

**AMENDED BY-LAWS OF
CENTENNIAL HIGH SCHOOL FRIENDS OF MUSIC INC.**

(A MARYLAND NON-STOCK NON-PROFIT CORPORATION)

ARTICLE I - NAME AND PRINCIPAL OFFICE

- (A) The name of this Corporation is CHS Friends of Music (CHSFM).
- (B) The principal office of the Corporation shall be Centennial High School, 4300 Centennial Lane, Ellicott City, MD 21042.

ARTICLE II - FISCAL YEAR

The Fiscal year of the Corporation shall be determined at the discretion of the CHSFM Board of Directors, but in the absence of any such determination it shall be July 1 to June 30.

ARTICLE III - OBJECTIVES

- (A) The objective of the Corporation shall be to stimulate student, parent, and community interest and participation in the Centennial High School music programs, promote fundraisers for the continued operation of the music programs, and aid the music directors and school administration whenever possible for the harmonious operation of the music programs.
- (B) The music programs shall include any musical groups that the Centennial High School Band, Choral, and Orchestra Music Directors may form to meet the needs of the students.
- (C) The Corporation shall provide and maintain uniforms, costumes, accessories, and instruments, which are not provided by the Board of Education. All property acquired by the Corporation for the music program shall be donated and considered the sole property of the Centennial High School Music Department and the School Administration, not the property of the Corporation. The Corporation shall also assist the Music Directors with arranging transportation to and from music program activities.
- (D) The Corporation shall at no time seek to direct the activities or control the policies of the Centennial High School music programs.

ARTICLE IV - DIRECTORS

- (A) General Powers. The business and affairs of the Corporation shall be managed by the CHSFM Board of Directors.
- (B) Number and Term of Office. The CHSFM Board of Directors shall consist of all elected officers of the Corporation, Chairpersons of the Standing committees, and the Centennial High School Band, Choral and Orchestra Directors. Each Officer shall hold office until the next Annual Meeting of the Board of Directors and until his or her successor is elected and qualified.
- (C) CHSFM Board of Directors may be removed and replaced by a majority of the Members present at a Special Meeting called for that purpose.

- (D) Annual Meeting and Special Meeting. The annual meeting of the CHSFM Board of Directors shall be held in the last quarter of each school year and to carry on such other business as may properly come before such meeting. Special Meetings may be called by any member of the Board.
- (E) Notice of Meeting. Notice of meetings of the CHSFM Board of Directors stating the place, day and hour of the meeting, and in the case of Special Meetings the purpose or purposes for which the meeting is called, shall be e-mailed to each CHSFM Director at least seven (7) days prior to the date of the meeting.
- (F) Action by CHSFM Directors. Any action required to be taken at a meeting of the CHSFM Directors, or any action which may be taken at a meeting of the CHSFM Directors, may be taken without a meeting by unanimous written consent of the CHSFM Directors.
- (G) Executive Committee of the Board. There shall be an Executive Committee of the Board of Directors consisting of the President, Treasurer, and Secretary. The President shall have the authority to call a meeting of the Executive Committee as needed for purposes of Section (H) of this Article IV. Notice shall be e-mailed to all members of the Executive Committee no later than three (3) days prior to the date of the meeting and shall state the purpose, place, day and hour of the meeting.
- (H) Action of the Executive Committee. In the event the President of the Corporation shall determine that an action required to be taken by the CHSFM Board of Directors must be taken within seven (7) days of the President becoming aware thereof, such action may be taken at a duly constituted meeting of the Executive Committee or by unanimous written consent of the members of the Executive Committee. Any such action shall be reported by the President to the Board of Directors at the next meeting of the CHSMB Board.
- (I) Waiver of Notice. Notwithstanding any other provision of these By-Laws, whenever notice of any meeting for any purpose is required to be given to any CHSFM Director under provisions of Maryland law or these By-Laws, a waiver thereof in writing signed by the CHSFM Director entitled to said notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. A CHSFM Director who attends a meeting shall be deemed to have had timely and proper notice of the meeting unless he attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE V OFFICERS

- (A) Election, Tenure, and Compensation. The Officers of the Corporation shall be a President, Treasurer, a Secretary, and such other Officers - e.g., one or more Vice Presidents, one or more Assistant Secretaries or Treasurers - as the CHSFM Board of Directors from time to time may consider necessary for the proper conduct of the business of the Corporation. The Officers shall be elected by the Members and shall serve at the pleasure of the Members. Any two (2) or more of the above offices, except that of President, may be held by the same person, but no Officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged or verified by any two (2) or more officers. Officers shall receive no compensation or salary unless expressly approved by the Members. Except where otherwise expressly provided in a contract duly authorized by the CHSFM Board of Directors, every Officer and Agent of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Members and all Officers. Agents and Employees shall hold office at the discretion of the CHSFM Board of Directors or of the Officers appointing them. Officers and

Members of the CHSFM Board of Directors shall be Members of the CHSFM as defined in these Bylaws.

- (B) President. The President shall be the Chief Executive Officer of the Corporation and shall have general charge and control of all its business affairs and properties. He or she shall preside at all meetings of the CHSFM Board of Directors unless the CHSFM Board of Directors shall, by a majority vote of a quorum thereof, elect a Chairman other than the President to preside at meetings of the CHSFM Board of Directors. The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He or she shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

The President shall preside at all meetings of the Corporation and the CHSFM Board of Directors, shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Corporation and CHSFM Board of Directors are carried into effect.

The President, or his appointed representative, shall be the sole representative of the Corporation to any other organization not covered in any other part of these By-laws.

The President shall present at each meeting of the Corporation a general report of the condition of the business of the Corporation.

The President shall call annual and special meetings of the Corporation in accordance with the requirements of law and these By-laws.

The President shall appoint all committee and ad hoc chairpersons (when necessary) and shall be an ex-officio member of all committees except the Nominating Committee.

The President shall collect meeting minutes and other pertinent papers from the Secretary in a book at the end of the Secretary's term.

The President shall discharge any chair members of committees by calling a meeting of the elected officers, i.e., Treasurer and Secretary, and obtaining a majority vote.

The President shall enforce these By-laws and perform all duties incident to his or her office and required by law, and generally shall supervise and control the business and affairs of the Corporation.

The President shall appoint a member(s) of the Corporation to be responsible for the audit of the Treasurer's books. A report on the finances of the Corporation shall be given at the first general meeting of the school year. (See Article X, (B)).

The President shall attend to official correspondence. Copies of correspondence shall be kept in a correspondence file and shall relinquish all records at the end of his or her term.

The President shall have the power (except as otherwise provided by resolution of the CHSFM Board of Directors) to perform all duties of the Treasurer in the absence or disability of the Treasurer. In case of the absence or disability of the Treasurer, the duties of the office shall be performed by the President. The taking of any action by the President in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

(C) Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, and he or she shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He or she shall deposit all monies and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the CHSFM Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the CHSFM Board of Directors, taking proper vouchers for such disbursements. He or she shall render to the President and the CHSFM Board of Directors, whenever either of them so requests, an account of all his or her transactions as treasurer and of the financial condition of the Corporation. The Treasurer shall give the Corporation a bond, if required by the CHSFM Board of Directors, in a sum, and with one or more sureties, satisfactory of the CHSFM Board of Directors, for the faithful performance of the duties of his or her office and for the restoration to the Corporation in case of his or her death, resignation, retirement or removal from office of all books, papers, vouchers, monies and other properties of whatever kind in his or her possession or under his or her control belonging to the Corporation. In general, the Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the CHSFM Board of Directors and the President.

In case of the absence or disability of the President, the duties of that office shall be performed by the Treasurer. The taking of any action by the Treasurer in place of the President shall be conclusive evidence of the absence or disability of the President.

The President, the Treasurer and the Secretary of the Corporation shall have the power to make, sign and endorse, in the name of the Corporation, all checks, drafts, notes, and other orders for the payment of money; to pay out and dispose of funds in accordance with the terms of the annual budget adopted by the CHSFM Board of Directors. All checks exceeding \$500 must be signed by two (2) of the three (3) designated signatories. All expenditures other than those contained in the annual budget shall require the express authorization of the CHSFM Board of Directors.

The Treasurer, in coordination with the Music Teachers shall develop a budget covering all aspects of the activities of the Corporation. Prior to the 4th Quarter General meeting the Treasurer shall present a draft budget plan for the following year to the CHSFM Board of Directors for discussion, revision, and approval. The Treasurer shall then present the revised budget to the General Members at the 1st Quarter General CHSFM meeting for approval. Once approved any changes that are less than 10% of the total budget may be made with the majority vote of the CHSFM Board of Directors. Unbudgeted expenses in excess of 10% of the approved budget must be approved by majority vote at a General Meeting.

The Treasurer shall make a full financial report at the Annual Meetings of the Corporation.

The Treasurer shall relinquish the books to the appointed member(s) of the Corporation responsible for the audit of the Treasurer's books prior to July 1st.

(D) Secretary. The Secretary shall give, or cause to be given, notice of all meetings of CHSFM Directors and all other notices required by law or by these By-laws. In the case of his or her absence, refusal or neglect to do so, any such notice may be given by any person so directed by the President, or by the CHSFM Directors upon whose written request, as provided in these By-Laws, the meeting is called. The Secretary shall record all of the proceedings of the meetings of the CHSFM Directors in books provided for that purpose, shall keep a list of all records thereof, shall file all important papers and letters of the Corporation with the President at the end of each term, and he or she shall perform such other duties as may be assigned to him or her by the CHSFM Directors or the President. When

authorized by the CHSFM Board of Directors or the President, he or she shall attest to or witness all instruments requiring the same. In general, the Secretary shall perform all the duties generally

incident to the office of Secretary, subject to the control of the CHSFM Board of Directors and the President.

- (E) Other Officers. The Corporation may have such Subordinate Officers as the CHSFM Board of Directors may from time to time deem advisable. Each such Officer shall hold office for such period and perform such duties as the CHSFM Board of Directors, the President or the committee or Officer designated pursuant to this Article IV may prescribe.
- (F) Officers shall be elected and installed in the 4th quarter of the school year and shall assume the responsibilities of their office on July 1st of each year.
- (G) The Music Directors of Centennial High School shall be permanent Advisory Officers of the Corporation with such duties and responsibilities as are assigned to them by the CHSFM Board.
- (H) All Officers shall hold office from July 1st of each year until their successors have been duly elected and qualified, or until removal as herein provided. The President, Treasurer, and Secretary shall not hold the same office for more than two consecutive years unless approved by a quorum at the General Meeting in the 4th quarter of the school year.
- (I) Any Officer may be removed by a majority vote of the Members present at any regular meeting provided that a quorum is present. (See Article IV, (C)).
- (J) The vacancy of any office, created by resignation or removal, shall be filled by a member appointed by the President. Such appointee shall serve until a successor has been duly elected and qualified.
- (K) The CHSFM Board of Directors shall appoint three (3) members to a Nominating Committee at the January or February Executive Board Meeting. (See Article X, (B)).

ARTICLE VI - MEMBERSHIP

- (A) Parent Membership. Parents of currently registered music students at Centennial High School are automatically granted membership and have full voting rights. Members shall register their name, student's name, address, e-mail address and phone number with CHSFM.
- (B) Student Membership. Students interested in planning trips, functions, and fundraising projects may be members of the Corporation and may attend all general meetings. Student members, however, shall not be able to run for any Officer position.
- (C) Associate Membership. Any interested individuals or corporate sponsors may be granted Associate Membership upon registration with CHSFM. Associate Members, however, shall not be able to run for any Officer position nor have voting rights.
- (D) Voting. Each Adult Member shall be entitled to a single vote and, if dues are established, only members in good standing shall be entitled to vote on any issues brought before the Corporation.
- (E) Dues. The CHSFM Board of Directors may recommend to the members a schedule for dues, and said dues shall become due and payable only when approved, or revised and approved at a meeting specifically called for that purpose, by the Adult Members of the Corporation.

ARTICLE VII - INDEMNIFICATION

- (A) The Corporation shall indemnify each present and former CHSFM Director, Officer, Employee or Agent against liabilities (including judgments, fines and reasonable attorneys' fees, costs and expenses) incurred by him or her in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative (any of which is hereinafter referred to as a "proceeding"), to which he or she may be made a party by reason of his or her being or having been a CHSFM Director, Officer, Employee or Agent of the Corporation, except in relation to any proceeding in which he or she has been adjudged liable because of willful misconduct, bad faith or gross negligence involved in the conduct of his or her office or activity or, in relation to any criminal proceeding, in which he or she had reasonable cause to believe his or her conduct was unlawful (any of which behavior is hereinafter referred to as "misfeasance"), provided, however, that even if he or she is guilty of misfeasance, he or she shall be entitled to such indemnification as shall be finally ordered by a court. In the event of the disposition of any proceeding in which no determination of misfeasance has been made, such indemnity shall be conditioned upon a prior determination that the CHSFM Director, Officer, Employee or Agent acted in good faith and without misfeasance, and that such payments or obligations are reasonable. Such determination shall be made (i) by the CHSFM Board of Directors by a majority vote of a quorum consisting of CHSFM Directors who were not parties to such proceeding or (ii) by independent legal counsel in a written opinion if such a quorum is not obtainable, or, even if obtainable, if a majority of disinterested CHSFM Directors so directs. CHSFM Directors eligible to make any such determination or to refer any such determination to independent legal counsel must act with reasonable promptness when indemnification is sought by any CHSFM Director, Officer, Employee or Agent.
- (B) Expenses incurred in defending any proceeding may be paid by the Corporation in advance of the final disposition of such proceeding, if authorized in the manner set forth in the preceding paragraph, upon receipt of an undertaking by or on behalf of the CHSFM Director, Officer, Employer or Agent to repay such amount unless it shall ultimately be determined that he or she is entitled to indemnification.
- (C) Every reference herein to a CHSFM Director, Officer, Employee or Agent shall include every CHSFM Director, Officer, Employee or Agent or former CHSFM Director, Officer, Employee or Agent of the Corporation and every person who may have served at the request of the Corporation or one of its subsidiaries as a CHSFM Director, Officer, Employee or Agent or in a similar capacity of another corporation (stock or non-stock), partnership, joint venture, trust or other enterprise and, in all such cases, the heirs, executors and administrators of such CHSFM Director, Officer, Employee or Agent.
- (D) The Corporation may further indemnify each CHSFM Director, Officer, Employee or Agent in any other manner permitted by law.

ARTICLE VIII - BANK ACCOUNTS

Such Officers or Agents of the Corporation as from time to time shall be designated by the CHSFM Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as from time to time shall be designated by the CHSFM Board of Directors. Such Officers or Agents of the Corporation as from time to time shall be authorized by the CHSFM Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such Officers or Agents; and each bank or trust company with

which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by Officers or Agents so designated by the CHSFM Board of Directors until written notice of the revocation of the authority of such Officers or Agents by the CHSFM Board of Directors shall have been received by such bank or trust company. From time to time there shall be certified to the banks or trust companies in which funds of the Corporation are deposited, the signatures of the Officers or Agents of the Corporation so authorized to draw against the same. In the event that the CHSFM Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President, Treasurer, or Secretary and countersigned by a second Officer.

ARTICLE IX - MISCELLANEOUS PROVISIONS

- (A) Notices. Whenever, under the provisions of these By-Laws, notice is required to be given to any CHSFM Director or Officer or Member, it shall be construed to mean either written notice personally served against written receipt, or notice in writing transmitted by electronic methods, telephoning, or U.S. mail, by depositing the same in a post office or letter box, in a post-paid sealed wrapper, addressed to each CHSFM Director or Officer at such address as appears on the books of the Corporation or, in default of any other address, to such CHSFM Director or Officer at the general post office situated in the city or county of his or her residence, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any CHSFM Director or Officer may waive any notice required to be given under these By-Laws.
- (B) General Counsel. The CHSFM Board of Directors may appoint a General Counsel who shall advise the Corporation with respect to all matters of legal import concerning the Corporation. It shall be the duty of the Officers and the Members of the CHSFM Board of Directors to consult with the General Counsel (if any be appointed) from time to time, as such legal matters may arise. The General Counsel shall be given notice of all meetings of the CHSFM Board of Directors in the manner provided in Article IX of these By-Laws, and he or she shall be accorded the opportunity to attend such meetings for the purpose of consulting with, and advising, the CHSFM Board of Directors on any matters of a legal nature. The General Counsel to the Corporation shall be subject to removal and replacement by the CHSFM Board of Directors by the vote of a majority thereof.
- (C) Corporate Seal. The CHSFM Board of Directors may provide a suitable seal, bearing the name of the Corporation, which shall be in the charge of the Secretary. The CHSFM Board of Directors may authorize one or more duplicate seals and provide for the custody thereof. Whenever the Corporation is required to place its Corporate Seal to a document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a corporate seal to place the word "(seal)" adjacent to the signature of the Authorized Officer.
- (D) Books and Records. The Corporation shall keep correct and complete books and records of its accounts and transactions and minutes of the proceedings of any committee meetings. The books and records of the Corporation may be in written form or in any other form which can be converted within a reasonable time into written form for visual inspection. Minutes shall be recorded in written form but may be maintained in the form of a reproduction. All former records of CHS Band Backers are considered past records for CHSFM.

- (E) Bonds. The CHSFM Board of Directors may require any Officer, Agent or Employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his or her duties, with one or more sureties and in such amount as may be satisfactory to the CHSFM Board of Directors.
- (F) Severability. The invalidity of any provision of these By-Laws shall not affect the validity of any other provision, and each provision shall be enforced to the extent permitted by law.
- (G) Annual Report. The President and Treasurer shall present annually to the CHSFM Directors a report, showing in appropriate detail the following:
- i. The assets and liabilities, including trust funds of the Corporation, as of the end of the immediately preceding fiscal year.
 - ii. The principal changes in assets and liabilities, including trust funds, during the immediately preceding year; and
 - iii. The revenue and receipts of the Corporation for the immediately preceding year, including separate data for each trust fund held by or for the Corporation.

The Annual Report shall be filed with the minutes of the first annual meeting of CHSFM Directors. (See Article X (B)).

- (H) The By-Laws of the Corporation may be amended by a majority vote of the Members present at any General Meeting provided that a quorum is present. The proposed amendment must have been presented either at the preceding General Meeting of the Corporation or by written notice not less than seven (7) days prior to the date of the said meeting.

ARTICLE X - MEETINGS

- (A) All meetings of the Corporation shall be at the principal office of the Corporation or at such other place or places as may from time to time be determined by the CHSFM Board of Directors.
- (B) There shall be three General Meetings of the Corporation each year. The first General Meeting shall be held during the 1st quarter of the school year at which time the budget and tentative fundraising projects shall be presented for approval. The second General Meeting shall be held in January or February to review the Fall accomplishments and upcoming Spring events, and to appoint the Nominating Committee. The third General Meeting shall be held in the 4th quarter of the school year at which time Officers shall be elected and installed.
- (C) Special Meetings of the Corporation may be called by the President or by a majority of the CHSFM Board of Directors with at least one week's notice.
- (D) A quorum shall consist of five (5) Members at a CHSFM Board of Directors meeting and of ten (10) Members at General or Special Meetings of Members. Changes to the budget or vote on substantive issues of a nature that has been previously ratified at a General Meeting may only be made at a meeting where a quorum is present.
- (E) Meetings shall be open to all Members of the School Administration.

ARTICLE XI - STANDING COMMITTEES

The following Standing Committees exist:

- (A) Volunteer Committee Chair. The Volunteer Committee members shall include the Band Concert Coordinator, the Orchestra Concert Coordinator, the Choral Concert Coordinator, and the Marching Band Coordinator, any other Ad Hoc concert coordinator, and any Awards Night Banquet Coordinator. The Volunteer Committee shall coordinate any other volunteers needed by Music Directors.
- (B) Fundraising Committee Chair. The Fundraising Committee consists of the Treasurer, the chair and all coordinators of all fundraisers. This committee shall review the success of each fundraiser and make recommendations concerning the continuation, modification, and addition to the list of fundraising events.
- (C) Communications Committee Chair. The Communication Committee shall include the Webmaster and any other publicity assistant as requested by the Music Directors. The Communications Committee Chair shall notify members of the CHSFM Board of Directors of all meetings, organize and maintain a telephone or e-mail list, and provide a telephone or e-mail list of membership to the CHSFM Board if requested. The Communications Committee Chair shall have the power (except as otherwise provided by resolution of the CHSFM Board of Directors) to perform all duties of the Secretary in the absence or disability of the Secretary. The taking of any action by any Communications Committee Chair in place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

The following Ad Hoc Committee exists:

- (A) Nominating Committee. The Nominating Committee shall consist of three (3) Members appointed by the Board of Directors, but may not include the President. The Nominating Committee shall report on the nominations for Officers at the third general meeting held in the 4th quarter of the school year.

Members may make additional nominations from the floor.

ARTICLE XII - DISSOLUTION

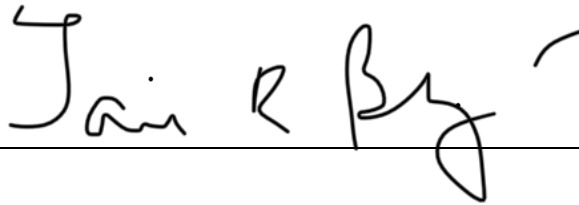
(A) The Corporation may be dissolved under the following conditions:

- i. A majority of the entire CHSFM Board of Directors shall adopt a resolution declaring that dissolution of the Corporation is advisable and shall direct that the proposed dissolution be submitted for action thereon at either the next regular meeting or a special meeting of the Corporation called for this specific purpose.
 - ii. A notice stating that the purpose of the meeting will be to take action upon the proposed dissolution of the Corporation shall be given to all Members of the Corporation entitled to vote thereon not less than fourteen days prior to the date of said meeting.
 - iii. The proposed dissolution shall be authorized by the affirmative vote of no less than two-thirds of all Members present at the General Meeting.
- (B) Upon dissolution of the Corporation, after payment of all liabilities and compliance with all statutory requirements for dissolution, the remaining assets shall be given to the Principal of Centennial High School, as Trustee, for the express purpose of purchasing equipment for the Centennial High School Music Program.

These Amended By-Laws of the Centennial High School Friends of Music were accepted by the General Membership on September 12, 2018.

Jeremy Rossbach

NAME
CHS FOM PRESIDENT



Tami Bryan

NAME
CHS FOM TREASURE



Beth Sanders

NAME
CHS FOM SECRETARY