

Upper Arlington Band Boosters, Inc. Bylaws

Modified February 6, 2023

Article I- Name

The name of this nonprofit 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), and 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, hereafter 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. This group is hereafter 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 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, Co-treasurers (2), Communications Manager, Travel Manager, and Development Manager. 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.

Section 6 The Communications Manager, Travel Manager, and Development Manager may all have assistants as elected by the Executive Board. New Co-treasurers (to the maximum extent possible) should be elected in alternate years to ensure continuity in the Treasurer role.

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 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 the case of absence or disability of the President. The Vice President shall review the bylaws each quarter to ensure duties are being carried out in accordance with the bylaws.

Section 3 The Co-treasurer(s) (2) shall be the custodian of all funds of the Boosters and shall keep a full and accurate account of receipts and expenditures.

- 1) They 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.
- 2) They shall review all financial transactions in the general ledger to ensure they are posted accurately and are within the boundaries of the budget.
- 3) They shall coordinate with any auditor or external reviewer of the organization's financial statements and provide copies of bank statements upon request ensuring 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. Any auditor or external reviewer will be voted on by the Executive Board.
- 4) They 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.
- 5) They shall also have other such powers and duties as may be established by the President with the consent of the Executive Board.
- 6) They shall present quarterly at Boosters meeting a written and oral financial report for the previous quarter. The report will include a comparison of the adopted budget and actual receipts and expenditures through the previous month's end. In addition, the Co-treasurers will provide for inspection copies

- (electronic or otherwise) of the most recent Boosters bank statements. Upon acceptance of the report, the written budgetary report and the bank statement copies will be archived by the Communications Manager.
- 7) They shall coordinate with a tax preparer for generation of annual tax returns and cause such returns to be timely filed (including extensions). Because the organizations' tax year ends May 31, the regular due date for such returns (before any extension) is October 15. The tax preparer shall prepare appropriate tax forms as necessary to preserve the tax-exempt status of the Boosters. The tax preparer will be voted on by the Executive Board. The organization will also file any required Forms 1099 by the applicable annual deadline (generally January 31).
 - 8) They shall provide money for cash boxes, when necessary, for fundraising and other events.
 - 9) They shall establish and maintain the integrity of any sources of online funding such as Square, Venmo, Paypal, or any other variation.
 - 10) They shall complete an internal audit quarterly with at least two (2) members of the Executive Board. Findings will be presented to the President.
 - 11) Financial Reports shall include income, expenses, and cash on hand. The financial report shall represent financial status of no older than one month.
 - 12) They shall document all materials turned over to the Upper Arlington School District, such as, but not limited to, instruments, uniforms, office supplies, or any other materials not listed but purchased by the boosters.
 - 13) They shall ensure that both of the Co-treasurers have check writing privileges as well as access to all bank accounts within 30 days of taking the position.
 - 14) They shall ensure that all tax forms are filled concerning the payment of visiting clinicians. Any amount over the current year's IRS reporting guidelines for a year will require the Boosters to generate a 1099-NEC.
 - 15) The duties of the Co-treasurers shall be divided as evenly as possible to ensure that checks and balances are in place to maintain the financial security of the boosters.

Section 4 The Communications Manager shall keep the minutes of all Executive Board and General Membership meetings and shall be the custodian of all records not directly needed to be maintained by each executive board position. The Communications Manager shall make public notice of all meetings of the Executive Board and General Membership. Committee meeting notices shall be available upon request. The Communications Manager shall also have other such powers and duties as may be established by the President with the consent of the Executive Board. This position may have an assistant as needed, provided the assistant is confirmed by the executive board.

Section 5 Travel Manager This executive board position will be the head chaperone and will oversee the chaperones at band camp, home and away football games, and band trips. This position may have an assistant as needed, provided the assistant is confirmed by the executive board. They are responsible for:

Band Camp. Overseeing the chaperones and the band members at meal times, free time, activities, etc. If any behavior issues arise, the head chaperone is to be notified

immediately, and he/she must then notify the Band Director, who will then make the decision on the future of the band member, depending on the violation. Conduct should be gauged based on the student handbook, as well as the UAHS Students Rights and Responsibilities.

Home and Away Games. Overseeing the chaperones and band members during down time during the games. If there are any behavioral issues, the head chaperone is to be notified immediately and he/she must then notify the band director who will make the decision on the future of the band members depending on the violation. Conduct should be based on the student handbook as well as the UAHS Students Rights and Responsibilities and the UA Athletic Code of Conduct.

Trips. Overseeing the ongoing progress of the trip planning with the chosen travel company, the President of UA Band Booster, and the Band Director. Trips are a privilege provided to the UAMB to represent the Upper Arlington community at special events outside of our city. These trips generally take 2 years of planning. It is imperative to a successful trip that the Travel Manager be involved in order for them to help make sound decisions on chaperone needs and expectations of band members and other parent chaperones.

All chaperones must complete a UA Schools background check. If someone is an overnight chaperone, the full UA Background check needs to be completed as often as necessary.

Section 6 Development Manager This position will oversee all money-making projects undertaken by the boosters. The Development Manger also

- 1) Shall act a liaison between the executive board and the fundraising committee, social media committee, and the alumni group.
- 2) Shall make the Upper Arlington community aware of community events, fundraising efforts, and needs of the organization, helping to offset costs of operations and equipment.
- 3) Shall submit a monthly fundraising report during monthly meetings to update all members on current and projected plans.
- 4) Shall conduct an annual review of the projected projects for the following year and submit a fundraising report to the general membership meeting in May for approval.
- 5) Shall ensure that all fundraising projects are approved by the Executive Board.
- 6) Shall ensure that any non-approved fundraising projects are discontinued immediately.
- 7) Shall ensure that no fundraising projects or portions of projects violate any policy set forth by the Upper Arlington School District.
- 8) Shall coordinate any use of Upper Arlington School District emblematic approval for fundraising projects.
- 9) Shall cochair any major fundraisers such as the Blitz, 99 Pledges, etc.
- 10) May have an assistant as needed, provided they are confirmed by the executive board.

Section 7 The Past President This position will be an advisor to the executive board on all past endeavors. This position is only open to a past Boosters president. This position

- 1) Will oversee and represent the interests of the band to the Board and general membership at all meetings.
- 2) Will be responsible for communicating with the Musical Director/Band Director about concerns and or problems with the program.
- 3) Will assist any committees.
- 4) Will perform additional duties as documented in the job description for the Auxiliary Representative, subject to modifications approved by the Board of Directors.
- 5) Shall not have an assistant
- 6) Shall not be filled should the President from the previous year wish to not continue as the Past President.

Section 8 All Executive Board Members should complete a full UA Background Check with the district.

Section 9 With the exception of the role of the Past President, if not all Executive Board positions are filled, an Executive Board Member can fill more than one role until additional members are available to step into one of the vacant roles.

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, Co-treasurers, Communications Manager, Travel Manager, and Development Manager, as well as any assistants in the appropriate positions. 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 All officers wishing to retain their position must be re-elected to their current position during elections each year.

Section 3 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 4 Members must be present to vote. Votes shall be to approve or not approve the candidate for the office.

Section 5 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, Co-treasurers, Communications Manager, Travel Manager, and Development Manager shall be for one (1) year. Co-treasurers should plan to serve more than one term to provide

overlap. Officers shall serve until the terms for their successors begin.

Section 2 All officers may serve more than one term, provided they still have a student in the band (with the exception of Past President).

Section 3 All officers on the Executive Board, except for the Co-treasurers, 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 Co-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 Co-treasurer shall turn over all records and related materials to the incoming Co-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 being 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 Co-treasurers. 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 Co-treasurers 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 help defray the costs of group travel for the purpose of furthering the charitable purpose of the band program. The accomplishment of the Boosters' and the band program's educational and charitable purpose requires regular travel by band members to and participation in band events, which may require travel. Accordingly, the

Boosters may choose from time to time to expend organizational funds to pay certain expenses associated with band events requiring travel. The Boosters will maintain full discretion and control over the use of all funds of the organization at all times, in order to ensure that organization funds are used solely for charitable purposes. 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 Subject to Section I of this Article IX, 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 subject to the full discretion and control of the Boosters and are not the property of an individual student. Individuals may be permitted to apply credits 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 by the Boosters through fundraising shall not be distributed to any individual.

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 personal 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 Co-treasurers shall be responsible for depositing funds and making disbursements. Individual ISTAs shall not bear interest. The organizing director, working with the Co-treasurer(s), 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 is required. 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 7:00 pm 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 or executive board may be called by the President or members of the Executive Board by making a request to the Communication Manager 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.

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 either Co-treasurer(s) or by the President in the Co-treasurers' 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 Co-treasurers 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.

Section 8 Checks exceeding \$250 must be endorsed by at least two officers authorized by resolution of the Executive Board, and checks of the Organization shall include above the signature line a notice to this requirement.

Section 9 The Co-treasurers shall present a financial report at each Executive Board meeting of the organization and prepare a final report at the close of the year in accordance with the organization's financial policies. The Executive Board shall have the report and the accounts examined annually.

- 1) If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The audit committee shall consist of two or more Board or voting members of the organization who are not involved in the routine handling of the organization's finances, including not having signature authority on bank accounts or approval authority over disbursements.
- 2) If the organization grosses over \$100,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$250,000.

Section 10 Anyone seeking reimbursement for an approved event of any kind must first have approval from at least two executive board officers, and the expectation is that reimbursement request should be submitted no more than two weeks after the event.

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. All forms pre & post event from the school administration staff shall be prepared and maintained by the Development Manager for each event that takes place once school administration staff have signed off. All events, on or off school grounds, must be approved by school administration staff.

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 five (5) 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.

Section 1 An annual review of Bylaws can be performed by a Bylaw Committee and will consist of four Board members and any interested at large members. Committee members will be chosen at February meeting, headed by the Vice President. All updates will be completed by April meeting to present for approval and voted on in May.

Section 2 If during the year a bylaw amendment is needed the Vice President will convene a

committee as outlined in Article XV.

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/Whistleblower Policy

Section 1 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.

Section 2 All members of the executive board and any committee chairs are required to sign the whistleblower and conflict of interest contract. The Communications Manager shall maintain the original or electronically signed versions.

Section 3 If any member of the board refuses to sign either policy, they must then step down from their position immediately.

Article XX-Records

Section 1 Upon the expiration of the term of office or in the case of resignation or termination, each Executive Board member shall turn over to a successor or a member of the Executive Board, without delay, all records, books, and other materials pertaining to their position and shall return to the Co-treasurer(s), without delay, all funds belonging to the Boosters.

Section 2 All financial records of the organization shall be maintained and destroyed in

accordance with lawful and standard record retention guidelines. Financial records shall be maintained as follows:

RECORD	HOW TO STORE	PERIOD OF TIME
Year-end Treasurer's financial report/statement, annual Internal Financial Review Reports, IRS Form 990s	Store in corporate record book, binder, and/or cloud-based software.	At least seven (7) years Consider keeping permanently.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile and file records on a yearly basis. Store in binder or cloud-based software.	Seven (7) Years Store w/financial records. Destroy after seven years.
Treasurer's reports (monthly)	Compile and file records on yearly basis. Store in binder or cloud-based software.	Three (3) Years Store w/ financial records. Destroy after three years.

Article XXI-Training

Section 1 IRS Training. Training will be conducted by the President, Vice President, Co-treasurer(s), and Development Manager utilizing the appropriate IRS website (as of Nov 2022 the website is <https://www.stayexempt.irs.gov>). Training shall be completed within 30 days of taking office. The names of the training courses might change, but the training subjects should be as close as possible to these below.

- 1) Maintaining 501(c)(3) Tax-exempt status
- 2) Employment Issues
- 3) Required Disclosures
- 4) Form 990 Overview Course
- 5) Unrelated Business Income
- 6) Charitable Gaming for Exempt Organizations

The complete certificate(s) shall be turned over to the Communications Manager to be maintained with our records.

Section 2 State of Ohio Training. Training will be conducted by the President, Vice President, Co-treasurer(s), and Development Manager(s) utilizing the appropriate State of Ohio website (as of Nov 2022 this is <https://www.charitable.ohioago.gov>). Training shall be completed within 30 days of taking office. The names of training might change, but the subjects should be as close as possible to these below.

- 1) Nonprofit Board Governance (webinar)
- 2) Ohio's charitable Registration System (webinar)

A completion memorandum will be drawn up and signed by each member since there is no completion certificate for these courses.

Article XXIII-Purchasing of Band Related Equipment

Section 1 Instruments and band equipment degrade or become damaged over time. Also, due to growth of the band, additional instruments might be needed to ensure proper support of our students. As this occurs, the Band Director may submit to the Executive Board quotes for the purchase of instruments. The Executive Board will vote to approve the purchase, and the Co-treasurer(s) will purchase the item.

Section 2 Any item purchased will be turned over to the Band Director or appropriate school administration representative. A signature acknowledging the receipt will be required, and the receipt will be maintained by the Co-treasurer(s).

Section 3 The instrument or equipment will become property of the Upper Arlington School District. Any insurance needed for said instrument or equipment will be the responsibility of the school district.

Article XXIV-Insurance

Section 1 The executive board will purchase and maintain insurance to indemnify the organization of its officers and committee members to the fullest extent permitted by law.

Section 2 General liability insurance at a minimum is required per the Upper Arlington School District Policy found under the “9000 Relations” series under “District Support Organizations”.

Bylaw History:

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