

THE EWING MUSIC PARENTS ORGANIZATION

Incorporated As EWING INSTRUMENTAL PARENTS ORGANIZATION, INC.

ARTICLES OF INCORPORATION

NAME

The name of this organization shall be: "Ewing Instrumental Parents Organization, Inc." of Ewing High School located in Ewing Township in Mercer County. Said organization is organized exclusively for charitable and education purposes including for such purpose as the making of distributions to organization that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future tax code. It is a non-profit organization.

PURPOSE

Ewing Instrumental Parents Organization, Inc. (know also in this document as "EIPO", "TEMPO" or the "Organization") was incorporated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, particularly, to promote the appreciation of, and education about music and the performing arts at Ewing High School ("EHS"). EIPO will work closely with the Ewing High School ("EHS") faculty to coordinate volunteer efforts to support the performing arts programs. Additionally EIPO will raise financial support for the Ewing High School performing arts program's performance, educational activities and educational trips. EIPO will be a parent volunteer run organization and will have no employees. EIPO is also known at EHS and the Ewing community as The Ewing Music Parents Organization ("TEMPO") but it has not yet registered an alias or name change.

ARTICLE I

Any parent or guardian of a music student may join the Organization at no cost. The Ewing Instrumental Parent Organization will not have any initiation fee or monthly dues.

ARTICLE II

Meetings will be held monthly during the school year according to a pre-determined schedule distributed to membership. The Executive Board shall hold an official business meeting the first month of the school year. Successive meetings of the Executive Board will be held as needed and called by the President.

ARTICLE III

The Organization shall be governed by a Board of Trustees consisting of a President, Vice President, Secretary, Treasurer, Sgt. At Arms and (3)three Trustees at Large serving one year terms. Elections shall be annual.

ARTICLE IV

Amendments may be made to this Constitution and By Laws at any time by $\frac{3}{4}$ majority of the Executive Board upon discussion and notification to members. The change shall be read, with opportunity to comment, at 2 consecutive meetings prior to the change.

ARTICLE V

In compliance with the 1989 Amendment to the Nonprofit Corporation Act to foster community involvement, The Officers and Trustees shall not be personally liable to the corporation or its members for damages for breach of duty as permitted by Law.

ARTICLE VI

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to is members, trustees, officers, or other private persons, except that the organization can be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distribution in furtherance of the purposed set forth in the propose clause hereof. No substantial part of the activities of the organization shall be for the carrying on of propaganda or otherwise attempting to influence legislation and the organization shall not participate in or intervene in (including the publishing of distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision in the document the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code or, (b) by an organization contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future Federal tax code.

ARTICLE VII

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future Federal tax code or shall be distributed to the Federal Government or to a State or Local Government for a public purpose. Any such asset not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principle office of the organization is then located, exclusively for such purposes or to such organization or organizations , as said Court shall determine, which are organized and operated exclusively for such purposes.

THE EWING MUSIC PARENTS ORGANIZATION

Incorporated As

EWING INSTRUMENTAL PARENTS ORGANIZATION, INC.

BY-LAWS

SECTION 1 - DEFINITIONS

The following terms used in these Bylaws shall have the meanings set forth below.

- A. “Act” means the New Jersey Nonprofit Corporation Act.
- B. “Board” means the Board of Trustees of the Corporation.
- C. “Corporation” means EWING INSTRUMENTAL PARENTS ORGANIZATION, INC.
“Officer” means a person elected by the Board to manage the day-to-day operations of the Corporation pursuant to Section 15A:6-15 of the Act.
- D. “Trustee” means an individual serving on the Board.

SECTION 2 – PURPOSES

The purposes of the Corporation are as set forth in its Certificate of Incorporation.

SECTION 3 – OFFICERS AND TRUSTEES

- 3.1 The Corporation is not a membership corporation and shall have no members entitled to vote on any matter or for any other reason.
- 3.2 Board of Trustees. The business and affairs of the Corporation shall be managed under the direction of the Board. The powers of the Corporation shall be exercised by, or under the authority of, the Board except as otherwise provided by the Act, the Certificate of Incorporation, these Bylaws, or a resolution adopted by the Board.
- 3.3 Number and Election of Trustees. The Board shall consist of a minimum of three (3) and maximum of eight (8) Trustees. The Trustees shall be elected by the Board at the annual meeting of the Board.

3.4 Term of Office. Each Trustee shall be elected for a term of one year and shall hold office until (a) the later of the expiration of the term for which he or she was elected or until his or her successor has been elected and qualified, or (b) his or her earlier death, resignation, or removal.

3.5 Procedure for Nomination of Candidates for Trustee. The chair of the meeting shall announce at a General Meeting the number of Trustees and Officers to be elected at the meeting, shall declare that the nominations of candidates for election as Trustee are open, and shall call for nominations from the floor. Any attendee at the meeting may make nominations. Nominations need not be seconded but must be accepted by the nominee. After nominations have been made, the chair of the meeting shall, on motion, declare the nominations closed, and thereafter no further nominations may be made. After the nominations have been closed, the Trustees shall cast their votes.

3.6 Vacancies. Vacancies in the Board, including vacancies resulting from (a) an increase in the number of Trustees, or (b) the death, resignation, or removal of a Trustee, shall be filled by a majority vote of the remaining Trustees, even if less than a quorum. Each person so elected shall be a Trustee to serve for the balance of the term of the vacant position.

3.7 Removal of Trustees. Any Trustee may be removed from office, without assigning any cause, by a majority vote of the Trustees at any meeting of the Board. If any Trustee is removed, the resulting vacancy may be filled by the Board at the same meeting.

3.8 Resignations. Any Trustee may resign at any time by giving written notice to the Secretary. The resignation shall be effective upon receipt by the Secretary or at such subsequent time as may be specified in the notice of resignation.

3.9 Compensation of Trustees. No Officer or Trustee of the Corporation will receive compensation from the Corporation.

3.10 Voting Rights. Each Trustee, Officer, or member of the Board shall be entitled to one vote.

SECTION 4 OFFICERS

PRESIDENT: The President shall preside at all meetings, see that the officers perform their duties and solicit assistance for all committees that are not otherwise provided for. The President shall be a member ex-officio of all committees.

VICE PRESIDENT: The Vice President, in the absence of the President or when called on shall perform the duties of that office.

SECRETARY: The Secretary shall keep a correct record of the proceedings. He/she shall attend to all correspondence.

TREASURER: The Treasurer shall receive all money, pay bills ordered by the Organization, keep records and render an accurate account monthly of all accounts.

SGT. AT ARMS: The Sgt. At Arms shall call all meetings to order and preserve order during meetings.

TRUSTEES: There may be up to three Trustees at large. The Ewing High School Music Director and Choir Director will serve as Ex Officio members and are not elected by the Board. Trustees shall be able to fill in for any executive officer who is absent from any meetings.

SECTION 5 MEETINGS

5.1 Regular Meetings. Meetings will be held monthly during the School year. The Board may hold its regular meetings at such place and time as shall be designated by resolution of the Board. The executive board shall hold an official business meeting in the 1st month of the new school year.

5.2 Special Meetings of the Board. The President or the Board of Trustees may call special meetings of the Board which shall be held at such time and place as shall be designated in the call for the meeting.

5.3 Quorum. A majority of Trustees shall constitute a quorum for the transaction of business. The acts of a majority of the Trustees present and voting at a meeting at which a quorum is present shall be the acts of the Board.

SECTION 6 – CONFLICTS OF INTEREST

Any trustee, officer, Board of Trustees Committee member, or key manager of the Organization (an “Interested Person”) who has an ownership or investment interest in, or a compensation arrangement with, any entity or individual with which the Organization has or is negotiating a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, such entity or individual (a “Financial Interest”), shall disclose this interest or arrangement to the Organization’s Board of Trustees (the “Board”).

After a potential conflict with an Interested Person is disclosed, the Board (other than the Interested Person) shall meet and discuss and vote upon whether a conflict of interest exists.

If the Board determines a conflict of interest exists, the Board (other than the Interested Person) shall determine whether the Organization can obtain a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine whether the transaction or arrangement is in the Organization’s best interest, for its own benefit, and whether it is fair and reasonable.

If the Board or Committee 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. If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

The minutes of meetings in which conflicts of interest are discussed shall contain the name of any Interested Person who has a Financial Interest in connection with a proposed transaction or arrangement under consideration by the Board or Committee, the nature of such Financial Interest; the names of the Board members who were present for discussions and votes relating to the Financial Interest and possible conflict of interest, and the content of the discussions, including any alternatives to the proposed transaction or arrangement.

SECTION 7 – LIMITATION OF LIABILITY

As provided for in the Corporation’s Certificate of Incorporation, no Trustee of the Corporation shall be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, except for liabilities arising from any breach of duty based upon an act or omission (1) in breach of the duty of loyalty to the Corporation, (2) not in good faith or involving a knowing violation of law; or (3) resulting in receipt by such Trustee or Officer of an improper personal benefit. Neither the amendment or repeal of this Section 7 shall eliminate or reduce the protection offered by this Section 7 to a Trustee of the Corporation in respect to any matter which occurred, or any cause of action, suit or claim which but for this Article would have accrued or arisen prior to such amendment, repeal or adoption.

SECTION 8 – ANNUAL REPORT

The President or a designee thereof shall file an annual report with the office of the Secretary of the State of New Jersey, pursuant to the requirements of Section 15A:4-5 of the Act.

SECTION 9 – CORPORATE RECORDS

The Corporation shall keep (a) an original or duplicate record of the proceedings of the Board and committees of the Board, (b) the original or a copy of its Bylaws, including all amendments thereto to date, certified by the Secretary, (c) a list of the names and business addresses of its current Board and officers, (d) a copy of the most recent annual reports delivered to state and federal officials, and (e) appropriate, complete, and accurate books or records of account, at its registered office or at its principal place of business. The Corporation shall ensure that its IRS Forms 990, annual reports and financial statements are complete and accurate and are posted to the Corporation’s website or otherwise made available to the public.

SECTION 10 OPERATING POLICIES

- 10.1 Fund-raising is not a mandatory requirement for parents and students.
- 10.2 The Organization will provide fundraising events during the school year.

10.3 Funds raised by each student will be tracked for that student and recorded by the Treasurer. Funds contributed or otherwise raised in support of program activities or student participation in the EHS Music program are nonrefundable.

10.4 Upon graduation, funds tracked to a student's activities may be allocated to support another student's activities in the Organization (by example, a sibling or friend). Funds not allocated after 1 year will be used to support the organization's charitable purpose in accordance with the Articles of Incorporation.

10.5 If a student fails to hand in money or leftover property from a fundraising event the Organization shall notify the parents, school and the police.

10.6 If a student was in violation of SECTION 9.5, he/she will not be able to participate in the following years fundraisers.

10.7 The Organization doesn't endorse door to door sales in any fundraising event.

10.8 The spring trip destination will be at the choosing of the Music Directors.

10.9 Trip Chaperones are voluntary. They will not receive a free trip and the number of chaperones is based on student participation and established by the policies of the Ewing Board of Education. The Organization President and the Music directors will select the chaperones.

10.10 The Organization shall notify the Ewing High School Activities Director of the Fundraising events scheduled for the school year.

SECTION 11 AMENDMENTS

Amendments may be made to this Constitution and By Laws at any time by three-quarter ($\frac{3}{4}$) majority of the Executive Board upon discussion and notification to members. The change shall be read, with opportunity to comment, at two consecutive meetings prior to the change.

AMENDMENTS

A-1

Parents/Guardians who bounce checks will reimburse the Organization with a Certified check or money order. It will include any additional bank charge payment.

A-2

Any funds left over from a fundraiser will be designated to an account which benefits student participation in the Music Program or an activity or program of the Organization.

A-3

The Constitution and By-Laws will be read at the 1st meeting of the school year.

A-4

Beginning in the fall of 2001 the Ewing High School Choir will join the Organization and the Organization will be known as: "The Ewing Music Parents Organization"

A-5

All monies collected by the Ewing Instrumental Parents Organization through fundraising or any other means will be deposited in the general bank account maintained by the organization for its operations, trips and other related expenses. Ewing Instrumental Parents Organization will not maintain accounts for individual members or separate accounts for other purposes.

Amendments Approved October 16, 2006

THE EWING MUSIC PARENTS ORGANIZATION

