

BYLAWS

ARTICLE I - Offices

North Port High School Orchestra and Percussion Parent Association, Inc. , here-to known as the "Corporation", maintains its principal offices at **6400 West Price Blvd. North Port, Florida 34291**. The registered agent in charge thereof is the current President and Chairman of the Board of Directors.

ARTICLE II - PURPOSES AND DEFINITIONS

The purposes for which this Corporation is organized are the following:

Section 1.

The purpose of the NPHSO&PPA, Inc. is to support the educational skills and creative efforts of the students participating in the orchestra, percussion and marching arts programs at North Port High School and to further their efforts in working within the community to bring the services and volunteering of their organization to other nonprofit organizations. All contributions will go to activities that foster building self esteem and the development of a love of the music.

This non-profit Corporation will have all the powers as stated in Section 617.021, Florida Statutes 1991 and all acts amendatory thereof, including the Corporation's registration with the internal Revenue Service as a 501(c)(3) - 59-135-8912. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 2.

To establish and maintain charitable purposes as an institution providing services primarily for residents of Florida.

ARTICLE III - MEMBERSHIP

Section 1. The members of this Corporation will be those persons presently serving on The Board of Directors and such other persons as will from time to time be elected to the Board by a majority vote of a quorum of the Board of Directors and the general membership at any regular meeting or any special meeting called for such purposes.

Section 1.1 Voting. Each will have the right to vote on issues before the Directors, as provided in these Bylaws. In addition to the voting rights provided in these Bylaws, Directors will be entitled to vote upon any matter with respect to which the statutes require a vote of the Directors. Trustee membership is not transferable or assignable.

Section 1.2 Resignation and Removal. A board member may resign at any time by written notice filed with the Secretary. A member will be automatically removed, without action by the Board of Directors, upon ceasing to meet the qualifications for membership.

Section 1.3 Volunteers, Workers and Guests: The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. Those volunteering or working for this Corporation will be those serving the Corporation in at least one of its activities, including but not limited to the Corporation, Office Staff, or volunteers. They will participate in a variety of activities including but not limited to the following: ticket sales for our non-profit programs, set up and take down of displays and booths for educational literature and awareness programs, organization and administrative duties pertaining to our programs, networking with potential sponsors and general duties as designated by the Board of Directors. They will not be voting members of the Corporation.

ARTICLE IV - MEETINGS

Section 1. The annual meeting of the Corporation will be held during the month of **April** at a place and time designated by the President of the Corporation. Regular Meetings of the Board of Directors will be held at least quarterly at a time and place designated by the President. Special meetings may be called by the President or by written request of forty (40 %) of the Board of Directors.

Section 2. A written notice of each regular or special meeting will be given to all board members entitled to vote, by mail, phone, or email. It will be given at least five (5) days but not more than thirty (30) days prior to the date set for the meeting.

Section 3. Each member of the Corporation will be entitled to cast one vote on any matter identified by the Board of Directors as impacting the entire membership. All matters will be decided by a majority vote of the quorum of members present.

Section 4. At all regular and special meetings of the members of the Corporation a majority of the members entitled to vote will constitute a quorum for the transaction of business.

Section 5. The **fiscal** year of the Corporation will be from **June 1** through **May 31** each year.

Section 6. A yearly schedule of meetings will be distributed at the first meeting of the calendar year.

Section 7. Voting by Proxy Not Permitted.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The Board of Directors will be the governing body of the Corporation. The business and affairs of the Corporation will be managed by or under the direction of the Board of Directors which may exercise all such powers of the Corporation and do all such acts and things as are not prohibited by the General Corporation Law of the State of Florida nor by the Articles of Incorporation nor by these Bylaws directed or required to

be exercised or done by the members. The President of the Corporation will serve as Chairman of the Board of Directors and as Chairman of the Executive Committee.

Section 2. The Board of Directors will appoint or hire volunteers or employees respectively. Reviews of all employees will be conducted after three months of initial service and thereafter twice a year. In the case of disciplinary action, reviews can be held more often.

Section 3. Members of the Board of Directors will be persons who, at the time of their Election to the Board of Directors, are or will have been previously volunteers of the Corporation: provided however exceptions to this requirement may be made from time to time to secure the election to the Board of persons having special qualifications needed by the Corporation and not otherwise available from among current volunteers.

Their number will not exceed twelve (12) and they will be elected on a rotating basis of one half (1/2) of the total membership each year, each member to serve a term of one **(1) year**; members may be reelected to successive terms, without limit. Any unexpired term may be filled by the Board of Directors at any regular meeting.

Section 4. **Elections** will be held at the annual meeting in **April**. Nomination for all positions (candidates must be 18 years or older) may be made from the floor, but only with express consent of the person or persons nominated.

Section 5. From a slate of nominees presented at the **March** meeting of the Corporation, the Board of Directors will elect from its membership the **Executive Committee** of the Board, comprised of, but not limited to, the **President, Vice President, Secretary, Treasurer, and/or Corresponding Secretary**. Each member of the Executive Committee will serve a **one year term** and may be elected to successive terms without limit. Any vacancies occurring on this Committee may be filled by the Board of Directors.

Section 6. The Executive Committee will have all the power and authority of the Board of Directors in the interim between regular Board meetings, and its acts, by majority vote of the entire membership of the Executive Committee will be binding upon the Corporation; provided, however the Executive Committee will exercise this authority only with respect of those matters deemed by the President or by a majority of the Executive Committee, to be of sufficient importance to require a decision and action prior to the next regularly scheduled meeting of the Board of Directors. The Executive Committee will recommend action by the Board of Directors with respect to any matter affecting the Corporation.

Section 7. An affirmative vote of a majority of the Board of Directors present and attending (**a quorum, which is a majority of the Board of Directors**) will be required to elect officers, board members, and to conduct Corporation business .

Section 8. Any member of the Board of Directors, with three (3) unexcused absences from regularly scheduled meetings of the Board in any fiscal year, will automatically be

dropped as a member of the Board. Absences may be excused for just cause and may be registered verbally, or in writing prior to scheduled meetings.

Section 9. The Board of Directors and/or the Executive Board may authorize any person or persons to enter into and execute any instrument in the name of and on behalf of the Corporation as determined by the Board of Directors in the operating procedures.

ARTICLE VI - OFFICERS

Section 1. The officers of the Corporation may be the President, Vice President, Secretary, Corresponding Secretary and Treasurer. All officers will be elected by the Board of Directors at the **April** meeting of the Corporation. Each will serve a **one-year term** and can be elected to successive terms. He/she will continue in that post following that term until a successor is appointed or elected. The terms of office for officers, Executive Committee, and standing committees of the Corporation will be effective concurrently with the date of the annual meeting. Officers may run for additional terms in the same office.

Section 1.1 - Compensation

- a. Compensation of Officers will be subject to ratification by the Board of Directors.
- b. Terms for compensation will be based upon the Board's prior approval in writing as to the amount of payment and date of said compensation.
- c. Compensation will abide by the established conflict of interest policy adopted by the Board of Directors (Article X, Sections 12 and 12.1).

Section 2. At the regular meeting held in **November**, the President will appoint a **Nominating Committee** of three members, who are members in good standing within the Corporation for at least one year. The Committee will consider, compile and present a slate of proposed members of the Board of Directors, Officers of the Corporation, and the Committees at a regular meeting of the Board of Directors in **March** (preceding the annual meeting of the Corporation in **April**). In preparing a slate of nominees, the Committee will be guided by the qualifications for the Directors described in Article V, Section 3. Additional nominations from the floor will be permitted at the **March** meeting. The members of this Committee may be appointed from year to year.

Section 2.1 Voting. Each Board Member will have a single vote. A simple majority of the Board is required to bring a decision to the membership for adoption. A decision brought before the membership will permit discussion with the membership prior to a vote by those members in good standing. The President will vote only in case of a tie.

Section 3. The **President** will be the Chief Executive Officer of the Corporation and will perform the duties usually associated with such office. He/she will also serve as the Chairman of the Board of Directors and the Executive Committee, and be an ex-officio member of all committees except the nominating committee.

Section 4. The **Vice President** will perform all of the duties of the President in his/her absence. He/She will perform such other duties as may be assigned to him/her by the President and/or the Board of Directors.

Section 5. The **Secretary** will be the custodian of the Corporate Certification of the Corporation. He/She will also record and give notice of all meetings of the Corporation, take attendance, attest to all signatures on legal documents of the Corporation, and perform such other duties as assigned by the Board of Directors and the Executive Committee. He/She may be assigned by the Board an assistant to serve in his/her absence. In addition, the Secretary's responsibilities will include:

- (a) Keep a current list of the names, addresses, e-mail addresses, and telephone numbers of all the Corporation members.
- (b) Handle correspondence for the Corporation and maintain that correspondence in the Corresponding Secretary's file.
- (c) Maintain minutes of all regular, special, and Board of Directors' meetings.
- (d) Perform the duties of the **Corresponding Secretary** should this position not be filled.

Section 6. The **Treasurer** will be the custodian of all funds and securities of the Corporation and he/she will be responsible for the recording of all Corporation financial transactions and will submit a report of the financial condition of the Corporation to the Board of Directors at each quarterly meeting and an annual financial report at the annual meeting in **April**.

The Treasurer will be responsible for forming a committee in the preparation of a proposed annual budget, which is to be submitted to the Directors in **March** of the preceding budget year for review. The directors will vote on the proposed budget at the annual meeting (majority needed for passage). The President, under the direction of the Treasurer, or the Treasurer, will deposit all funds in a depository selected by the Board of Directors. Funds will be disbursed from such accounts on the signature of any of the following officers: President, Vice President, and Treasurer.

The Treasurer will be responsible for the preparation of all required government returns and reports. The Treasurer may be assigned by the Board or the Executive Committee, an assistant to serve in his/her absence. He/she may be similarly assigned a qualified bookkeeper to perform the bookkeeping services. The Treasurer's accounts and records will be reviewed annually by a firm of certified public accountants selected by the Board of Directors.

Section 7. The **Corresponding Secretary** will keep a current list of the names, addresses, and telephone numbers of all the Corporation members, handle correspondence for the Corporation and maintain that correspondence in the Corresponding Secretary's file, and in the absence of the Recording Secretary, maintain minutes of all regular, special, and Board of Directors' meetings.

Section 8. Prohibited Actions.

No loans or disbursements will be made by the Corporation to any members of the Board of Directors. Directors may be reimbursed for reasonable, ordinary and necessary travel and other out-of-pocket expenses incurred in their duties as director. Nothing contained in this section will be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation.

Section 9. Delegation of Duties.

In case of the absence of any officer of the Corporation, or for any other reason which may seem sufficient to the Board of Directors, the Board of Directors may, for the time being, delegate his or her powers and duties, or any of them, to any other officer or to any director.

Section 10. Subordinate Officers.

The Board of Directors may appoint such Assistant Secretaries, Assistant Treasurers, and other officers, and such agents as the Board may determine, to hold office for such period, and with such authority, and to perform such duties as the Board may from time to time determine. The Board may, by specific resolution, empower the Chief Executive Officer, (President), of the Corporation or the Executive Committee to appoint any such subordinate officers or agents.

Section 11. Removal.

The President, the Vice President, the Secretary, Corresponding Secretary, Treasurer and/or a trustee or another officer may be removed at any time, either with or without cause, but only by a two-thirds affirmative vote of directors at a time specified by the Board of Directors. Any subordinate officer appointed may be removed at any time, either with or without cause, by a two-thirds vote of the directors present at any meeting of the Board or by any committee or officer empowered to appoint such subordinate officers.

ARTICLE VII - STANDING COMMITTEES

The President will appoint all standing committees annually at the beginning of his/her term of office.

Section 1. The Chairman of the Finance and Audit Committee will be the Treasurer. This committee will review the budgets proposed by the various departments and officers of the Corporation and will submit its budget to the Executive Committee prior to the annual meeting. The Chairman will submit the final budget to the Board of Directors and the general membership at the annual meeting for approval. The Committee will also review investments held by financial institutions for the benefit of the Corporation and will report its findings to the Board of Directors.

Section 2. The By-Laws Committee will study the Articles of the Corporation and its By-Laws from time to time with the purpose of proposing amendments, additions and changes as it deems appropriate. All proposals and recommendations of this Committee will be submitted to the Executive Committee through the President for submission to the Board of Directors.

ARTICLE VIII - BOOKS AND RECORDS

Section 1. Location.

The books, accounts and records of the Corporation may be kept at such place or places within or outside the State of Florida as the Board of Directors may determine.

Section 2. Inspection.

The books, accounts, and records of the Corporation will be open to inspection by any member of the Board of Directors at all times; and open to inspection by the members at such times, and subject to such regulations as the Board of Directors may prescribe, except as otherwise provided by statute.

Section 3. Corporate Records.

The corporate records will contain the name of the Corporation, the word "Florida" (State of Corporation) and the year of Incorporation. In addition, there will be the State registration and the Federal Determination Letter registration numbers that will affirm the organization's valid registration with State and Federal authorities.

ARTICLE IX - INDEMNIFICATION

Section 1. This Corporation will indemnify to the fullest extent permitted by law any of its officers or Directors who was or is a party to any proceeding, against liability incurred in connection with such proceeding as such officer or trustee. Expenses in connection with such proceeding, including appeal thereof, will be advanced by the Corporation to the extent permitted by law. No indemnification will be made pursuant to the provisions of this article in circumstances in which indemnification is prohibited by law.

Section 2. The Board of Directors may authorize indemnification of other agents, employees, and volunteers upon such terms and conditions as the Board of Directors will deem appropriate, and may enter into agreements therefore with any of such persons. Such agreements may provide for the advance of expenses in connection with proceedings and the appeal thereof in which such persons are involved because of their connection with the Corporation.

Section 3. The Corporation will have the power to purchase and maintain liability insurance on behalf of any person who is or was a trustee, officer, employee, agent, or volunteer of the Corporation or who is or was acting on its behalf at its request, whether or not the Corporation would have the power to indemnify such person under the provisions of this article.

Section 4. Indemnification and advancement of expenses as provided herein will continue, unless otherwise provided when such indemnification was authorized or ratified, to persons who have ceased to be Directors, officers, employees, agents, or volunteers of the Corporation, and will inure to the heirs and personal representatives of such persons.

Section 5. The provisions of this article will not create any right of subrogation to any person, firm or Corporation against this Corporation, its officers, Directors, employees, agents or volunteers.

Section 6. It is the intent of this article to provide the maximum indemnification possible under applicable law in order to help induce competent persons to serve on behalf of the Corporation. The rights of officers, Directors, employees, agents and volunteers herein specified will be in addition to any other rights such persons may have under the Articles of Corporation or under the laws of the United States and the State of Florida, subject only to the provisions of Section 2 hereof, it is specifically intended hereby to authorize and direct indemnification to the extent permitted or required by law, including but not limited to Section 607.0850, Florida Statutes, 1991, other statutes and case law of the State of Florida and the United States, as all of the same now exist and as they may, in the future be modified or amended.

Section 7. If any part of this article will be found by a court of competent jurisdiction to be invalid or ineffective in any action or proceeding, the validity and effect of the remaining parts hereof will not be affected.

ARTICLE X - MISCELLANEOUS PROVISIONS

Section 1. Depositories.

The Board of Directors or an officer designated by the Board will appoint banks, trust companies, or other depositories in which will be deposited from time to time the money or securities of the Corporation.

Section 2. Checks. Drafts and Notes.

All checks, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Corporation will be signed by such officer or officers or agent or agents as will from time to time be designated by resolution of the Board of Directors or by an officer appointed by the Board.

Section 3. Contracts and Other Instruments

The Board of Directors may authorize any officer, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 4. Notices.

Whenever under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws notice is required to be given to any director or member, it will not be construed to mean personal notice, but such notice may be given in writing, mail or by e-mail addressed to such director or member at such address as appears on the records of the Corporation, or, in default of other address, to such director or member, and such notice will be deemed to be given at the time when the same will be thus mailed or delivered by a telecommunications company.

Section 5. Waivers of Notice.

Whenever any notice is required to be given under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, will be deemed equivalent to notice. Attendance of a person at a meeting will constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the members, directors or members of a committee of directors need be specified in any written waiver of notice.

Section 6. Stock in Other Corporations.

Any shares of stock in any other Corporations which may from time to time be held by this Corporation may be represented and voted at any meeting of shareholders of such Corporations by the President, or by any other person or persons thereunto authorized by the Board of Directors, or by any proxy designated by written instrument of appointment executed in the name of this Corporation by its President.

Section 7. Investments.

Unless otherwise specified by the terms of a particular gift, bequest or device, grant or other instrument, the Funds of the Corporation may be invested, from time to time, in such manner as the Board of Directors may deem advantageous without regard to restrictions applicable to Directors or trust funds; provided, however:

- (a) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code; and
- (b) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

Section 8. Self-Dealing.

The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

Section 9. Distribution of Income.

If the Corporation is not a private operating Corporation as defined in Section 4942(j)(3) of the Code, the Corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax and undistributed income imposed by Section 4942 of the Code.

Section 10. Certain Expenditures.

The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 11. Dissolution of Corporation

Upon dissolution of the Corporation, the Board of Directors will dispose of the assets of the Corporation in such a manner, or to such organizations operated for charitable purposes as will qualify at the time as exempt organizations under Section 501(c)(3) of the

IRS code, or the law in effect at the time. Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, if the named beneficiary at the time of dissolution may not be qualified, may not be in existence, or may be unwilling or unable to accept the assets of the dissolving organization, the remaining assets will be distributed to a non-profit fund, Corporation, or Corporation which is organized and operated exclusively for charitable, educational, religious, and scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section 12. Conflict Of Interest

No officer, Director, or member of the Corporation will have a direct or indirect financial interest in the Corporation's interest when it is contemplating entering into a transaction or arrangement that might result in a possible excess benefit transaction. This policy, which has been adopted by resolution of the governing board, is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 12.1 Violations of the Conflicts of Interest Policy

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

Section 13. Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Section 14. Whistle Blower Policy

The Corporation is committed to high standards of ethical, moral, and legal business conduct. In line with this commitment, and the Corporation's commitment to open communication, this policy aims to provide an avenue for members to raise concerns and reassurance that they will be protected from reprisals or victimization for whistleblowing.

This whistleblowing policy is intended to cover protections for you if you raise concerns regarding the Corporation. Such concerns include:

- incorrect financial reporting;
- unlawful activity;
- activities that are not in line with Corporation policies, including the Code of Business
- Conduct; or activities, which otherwise amount to serious improper conduct.

Safeguards

- Harassment or Victimization - Harassment or victimization for reporting concerns under this policy will not be tolerated.

Confidentiality - Every effort will be made to treat the complainant's identity with appropriate regard for confidentiality.

Anonymous Allegations - This policy encourages employees to put their names to allegations because appropriate follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously will be explored appropriately, but consideration will be given to:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from attributable sources.
- Bad Faith Allegations - Allegations in bad faith may result in disciplinary action.

Procedure:

1. Process for Raising a Concern. All concerns must be expressed in writing in a timely manner (within a week of the incident). Specific details, dates and corroboration (evidence) should be included in a timeline of events.
2. Reporting - The whistleblowing procedure is intended to be used for serious and sensitive issues. Such concerns, including those relating to financial reporting, unethical or illegal conduct, may be reported directly to our general counsel.

ARTICLE XI - AMENDMENT, RULES OF ORDER

Section 1. These Bylaws may be amended from time to time under the following procedures.

- (a) All proposed changes are to be submitted in writing to the Board of Directors with a statement setting forth the reasons for the change.
- (b) After consideration by the Board of Directors, the proposed changes will be submitted, together with its recommendation to the membership.
- (c) Notice of any proposed amendment will be given at least ten (10) days prior to the annual meeting or special meeting called for such purpose. Notice will be by mail or email.
- (d) Amendments to the Bylaws will be approved by two-thirds of the Board of Directors present and voting and subsequently by a majority of the membership present at the appropriate meeting.

Section 2. Roberts Rules of Order, Revised, will govern the parliamentary procedure of all meetings of the Board of Directors, the Executive Committee and the membership.

Section 3. Upon their approval, the Bylaws will become effective on: _____.

Adoption Date:

Revision Date:

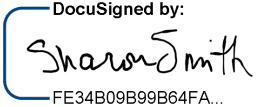
NPHSO&PPA, Inc.

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EIN: 81-5472116

Print Name: Sharon Smith

Print Name: Jaquelyn Singh

Signature:  FE34B09B99B64FA...

Signature:  D0A823DA6366413...

Title: President

Title: Vice President

6/28/2022

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