

**BYLAWS OF**  
**SUMMIT PERFORMING ARTS RESOURCE COMMITTEE, INC**  
**(SPARC)**

**ARTICLE I**

**NAME AND ADDRESS**

**Section 1. Name.** The name of this corporation will be SUMMIT PERFORMING ARTS RESOURCE COMMITTEE, INC., generally and hereinafter referred to as “SPARC” or the “Organization”.

**Section 2. Address.** The address of the Organization will be US Post Office Box 462, Summit, NJ 07901, or such address or Post Office Box as determined by the Board of Trustees.

**ARTICLE II**

**NON-PROFIT STATUS**

**Section 1. Tax Exempt Status.** The Organization will be organized and operated as a nonprofit corporation and no part of the funds of the Organization will accrue to the benefit of any individual, except as incurred for the benefit of the Organization’s purpose. Funds collected will be expended exclusively for the Organization’s purposes as described herein.

**Section 2. Fiscal Year.** The Organization’s fiscal year shall run from August 1 through July 31 of the following calendar year.

**Section 3. Dues.** Dues shall be paid annually by all Members. The amount of annual dues will be determined by a vote of the majority of

Members present at the Annual Meeting. If no vote on the amount of dues is taken at the Annual Meeting, the dues will remain the same as in the prior year.

**Section 4. Distribution Upon Dissolution.** Upon dissolution of the Organization, all remaining assets shall be distributed to a non-profit organization that will further the purposes of SPARC described in these Bylaws.

### **ARTICLE III**

#### **PURPOSE**

**Section 1. Purpose.** Members of SPARC believe that involvement in the performing arts helps children and teens to become better educated citizens of tomorrow, by developing creativity and imagination, as well as specific skills like problem-solving, teamwork and communications through movement and vocal expression. SPARC was formed for the charitable purpose of supporting and providing programs and activities involving the performing arts in the public schools in Summit, New Jersey, as well as in the community events and programs involving Summit public school children and teens.

### **ARTICLE IV**

#### **MEMBERSHIP**

**Section 1. Eligibility.** Any person who subscribes to the purpose of the Organization and pays the annual dues will be eligible for membership. All Officers shall be Members.

**Section 2. Enrollment.** The Organization will conduct an annual enrollment of Members but new Members may be accepted at any time.

**Section 3. Powers.** Members shall be responsible for ratification, by vote at the Annual Meeting of (a) nomination and election of Officers, (b) any revisions of these Bylaws, and (c) any other actions presented to Members by an Officer or member of the Board of Trustees.

**Section 4. Quorum and Voting.** A Quorum for Membership action shall consist of the number of Members present at any meeting of the Members. The vote of a simple majority of the Members present will determine outcomes with the exception of revisions of the Bylaws, which is covered by Article IX hereof.

**Section 5. Regular Meetings and Annual Meeting.** Regular meetings of the Members of SPARC will be held at least four (4) times per year, generally in September, November, January, March and May, with the exact dates to be determined by the Officers prior to the commencement of each school year. **All meetings of the Members (Regular Meetings) will be held in a meeting place in the Summit district and will be specified in the notice of the meeting provided to the Members.** The Annual **Reorganization** Meeting shall be held in May of each year. The Annual **Reorganization** Meeting agenda will include, but not be limited to, the nomination and election of Officers, ratification of bylaw amendments, and any other business presented by the Board of Trustees.

**Section 6. Special Meetings.** Special meetings of the Members may be called by the President or any two members of the Board of Trustees.

**Section 7. Notice of Meetings.** Written notice of the date, time and place of the regular and special meetings of SPARC shall be provided to the Members not less than ten (10) and no more than sixty (60) days prior to the date of the meeting. Notice of special meetings shall also set forth the purposes(s) of the meeting. **[NOTE: this notice provision is required by NJ Law.]**

## ARTICLE V

### OFFICERS

**Section 1. General Powers.** The Officers of the Organization will be President, Vice President, Communications Secretary, Recording Secretary, Treasurer and Development Officer. An Officer may, under extenuating circumstances, serve multiple roles simultaneously but in no event shall there be less than four officers. The Officers are responsible for executing policy as determined by the Board of Trustees, these bylaws, and otherwise operating the Organization on a daily basis. All Officers shall also be Trustees and may simultaneously serve as Chairperson of Committees.

### DUTIES

**Section 2. President.** The President will preside at all meetings of the Organization. Other duties will include, but are not limited to, coordination and direction of Officers and Committees as well as representing the Organization to the public and school and community officials. The President shall be authorized, with any other Officer, to sign all legal documents authorized by the Board of Trustees and, with the Treasurer, to sign all tax filings except in those cases where only one signature is required in which case either the President or Treasurer is authorized to sign, as appropriate. In all cases, the President will inform the full Executive Board of all signatures. The President will be the tie breaker in any vote of the Executive Board where there is a tie among the officers present.

**Section 3. Vice President.** The Vice-President will act as an aide to the President and will perform the duties of the President in the absence or inability of the President to serve. The VP will have authority as a dual signature on checks in the absence of the President.

**Section 4. Communications Secretary.** The Communications Secretary will be responsible for overseeing all general communications of the Organization as directed by the President and Board of Trustees. The general communication include the production of notices, including written notice to the Members of meeting dates, as determined by the Board of Trustees. The Communications Secretary may use various forms of media, including SPARCs email, website and/or social media platforms, to communicate to its Members, donors and the community at large. The Communications Secretary, or another volunteer designated by the Communications Secretary, will be responsible for maintaining and updating the Organization's contact databases. The Communications Secretary works closely with the President and the Development/Fundraising officer to ensure timely communications and messages to all members and potential members of upcoming events.

**Section 5. Recording Secretary.** The Recording Secretary will record the minutes of all meetings, attendees, and will have a copy of the bylaws and membership list at each meeting. The Recording Secretary will also perform other duties incident to the office as determined by the President.

**Section 6. Treasurer.** The Treasurer will have custody of all funds of the Organization, keeping accurate financial records of receipts and expenditures (all financial transactions). The Treasurer will produce and deliver a monthly financial statement, including a list of all transactions cumulative from start of fiscal year through the current month, to the Executive Board for their review. Such records shall be maintained on a generally commercially available computerized financial program for ease of maintenance and transfer of data. The Treasurer will also prepare and file all tax statements on a timely basis, with the assistance of an accountant, if required. The Treasurer will keep all corporate and legal records in a safe place. The President, Vice President and Treasurer shall be authorized to sign checks on behalf of the

Organization provided, that any expenditure in excess of \$250.00 shall require Board of Trustee approval. If the Board of Trustees approves a maximum expenditure with respect to a project, event or other item, either through the annual budget approval process or other board approval, such approval shall constitute the applicable officer's authority to sign checks for any amount up to the aggregate maximum amount with respect to such project, event or other time, even if individual checks exceed \$250.00. All checks require dual signatures. These signatures can include any two of the following officers: the Treasurer and the President or the Vice President. In the case of use of online payment or debit-card payments or withdrawals, the dual signature requirement can be satisfied by authorization of the President to the Treasurer in writing via email. In the event that a project, event or other item requires an amount greater than the maximum expenditure approved by the Executive Board and that amended amount is greater than \$250.00, the Executive Board shall be required to approve by majority vote the ability to exceed the prior approved amount.

If in the best judgment of the treasurer, general approval for any project, event or other item shall impair or improve the annual approved budget because of unanticipated events during the course of the fiscal year, the treasurer may present a proposal to the Executive Board for majority vote to change (decrease/increase) the maximum amount allocated to any particular project, event or item.

**Section 7. Development/Fundraising Officer.** The Development/Fundraising Officer will be responsible for overseeing and managing all fundraising events, grants and tasks and will provide suggestions for improving the effectiveness of fundraising for the Organization. The Development/Fundraising Officer will collaborate with the President to conduct the annual enrollment of Members and

to support the fundraising goals set by the President and approved by the Executive Board. The Development/Fundraising Officer will collaborate with the Treasurer to ensure that processes are in place for effective recognition of donors. The Development/Fundraising Officer will collaborate with the VP & Communications Secretary in the management of the Organization's contact database so that all members, donors, and interested parties are accounted for in such database.

**Section 8. Term.** Officers shall serve for a minimum of one (1) year and a maximum of six (6) years in the same role, or as determined by the Board of Trustees prior to the Annual Meeting.

## **Article VI**

### **Board of Trustees**

**Section 1. General Powers.** The Board of Trustees (the "Board") will be comprised of the Officers of the Organization and any additional members as the Board may determine from time to time, up to a maximum number of fifteen (15) Trustees of the Board. **[NJ law requires the bylaws to state the maximum number of Board members]**. The Officers of the Board in total shall be known as the Executive Board of the Board of Trustees (the "Executive Board"). The Board may appoint Trustees, Committee chairperson and Committee members. The Board is responsible for setting policy in furtherance of the Purpose defined in Article III hereof and for directing the actions to be taken in furtherance of such Purpose. The Executive Board shall further act in a governance role by maintaining oversight over ities for the Organization's finances and be responsible for setting the date of the regular meetings, including the Annual Meeting, as provided in Article IV hereof.

**Section 2. Board Actions by Trustees between Meeting.** The Board may take actions in furtherance of the Purpose defined in Article III hereof without a meeting if prior to or subsequent to such action being taken, all Trustees consent thereto in writing and such written consents are filed with the minutes of the Board. “In writing” shall include communications such as email, texting and other electronic communications as long as all members of the Board are included in such communications. Such consents shall have the same effect as a majority vote of the Board or committee for all purposes, and may be stated as such in any certificate or other document filed with the secretary of State. **[Pursuant to NJ law, this is the only way the Board of Trustees can act without a meeting.]**

**Section 3. Quorum and Voting.** A Quorum for Board action shall consist of the greater of (a) one third of the Trustees or (b) three Trustees/Officers **[Pursuant to NJ law, a quorum must be no less than two persons or one-third of the entire board, if that would be a greater number.]** The vote of a simple majority of the Trustees present at a meeting will determine outcomes with the exception of revisions of these bylaws, which are covered by Article IX hereof. No financial decision can be made without a vote of the Board of Trustees except normal operating business expenses or those that have been approved during the annual budget approval process. All legal including checks must be signed by two Officers as described in Section 2 and Section 6 of Article V above unless only one signature is legally required to sign in which case either the President or the Treasurer is authorized to sign. Business matters in the ordinary course need not be voted on; however, any Trustee can request a vote, with a simple majority of the Trustees determining whether a vote is required.

**Section 4. Meetings.** The Board will meet at least two (2) times per year, generally in September and June. **The June meeting will be designated as the Board Transition meeting.** Special meetings may be called by the President or any two Trustees. Executive Board meetings of 2 or more Officers may also be called by the President.

**Section 5. Notice of Meetings.** Notice of meetings of the Board will be provided to Trustees by email or telephone not less than twenty-four (24) hours prior to the meeting; provided, however, that attendance of a Trustee at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of the meeting, shall constitute a waiver of notice by that Trustee. Whenever possible notice of the Board meetings will be provided via electronic communications along with the regular Membership meeting prior to or at the Annual Meeting.

**Section 6. Meetings by Telephone.** The Executive Board, the Board or any committee of the Board may participate in a meeting of the Executive Board, the Board or such committee by means of a telephone conference call or any other means of communication by which all persons participating in the meeting are able to hear one another. **[Under NJ law, this is the only way the Board can meet without physically getting together.]**

**Section 7. Committees.** Committees will be determined each year for the following year at the Annual Meeting. Additional committees may be established by the Board or at any other meeting of the Members from time to time as may be required to promote the objectives and interests of the Organization. Initially, the Standing Committees of the Organization will be as follows: "Scholarship" and "Events". A majority of the members of each committee shall constitute a quorum of the transaction of business and the act of the majority of the committee

members present at a meeting at which a quorum is present shall be the act of such committee. Each committee shall appoint from among its members a chairman unless the Board or Executive Board in establishing such committee designates the chairman, in which case, in the event of a vacancy in the chairmanship, the Executive Board shall fill the vacancy. Actions taken at a meeting of any such committee shall be kept in a record of its proceedings which shall be reported to the Members at their next regular meeting following such committee meeting, except that, when the meeting of the Members is held within two days after the committee meeting, such report shall, if not made at the first meeting, be made to the Board at its second meeting following such committee meeting.

**Section 8. Compensation.** Neither Officers nor Trustees shall receive any fee, salary, or enumeration of any kind for their services as Officers and/or Trustees, provided, however, that Officers and Trustees may be reimbursed for reasonable expenses incurred with approval of the Board upon presentation of vouchers.

## **ARTICLE VII**

### **LIMITATION OF LIABILITY OF OFFICERS AND TRUSTEES: INDEMNIFICATION**

**Section 1. Limitation of Liability of Officers and Trustees** No Officer or Trustee shall be personally liable to the Organization for actions taken in his or her capacity as an Officer or Trustee of the Organization; provided, however, that this provision shall not relieve an Officer or Trustee from liability for any breach of duty based upon an act or omission (q) in breach of such person's duty of loyalty to the Organization, (b) not in good faith or involving a knowing violation of

law, or (c) resulting in receipt by such person of an improper personal benefit.

**Section 2. Indemnification of Corporate Agents.** The Organization shall indemnify every corporate agent as defined in, and to the full extent permitted by, Section 15 A: 3-4 of the New Jersey Nonprofit Corporate Act.

## **ARTICLE VIII**

### **INSURANCE**

**Section 1. Insurance.** The Board may exercise the Organization's power to purchase and maintain insurance (including, without limitation, insurance for legal expenses and costs incurred in connection with defending any claim, proceeding or lawsuit) on behalf of any person who is or was an Officer or Trustee of the Organization against any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his status as such, whether or not, the Organization would have the power to indemnify him or her against such liability under the provisions of the act or the Certificate of Incorporation.

## **ARTICLE IX**

### **FORCE AND EFFECT OF BYLAWS**

**Section 1. Effect of Bylaws.** These bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act and the Certificate of Incorporation as they may be amended from time to time. If any provision in these bylaws is inconsistent with a provision in the New Jersey Nonprofit Corporation Act or the Certificate of Incorporation, the provision of the New Jersey Nonprofit Corporate Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

These Bylaws may be amended at any meeting of the Board of Trustees by a two thirds vote of the Trustees, provided that notice of the proposed Amendment will have been given to all Trustees at least 7 days prior to the vote. Said Amendment will not become permanent until ratified by the general Membership at the next meeting of Members; however, any action may be taken by the Board of Trustees in accordance with such Amendments pending ratification by Membership.