.

Section 9. Deemed Assent. A Director who is present at a meeting of the Board of Directors or an executive committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) the Director objects at the beginning of the meeting (or promptly upon his arrival) to the holding of the meeting or transacting specified business at the meeting, or (ii) the Director votes against or abstains from the action taken.

Section 10. Executive Committees. The Board of Directors, by resolution, may designate from among its members executive committees ("Executive Committees"), each of which must have at least two Directors and, to the extent provided in the designating resolution, shall have and may exercise all the authority of the Board of Directors, except such authority as may be reserved to the Board of Directors under Florida law. The Board, by resolution adopted in accordance with this section, may designate one or more Directors as alternate members of any such Executive Committee who may act in the place and stead of any absent member or members at any meeting of such Executive Committee.

Section 11. Meetings. Regular and special meetings of the Board of Directors shall be held at any place, within or without the State of Florida, designated by the person or persons entitled to give notice of or otherwise call the meeting. Meetings of the Board of Directors shall be called by the President or the Band Director, and shall be held no less than once a month to assist the Band Director with the operations of the Band Program. A majority of the Directors present, regardless whether a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of an adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the Directors who were present. Members of the Board of Directors (and any Executive Committee) may participate in a meeting of the Board (or any Executive Committee) by means of a telephone conference or similar communications equipment through which all persons participating may simultaneously hear each other during the meeting; participation by these means constitutes presence in person at the meeting.

Section 12. Notice of Meetings. Regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting, so long as the date, time and place of such meetings are fixed generally by the Board of Directors. Special meetings of the Board of Directors must be preceded by at least one day's written notice of the date, time and place of the meeting. The notice need not describe either the business to be transacted at or the purpose of the special meeting.

Section 13. Waiver of Notice. Notice of a meeting of the Board of Directors need not be given to a Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of that meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting and the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting or

promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. The waiver of notice need not describe either the business to be transacted at or the purpose of the special meeting.

Section 14. Director Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (or Executive Committee) may be taken without a meeting if the action is taken by the written consent of all members of the Board of Directors (or Executive Committee). The action must be evidenced by one or more written consents describing the action to be taken and signed by each Director (or Executive Committee member), which consent(s) shall be filed in the minutes of the proceedings of the Board. The action taken shall be deemed effective when the last Director signs the consent, unless the consent specifies otherwise.

ARTICLE VII

OFFICERS

Section 1. Officers. The Corporation shall have a President, a Secretary, a Treasurer, 1st Vice President (fundraising), 2nd Vice President (operations), 3rd Vice President (Color Guard) and 4th Vice President (Color Guard). Such other officers and assistant officers and agents as may be deemed necessary or desirable may be appointed by the Board of Directors from time to time. Any two or more offices may be held by the same person. The Officers, with the Band Director, comprise the Board of Directors.

Section 2. Election or Appointment. The election or appointment of Officers shall be pursuant to the process described in Article VI, section 5.

Section 3. Duties. The officers of the Corporation shall have the following duties:

(A) The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors and the General Membership or may designate another person to act as presiding officer. The President shall perform all duties as the Board of Directors shall from time to time reasonably designate and shall be subject to the direction of the Board of Directors. The President shall appoint or delegate the appointment of all committees deemed necessary to carry out the organization's functions and objectives and serve as ex-officio member of all committees. The President works closely with the Band Director and the Board of Directors to oversee all band operations.

(B) The First Vice President shall be responsible for fund raising, act as an aide to the President, perform duties assigned by the President, appoint or delegate, with the President's approval, all committees deemed necessary to carry out the organization's fund raising functions and objectives, and serve as ex-officio member of all fund raising committees. He/she shall perform the duties of the President in his/her absence.

(C) The Second Vice President shall be responsible for all Band Operations, appoint or delegate, with the President's approval, all committees deemed necessary to carry out the organization's operation functions and objectives. The Second Vice President shall also coordinate the field crew and acts as an aid and performs duties assigned by the President or Band Director.

(D) The Third Vice President shall (1) be responsible, with the Fourth Vice President, for all Color Guard Operations, (2) appoint or delegate, with the President's approval, all committees deemed necessary to carry out the organization's operation functions and objectives, including marching season and Winter Guard.

(E) The Fourth Vice President shall (1) be responsible, with the Third Vice President, for all Color Guard Operations, (2) appoint or delegate, with the President's approval, all committees deemed necessary to carry out the organization's operation functions and objectives, including marching season and Winter Guard.

(F) The Secretary shall keep the minutes of all meetings; keep a continuing history of CCHSBPA actions in a loose-leaf form which shall contain all financial reports, business conducted by the Board and the General Membership and other pertinent information. The Secretary will have all current year records present at all Board and General Membership meetings. The Secretary shall also act as an aide to perform other related duties assigned by the President or Band Director. The Secretary shall conduct all correspondence of CCHSBPA as directed by the President, the Board of Directors or the Band Director. The Secretary shall also serve as the CCHSBPA's Public Relations Coordinator. Duties include coordinating newsletters, E-mail BLASTS, and website and press releases as approved by Cooper City High School administration.

(G) The Treasurer shall handle all monies of the CCHSBPA, keep a correct record of all receipts and disbursements, and amount on hand; shall assist the Board of Directors in the annual budget preparation; have the books available and present a financial report at each regular General Membership and Board of Directors meetings; deposit all funds in a reliable bank chosen and approved by the Board of Directors in the legal name of CCHSBPA; and submit to the Board and General Membership a written financial report at the end of each school year for their approval. The Treasurer shall also submit the annual corporate report to the State of Florida, which is due by May 1st of each year.

Section 4. Resignation of Officer. An officer may resign at any time by delivering written notice to the Board of Directors. The resignation shall be effective upon receipt, unless the notice specifies a later effective date. If the resignation is effective at a later date and the Board of Directors accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor officer does not take office until the future effective date.

Section 5. Removal of Officer. The Board of Directors may remove any Officer at any time with or without cause upon a majority vote, and pursuant to the procedure described in Article VI, Section 7.

Section 6. Compensation. The Officers shall serve in such capacity without compensation.

ARTICLE VIII

COMMITTEES

Section 1. Standing Committees. The standing committees shall consist of the following:

1. Freshman Class Rep
2. Sophomore Class Rep
3. Junior Class Rep
4. Senior Class Rep
5. Uniforms
6. Operations
7. Chaperone Coordinator
8. Volunteer Coordinator
9. Fundraising
10. Newsletter
11. Website and E-mail BLASTS
12. Transportation
13. Concerts

Section 2. Composition. Each General Member is expected to serve on at least one committee during the school year. Service on more than one committee is at the individuals' discretion.

Section 3. Duties. The Board of Directors will select a chairperson responsible for leading any committee meetings and presenting the results of these meetings to the Board of Directors and/or General Membership. The class committees will need two chairpersons for each class.

Section 4. Meetings. Each committee is expected to meet as required to address the needs of the Band as communicated by the Band Director, the President and/or Board of Directors.

ARTICLE IX

CORPORATE RECORDS

Section 1. Corporate Records.

(A) The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors and General Membership, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

(B) The Corporation shall maintain, at its registered office in this state, a copy of its articles of incorporation and its bylaws -- as amended, and accurate accounting records.

ARTICLE X

INDEMNIFICATION

Section 1. Right to Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (1) who is or was a Director and Officer of the Corporation, (2) who is or was an agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (3) who is or was serving at the request of the Corporation as its representative in the position of a Director, Officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or her or incurred by him or her in his or her capacity as such Director, Officer, trustee, partner, agent, employee or representative, or arising out of his or her status as such Director, Officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the Corporation would have the legal power to directly indemnify him or her against such liability.

Section 2. Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action, or proceeding, may be paid (and, in the case of Directors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be

indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3. Savings Clause. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each Director of the Corporation to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.

ARTICLE XI

MISCELLANEOUS

Section 1. Corporate Seal. The corporate seal of the Corporation shall be circular in form and shall include the name of the Corporation, the year incorporated, and the words “Florida,” “Corporate Seal” and “not-for-profit” embossed thereon.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each calendar year, unless otherwise fixed by resolution of the Board of Directors.

Section 3. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President, the Treasurer or such other officer(s) or agent(s) of the Corporation as shall be determined from time to time by resolution of the Board of Directors.

ARTICLE XII

AMENDMENT

These Bylaws may be altered, amended or repealed, by a two-thirds vote of the Directors present and voting at any meeting of the Board of Directors.

ARTICLE XIII

PERSONAL LIABILITY

The Directors and Officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, 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 the Corporation.

ARTICLE XIV

NON-DISCRIMINATION

It is the policy of the Corporation not to discriminate on the basis of race, color, religion, sex, sexual orientation or national origin in its selection of directors, officers or agents. The Board of Directors and Officers are required to implement this policy.

ARTICLE XV

ADOPTION AND AMENDMENT

These Bylaws are hereby adopted by the Board of Directors on March 29, 2007 and supersede any previously enacted Bylaws of CCHSBPA.