

CHARTER
OF
MOUNTAIN VISTA HIGH SCHOOL
BAND PARENTS ASSOCIATION

ARTICLE I - OFFICES

The principal office of the Mountain Vista High School Band Parents Association (“Association”) shall be located at Mountain Vista High School, 10585 Mountain Vista Ridge, Highlands Ranch, CO 80126; however the Association may have such other offices as it may require from time to time.

ARTICLE II- PURPOSE

The Association is organized and shall be operated exclusively for the purpose of supporting the band and orchestra students of Mountain Vista High School; included among such purpose are: fund raising activities, providing adult volunteers for band and orchestra activities, and otherwise promoting and supporting the educational, artistic and cultural activities of the Mountain Vista High School band and orchestra music students and their programs, as defined by the Director of Instrumental Music.

ARTICLE III - MEMBERS

Section 3.1 Voting Membership. All parents and/or guardians of any child in any of the Mountain Vista High School bands or orchestras are eligible for voting membership in the Association.

Section 3.2 Non-Voting membership. The board shall have the authority to establish and define non-voting categories of membership for any others interested in supporting the purpose of the Association.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1 General Powers. The business and affairs of this Association shall be managed by its board of directors, except as otherwise provided herein.

Section 4.2 Number, Nomination, Classes, Election, Tenure. The number of directors of this Association shall be not less than 3 nor more than 9. Any action of the board of directors to increase or decrease the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of this Charter effecting such increase or decrease. Directors shall be elected by a majority vote of the members. The terms of the directors shall be staggered in accordance with the following provisions: the total number of directors shall be divided into two groups, with each group containing one-half of the total, as near as may be. The terms of directors in the first group shall expire at the first annual directors' meeting after their election, and the terms of the directors in the second group expire at the second annual

directors' meeting after their election. Upon the expiration of the initial staggered terms, directors shall be elected for terms of two years to succeed those whose terms expire.

Section 4.3 Ex-officio member. The Director of Instrumental Music at Mountain Vista High School shall serve as an ex-officio member of the board of directors, but with no voting privileges, and may also act as the designee of the Mountain Vista High School principal.

Section 4.4 Vacancies. Any director may resign at any time by giving written notice to the president of this Association. Such resignation shall take effect at the time specified therein and the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the board of directors may be filled by the Instrumental Music Director. A director elected to fill a vacancy shall be appointed for the unexpired term of such director's predecessor in the office.

Section 4.5 Regular Meetings. A regular annual meeting of the board of directors shall be held during the month of August each year for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The board of directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings. No notice shall be required other than such resolution.

Section 4.6 Special Meetings. Special meetings of the board of directors may be called by or at the request of the Instrumental Music Director, the president or two or more directors for the purpose of electing officers and for the transaction of such other business as may come before the meeting.

Section 4.7 Notice. Notice of each meeting of the board of directors stating the place, day and hour of the meeting shall be given to each director at least 24 hours prior thereto. Neither the business to be transacted at, nor the purpose of, any meeting of the board of directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by statute.

Section 4.8 Waiver of Notice. Any director may waive notice of any meeting before, at or after such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.9 Presumption of Assent. A director of this Association who is present at a meeting of the board of directors at which any action is taken shall be presumed to have assented to the action taken unless such director's dissent shall be entered in the minutes of the meeting or unless the director files a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 4.10 Quorum and Voting. Two-thirds of the directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No director may vote or act by proxy at any meeting of directors.

Section 4.11 Meetings by Telephone. Members of the board of directors may participate in a meeting of the board by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

Section 4.12 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the directors.

ARTICLE V - COMMITTEES

Section 5.1 Executive Committee.

(a) *Designation.* There may, but shall not be required, an Executive Committee of the board of directors which shall consist of three directors, and such officers of this Association, or other persons, as the board of directors shall deem appropriate and in the best interests of this Association, which Executive Committee may be elected by the board for a term of one year.

(b) *Powers.* The Executive Committee shall have such powers to act on behalf of the board of directors of this Association as may be delegated to it by the board of directors of this Association.

Section 5.2 Other Committees. The board of directors may designate such additional committees as it deems necessary or desirable. The board of directors shall appoint the members of such additional committees in the manner, for the terms, and with such duties and functions as may be prescribed by the board of directors.

Section 5.3 Meetings. Each committee shall meet from time to time on the call of its chair or of any two or more members of the committee, such meetings to be held at the date, time and place as may be designated in the notice of the meeting given by the person so calling the meeting. Notice of the date, time and place of each meeting of the committee shall be given to each member of the committee no later than one day prior to the meeting; such notice need not state the purpose or purposes of the meeting. The committee shall keep regular minutes of its meetings and proceedings.

Section 5.4 Quorum. At any meeting of a committee, a majority of members thereof shall constitute a quorum. The acts of a majority of the members of the committee at a meeting at which a quorum is present shall be the acts of the committee.

Section 5.5 Vacancies. Vacancies on any committee shall be filled by the board of directors at a regular meeting of the board or at any special meeting called for that purpose.

ARTICLE VI - OFFICERS

Section 6.1 Positions and Elections. The officers of this Association shall be a president, vice-president, a secretary and a treasurer. Officers need not be directors of this Association. All officers

must be at least eighteen years old. The officers of this Association shall be elected by the board of directors at each regular annual meeting of the board. If the election of officers is not held at such meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until the officer's successor shall have been duly elected and shall have qualified, or until the officer's earlier death, resignation or removal.

Section 6.2 Removal. Any officer may be removed by the board of directors whenever in its judgment the best interests of this Association will be served thereby.

Section 6.3 Vacancies. Any officer may resign at any time, by giving written notice to the president or to the board of directors. An officer's resignation shall take effect at the time specified in such notice and the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the board of directors for the unexpired portion of the term.

Section 6.4 Authority and Duties of Officers. The officers of this Association shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the board of directors.

(a) President. The president shall, subject to the direction and supervision of the board of directors, (i) be the chief executive officer of this Association and have general and active control of its affairs and business and general supervision of its officers and agents; (ii) see that all orders and resolutions of the board of directors are carried into effect; (iii) perform all other duties incident to the office of president and as from time to time may be assigned to the president by the board of directors, and (iv) perform the duties of chair of the board.

(b) Vice-President. The vice-president shall assist the president and shall perform such duties as may be assigned by the president or by the board of directors. The vice-president shall, at the request of the president, or in the president's absence or inability or refusal to act, perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions on the president.

(c) Secretary. The secretary shall (i) keep the minutes of the proceedings of the board of directors and all committees of the board; (ii) see that all notices are duly given in accordance with the provisions of this Charter or as required by law; (iii) be custodian of the records of this Association; and (iv) in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or the board of directors. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the secretary.

(d) Treasurer. The treasurer shall (i) receive and give receipts for moneys paid in on account of this Association, and pay or direct the payment of all bills and other just debts of the Association of whatever nature when due; (ii) in conjunction with the administrators of Mountain Vista High School, furnish to the board of directors statements of account showing the financial position of this Association and the results of its operations; and (iii) perform all other duties incident to the office of treasurer and such other duties as from time to time may be assigned to the treasurer by the president or the board of directors.

ARTICLE VII - MISCELLANEOUS

Section 7.1 Financial Responsibility. Money raised or received by the Association will be remitted to Mountain Vista High School; and thereafter, Mountain Vista High School shall be solely responsible for the Association's financial accounting.

Section 7.2 Contributions, Special Funds. The Association may accept contributions, grants, bequests or devises designated to and consistent with its purposes. The designation of funds shall not, however, restrict the Association's ownership, dominion and control of the designated funds in any manner which is inconsistent with the Association's duties and powers as set forth herein.

Section 7.3 Meeting Minutes. This Association shall keep correct and complete minutes of the proceedings of its board of directors and committees. All records of this Association may be inspected by any director or by any member, for any proper purpose at any reasonable time.

Section 7.4 Amendments. The power to alter, amend or repeal this Charter and adopt new provisions shall be vested in the board of directors, with the approval of the Mountain Vista High School principal.

CERTIFICATE

The undersigned hereby certifies that the foregoing is a true and correct copy of the Charter of this Association, duly adopted by the board of directors and in full force and effect.


June Greiman, Association Secretary