

Upper Arlington Band Boosters, Inc. Bylaws

Adopted January 13, 2009

Modified November 11, 2014

Article I- Name

The name of this non-profit organization shall be the Upper Arlington Band Boosters, Inc., here after referred to as the Boosters.

Article II-Purpose

Section 1 The purpose of the Boosters shall be to enhance and maintain an enthusiastic interest in all phases of the Upper Arlington Band program and to provide all possible support, both moral and financial.

Section 2 The Boosters are organized exclusively for the charitable and educational purposes of the Upper Arlington Band Program (including for such purposes), the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of the future tax code.

Section 3 The purpose of the Boosters includes any purpose as authorized under the Articles of Incorporation of the Upper Arlington Band Boosters. These Bylaws supersede any previously written Bylaws or Code of Regulations.

Article III-Membership

Section 1 With the exception of the Past President, membership in the Boosters shall consist of all parents, guardians and legal custodians, here after referred to as Parents, of students currently enrolled in the Band program of Upper Arlington High School, the Principal of the Upper Arlington High School, and the Directors of the Upper Arlington Band program here after referred to as the General Membership. The Past President is not required to have a child in the Band program but shall continue to be a member during his/her term(s) of office.

Section 2 No dues are collected to maintain membership in the Boosters. All members shall enjoy all privileges of membership including but not limited to voting, making motions and holding office. It is the duty of the members to attend meetings and lend support to the purpose of the Boosters.

Article IV-Executive Board

Section 1 All of the authority of the Boosters shall be exercised by the Executive Board except as otherwise provided by law, the Articles of Incorporation or these Bylaws.

Section 2 The Executive Board shall be comprised of the Past President, President, Vice President, Treasurer, and Secretary. The Directors of the Band program shall also serve as ex-officio members of the Board and there will be one vote allocated to the band directors collectively.

Section 3 The President shall call Executive Board meetings. Scheduling of these meetings shall be communicated publicly.

Section 4 The Executive Board shall ensure that a budget for the fiscal year, beginning June 1st each year, is prepared and submitted to the General Membership for approval no later than May 31st each year.

Section 5 Any Officer, by notice in writing to the Executive Board, may resign at any time. Officers may be removed from office with or without cause by the affirmative two-

thirds (2/3) vote of the Executive Board.

Article V-Duties of Officers

Section 1 The President, subject to the direction and control of the Executive Board, shall have direct charge of and supervision over the business and operations of the Boosters. The President shall preside at all meetings, appoint all committees and serve as an ex-officio member of committees. All committees shall be created and dissolved as needed at the discretion of the President. The President shall have such powers and duties as may be prescribed by the Executive Board or the Bylaws.

Section 2 The Vice President shall serve as co-chairperson of the annual Community Blitz Fund Drive in coordination with the Upper Arlington Orchestra Boosters. The Vice President shall assist the President with other duties as the President requests with the consent of the Executive Board. The Vice President shall perform the duties of the President in case of absence or disability of the President.

Section 3 The Treasurer shall be the custodian of all funds of the Boosters and shall keep a full and accurate account of receipts and expenditures. The Treasurer shall be responsible for maintaining all financial records for the Boosters and shall present a financial statement at all general meetings of the Boosters and at other times when requested by the Executive Board. The Treasurer shall file appropriate tax forms as necessary to preserve the tax-exempt status of the Boosters. The Treasurer shall assure that an annual review or audit is done at the end of the fiscal year or at any other time requested by the Executive Board. The Treasurer shall present the recommended budget for adoption at the last General Membership meeting of the school year, but no later than May 31st each year or as otherwise determined by the Executive Board. The Treasurer shall also have other such powers and duties as may be established by the President with the consent of the Executive Board. The Treasurer shall present at each Booster meeting a written and oral financial report for the previous month end. The report will include a comparison of the adopted budget and actual receipts and expenditures through the previous month end. In addition the Treasurer will provide for inspection photocopies of the most recent Booster bank statements. Upon acceptance of the report, the written budgetary report and the bank statement copies will be archived by the Secretary.

Section 4 The Secretary shall keep the minutes of all Executive Board and General Membership meetings and shall be the custodian of all books, records, papers and property of the Boosters. The Secretary shall make public notice of all meetings of the Executive Board and General Membership. Committee meeting notices shall be available upon request. The Secretary shall also have other such powers and duties as may be established by the President with the consent of the Executive Board.

Article VI-Elections

Section 1 The election of officers shall be held no later than the April General Membership meeting each year. A nominating committee shall be appointed by the President for the purpose of preparing a slate of officers for the election. The nominating committee shall nominate candidates for President, Vice President, Treasurer and Secretary. At its discretion, the nominating committee may nominate an officer of the Executive Board as a candidate for Vice President. The slate of officers shall be submitted to the Executive Board for approval prior to the election.

Section 2 Election of the candidates shall be conducted by submitting the name of each candidate, one at a time, to the members present at the meeting for a vote. **Section 3** Members must be present to vote. Votes shall be to approve or not approve the candidate

for the office.

Section 4 Officers shall be elected by a simple majority of votes cast in the election. In the case of a candidate not receiving a simple majority of votes, the nominating committee shall put forth an alternative candidate, either immediately, or at an additional membership meeting called expressly for that purpose.

Article VII-Assumption of Office and Length of Terms

Section 1 The term of office for the President, Past President, Vice President, Treasurer and Secretary shall be for one (1) year. Officers shall serve until the terms for their successors begin.

Section 2 The Treasurer and Secretary may serve more than one term.

Section 3 All officers on the Executive Board, except for the Treasurer, assume their offices at the conclusion of the last General Membership meeting of the school year, but no later than June 30th each year.

Section 4 The office of Past President shall be assumed by the outgoing President, not requiring a vote. The office of President shall be assumed by the Vice President, subject to election by the General Membership.

Section 5 The office of Treasurer shall be assumed after the accounting for the prior year has been completed and financial statements are presented to the Executive Board. An outgoing Treasurer shall turn over all records and related materials to the incoming Treasurer at the end of the fiscal year but no later than July 1st.

Section 6 Outgoing officers will turn over all records and related materials and assure a smooth transition.

Section 7 In the case of an officer resigning, being removed or unable to complete his or her term of office, the nominating committee shall make a recommendation for a suitable candidate to the Executive Board. Following approval of the candidate by the Executive Board, the Executive Board shall hold an election in accord with the provisions stated under Article VI, with the exception that the only candidates on the slate of nominations shall be those needed to fill vacancies.

Section 8 The Executive Board shall perform an annual examination of the records and related materials of the Treasurer. Reviewers shall examine records for purposes of determining the accuracy and appropriateness of the transactions recorded. The Reviewers will present at the September Booster meeting a written statement that the review has been completed and the results of the review.

Article VIII-Student Travel Account Manager

Section 1 A Student Travel Account Manager shall be appointed by and serve at the discretion of the Executive Board. This position shall be staffed by one member. This position shall coordinate Individual Student Travel Accounts. The Student Travel Account Manager shall be responsible for coordinating all Individual Student Travel Account activities with the Treasurer and shall be subject to the direction and control of the Executive Board.

Article IX-Individual Student Travel Accounts

Section 1 Individual Student Travel Accounts hereinafter referred to as ISTAs may be offered as a service to band students to help defray the personal costs of group travel for the purpose of furthering the goals of the band program. Funds from an ISTA shall be used for trip related expenses including, but not limited to, airfare, bus, hotel, meals and

performance expenses.

Section 2 A student may create credits in his or her ISTA through fundraising activities or direct cash deposits. The account shall be structured with personal deposits accounted for separately from fundraising earnings. Fundraising earnings shall be utilized first.

Section 3 Funds credited to an ISTA remain the property of the Boosters and are not the property of an individual student. Individuals may elect to draw against their account to defray approved expenses, but have no right to direct use of the funds and may not receive personal distribution of those funds, except as follows: cash deposits of personal funds remaining after an event shall be refunded to the student upon request. The request must be made in writing to the Student Travel Account Manager. Money earned through fundraising shall not be refunded to the student.

Section 4 If a trip is cancelled, refunds shall be subject to the travel agency policy. If a student voluntarily withdraws from a trip, after establishing an ISTA, refund of cash deposits shall be determined by the organizing director, on a case-by-case basis. If a student is expelled from a trip for disciplinary reasons, no refund shall be allowed.

Section 5 The Student Travel Account Manager shall be responsible for administering ISTAs and the Treasurer shall be responsible for depositing funds and making disbursements. Individual ISTAs shall not bear interest. The organizing director, working with the Treasurer, and the Student Travel Account Manager, shall have the final decision on all issues involving ISTAs.

Article X-Committees

The President shall create committees and appoint members as necessary. All standing and special committees shall be subject to the control and direction of the Executive Board. No committee shall have the authority to approve any action for which the approval of the Executive Board or the General Membership. All committees shall be created and dissolved as needed at the discretion of the President.

Article XI-Meetings

Section 1 The President shall call regularly scheduled meetings of the General Membership. Chaired by the President and open to all Boosters, General Membership meetings shall be held at 7pm on the second Tuesday of the month unless otherwise designated. All meetings shall be held in the Upper Arlington High School Band room, unless otherwise designated. The order of business at any meeting of the General Membership shall be determined by the President, or by any other such officer as the President directs. The purpose of these meetings shall be the coordination of member activities for the band program, budget development and allocation and the review of committee reports and reports from the band directors. Any changes in the scheduling of these meetings shall be communicated publicly.

Section 2 Special meetings of the General Membership may be called by the President or members of the Executive Board by making a request to the Secretary for the calling of a special meeting. The purpose of the special meeting shall be stated in the call. The date, time and place of special meetings shall be announced publicly. Except in cases of emergency, at least a seven (7) day notice of the special meeting shall be given.

Section 3 Each member shall have one vote, and the vote of the majority of the members present at a meeting shall constitute the action of the members except where otherwise designated by the Bylaws.

Section 4 At least ten (10) members present at any meeting shall constitute a quorum for the transaction of business, except as otherwise provided in these Bylaws or by law.

Article XII-Funds

Section 1 The funds of the Boosters secured from whatever source shall be used to further the purpose expressed in Article II.

Section 2 The budget proposal for the new fiscal year shall be jointly developed by the Executive Board and the directors prior to May 1st of each year. The General Membership shall vote on the budget at the last meeting of the school year, but no later than May 31st or at a special meeting called for that purpose. The Executive Board shall have sole authority for the administration and execution of the budget upon approval of the budget by the General Membership.

Section 3 Funds shall be disbursed only by the Treasurer or by the President in the Treasurer's absence. Members other than officers may act as agents in the purchase of authorized materials and/or services on behalf of the Boosters with the specific prior approval of the President or Vice President.

Section 4 Only those expenditures related to budgeted items shall be authorized. Any expenditure, not authorized, must be approved by the Executive Board prior to any funds being disbursed. The Treasurer shall incorporate such changes in a revised budget statement.

Section 5 Funds budgeted for any special purpose shall only be spent for the intended purpose unless voted on by the Boosters prior to that alternate expenditure.

Section 6 The Executive Board may determine a monetary expenditure threshold above which proposed disbursements must receive prior approval by the Executive Board.

Section 7 The Upper Arlington Band Foundation Fund shall be established as a special fund to support the long-term capital and programming needs of the Upper Arlington Band Program. The purpose of this fund is to accept donations to the Boosters for the following: 1) targeted donations designated for a specific purpose; 2) general sustaining donations designated for long-term investment to maintain a source of funds for capital projects and future program needs. Booster members may solicit donations to the fund and the Executive Board may establish suggested levels of giving. For accounting purposes, this fund shall remain separate from other Booster funds.

XIII-Fundraising

Fundraising projects must receive prior approval by the Executive Board and appropriate Upper Arlington School District administrative staff. Proceeds from each fundraising project shall be designated for the benefit of the Upper Arlington Band program or for ISTAs.

Article XIV-Fiscal Year

The fiscal year of the Boosters shall commence on June 1st and end on May 31st each year.

Article XV-Amendments of Bylaws

The Bylaws may be amended by a two-thirds (2/3) majority vote of members present at any General Membership meeting attended by at least ten (10) Booster members provided the amendment was submitted in writing to the General Membership at the previous regular General Membership meeting or to the Executive Board ten (10) days prior to the General Membership meeting.

Article XVI-Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Boosters in all cases to which they are applicable and where they are not inconsistent with these Bylaws or any special rules of order the Boosters may adopt.

Article XVII-Dissolution

Section 1 The Upper Arlington Band Boosters may be dissolved at any regular or special meeting called for the purpose and attended by at least one-third (1/3) of the members. A minimum of sixty (60) days notice shall be required. A written motion for dissolution shall be published to the General Membership at the meeting preceding the meeting where a vote is to be taken. A motion for dissolution shall require a two-thirds (2/3) majority vote to pass.

Section 2 In the event of liquidation or dissolution, none of the assets shall be distributed directly or indirectly to any member, but the Executive Board shall donate all of the assets remaining after payment of all obligations and debts of the Boosters or making provisions therefore, to one or more organizations exempt within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code having like purposes or to any other 501 (c) (3) organization organized and operated for the benefit of the Upper Arlington School District.

Article XVIII-Non-Discrimination Policy

The Boosters shall be committed to following the Upper Arlington School District Policy on Non-Discrimination.

Article XIX-Conflict of Interest Policy

Each member of the Executive Board has a duty to place the interest of the Boosters foremost in any dealings with or on behalf of the Boosters. No member shall use his or her position, or the knowledge gained there from, in such a manner that a conflict arises between the interest of the Boosters and his or her personal interests.