

Articles of Organization and Bylaws of Trinity Preparatory School Patrons of the Arts

Article I Name

The name of this organization shall be Trinity Preparatory School Patrons of the Arts (hereafter referred to as Patrons of the Arts or POA.)

Article II Purpose

The purpose of this organization shall be to promote, support and enhance the arts at Trinity Preparatory School (hereafter called TPS.)

Article III Members and Dues

Membership in this organization shall be open to parents or guardians of current TPS students, alumni, faculty and staff and other supporters of the arts. Categories of membership and dues amounts shall be set by the POA Board of Directors.

Any member who has paid the current year dues or who is designated as a Patron for Life shall be considered a member in good standing.

Article IV Governance

The POA shall be governed by the Board of Directors which consists of the Executive Committee and Liaisons in accordance with these Bylaws.

Article V Executive Committee

The Executive Committee shall be composed of:

- A. President: Presides at all regular and special meetings; appoints all Liaisons and standing committee chairs; represents POA or designates someone as representative in his or her absence; serves as liaison to the TPS Fine Arts Chair and the TPS Head of School; performs all other duties ordinarily pertaining to the office; serves as an ex- officio member of the TPS Board of Trustees.
- B. First Vice President of Membership: Performs duties of the President in his or her

absence; serves as membership chair and oversees recruitment and retention of members; maintains membership roster; ensures collection of dues; reports on status of membership and performs other duties as assigned by the President.

C. Second Vice President of Marketing: Serves as marketing and promotions chair; promotes POA within the organization, TPS and the community and performs other duties as assigned by the President.

D. Vice President of Performing Arts: Coordinates Performing Arts Liaisons and performs other duties as assigned by the President.

E. Vice President of Visual Arts: Coordinates Visual Arts Liaisons and performs other duties as assigned by the President.

F. Secretary: Keeps and reads minutes of POA meetings; serves as custodian of all records and papers of POA; conducts correspondence for the organization as necessary and performs other duties as assigned by the President.

G. Treasurer: Has general supervision of all expenditures; receives and is custodian of all POA funds; keeps account of all monies received and disbursed; provides written reports of receipts and disbursements for all meetings; submits books of POA for audit as directed; performs other duties as assigned by the President.

Article VI Board of Directors

The Board of Directors shall consist of the Executive Committee and Liaisons. The Performing Art Liaisons shall include, but not be limited to: Band, Choral, Forensics, Strings, and Theater & Dance. The Visual Art Liaisons shall include, but not be limited to: Art, Literary, and Photography & Film. Ex-officio members shall include the Head of School or his or her duly authorized representative and the Chair of the TPS Fine Arts Department.

With the exception of the ex-officio positions, the Board of Directors may amend these positions.

The Board of Directors shall annually draft a budget to present for approval at the fall general membership meeting.

The Board of Directors shall conduct all financial business in accordance with the POA Fiscal Policy.

Article VII Meetings

The times and places of all meetings of the organization shall be decided by the Executive Committee in consultation with the ex-officio members. Special meetings may be called by the President, by a majority of the Board of Directors, or by written request of seven members in

good standing.

Meetings will be announced by electronic means. Ten days notice of meeting shall be given to all members. Three days notice shall be sufficient for Executive Committee meetings and Special Meetings.

A. General Membership

1. The General Membership meetings are open to all members. The organization shall have two general membership meetings per year: one in the fall to approve the annual budget and one in the spring to elect officers for the following year and to address any other business that comes before the meeting.
2. Those members in attendance and in good standing are eligible to vote. Eleven members shall constitute a quorum. All motions shall be decided by a majority of members present, except to amend the Bylaws.

B. Board of Directors

1. The Board of Directors shall meet regularly to hear reports of Liaisons and Committee Chairs, set policy and carry out other business.
2. Five members shall constitute a quorum. All motions shall be decided by a majority of Officers and Liaisons present, except to amend the Bylaws.
3. When action is required to be taken by the Board of Directors and cannot be delayed, a vote may, at the direction of the President, be taken by electronic means. Electronic votes require a majority of the Board of Directors to vote.
4. All Board of Directors meetings are open to members in good standing.
5. The Board of Directors shall annually approve a budget.
6. The Board of Directors shall conduct all financial business in accordance with the Fiscal Policy of these bylaws.

C. Executive Committee

1. The Executive Committee shall meet as necessary in between Board of Directors meetings.
2. Four members shall constitute a quorum. Votes may be taken in person or by electronic means. A simple majority is required to approve any measure.

Article VIII Nominating Committee

The Executive Committee shall appoint a Nominating Committee Chair prior to the first general membership meeting of the year. The Nominating Committee Chair shall serve for a one-year term and report regularly to the Board of Directors. The Chair will assemble his or her committee comprised of at least two POA members representing the Middle School and two POA members representing the Upper School. All members of the Nominating Committee shall be POA members in good standing. Current members of the Executive Committee are not eligible to serve on the Nominating Committee.

The Nominating Committee is committed to work throughout the year to seek qualified members of the TPS community to serve on the Executive Committee, Board of Directors, as Liaisons and as committee chairs.

The Nominating Committee shall prepare a slate of one candidate for each vacant Executive Committee position, to be posted on the TPS website thirty (30) days prior to the election of officers at the spring general membership meeting. Independent nominations, with the written consent of the nominee, may be filed with the Secretary until one week prior to the elections.

A vacancy in any office (except for President) may be filled by a vote of the Board of Directors for the unexpired portion of the term from candidates nominated by the Nominating Committee. Should the President leave office, the First Vice President of Membership shall succeed the President for the remaining unexpired term.

The Nominating Committee will also provide recommendations to the appropriate Vice-Presidents for the liaison positions and committee chairs.

Article IX Election and Term of Officers

The election of officers shall take place at the spring general membership meeting or at any meeting noticed for such purpose.

Officers elected at the spring general membership meeting shall take office on the first day of July following their election and their term shall end on the last day of June in the year their term expires. The Treasurer shall take office immediately upon completion of the annual audit.

Officers elected at a special election shall take office immediately following the meeting in which they are elected.

All Executive Committee positions are two year terms. Elections for the following offices shall take place in even years: President, First Vice President of Membership, Vice President of Visual Arts and Secretary. Elections for the following offices shall take place in odd years: Second Vice President of Marketing, Vice President of Performing Arts and Treasurer.

No member shall serve in more than one position at any given time.

No member shall serve consecutive terms in the same position.

The President of the organization is not eligible to be elected to an executive committee position for one two-year term after the initial term ends.

The officers shall serve without compensation.

Article X Parliamentary Authority

The rules outlined in Robert's Rules of Order, Newly Revised shall govern the organization except where they are in conflict with these Bylaws.

Article XI Amendments

These Bylaws may be amended at any Board of Directors meeting by a two-thirds vote providing that written or electronic notice of the proposed changes is given ten days prior to the vote.

Date Adopted:
02/19/2020