

CODE OF REGULATIONS
OF THE
NORTH OLMSTED BAND AND ORCHESTRA BOOSTERS, INC.

ARTICLE I – Membership

- A. Membership. Membership shall be open to all persons interested in supporting the instrumental music program of the North Olmsted city school system. Membership year shall run from July 1 to June 30 of the current year.
- B. Levels of Membership. There shall be four levels of membership:
- 1) Silver Level Membership
 - 2) Gold Level Membership
 - 3) Platinum Level Membership
 - 4) Corporate Membership

At the annual meeting, the board of directors shall determine dues for each level of membership for the following year.

- C. Rights of Members. All members shall have voting privileges in person at all meetings of the corporation. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.
- D. Annual Meeting. The annual meeting of the members of the corporation shall be held in the month of May of each year for the purpose of:
- 1) electing executive officers; and
 - 2) for the transaction of any other such business as may properly come before the meeting.

The vote for executive officers and, upon the demand of any member, the vote upon any question before the meeting, shall be by ballot. If there is only one candidate for each executive officer position, the vote shall be by voice for that position. All elections shall be had, and all questions decided, by a majority vote of the members present in person, with no proxy votes allowed.

- E. Special Meetings. Special meetings may be called at any time by the president or vice-president or by two members of the board of directors. Special meetings must be called by the president or secretary upon receipt of the written request of one-third of the members of the corporation.
- F. Notice of Meetings. Notice of the annual meeting or any special meeting, stating the time, place and purpose thereof, shall be by email or telephone, not less than five nor more than ten days before such meeting.

- G. Quorum. At any meeting of the members of the corporation, the presence of ten members in person shall be necessary to constitute a quorum for all purposes. The act of a majority of the members present at any meeting, at which there is a quorum, shall be the act of the full membership except as may be otherwise specifically provided by statute or by this code of regulations.

ARTICLE II – Board of Directors

- A. Selection. The board of directors of the corporation shall consist of the executive officers of the corporation and any chairpersons of each committee.
- B. Each member of the board of directors shall be a current member of the corporation.
- C. Business and property of the corporation shall be managed and controlled by the board of directors.
- D. Committees. In order to promote the welfare of the corporation, the executive committee shall create or dissolve committees. Committee chairpersons shall be appointed by the executive officers.
- E. Committee Recordkeeping. Each officer and chairperson shall maintain a folder or binder containing notes and pertinent information regarding the committee and/or position, along with a year-end summary that can be forwarded to the next chairperson/officer.
- F. Vacancies. Any vacancy in the board of directors (other than a vacancy in an executive officer position) occurring during the year, including a vacancy created by an increase in the number of members of the board of directors, shall be filled by the executive officers through appointment of one of the members of the corporation.
- G. Board of Directors Meetings. There shall be a minimum of two meetings of the board of directors per school year. To the extent possible, such meetings will be regularly scheduled. Meetings of the board of directors that are held on a date that is not regularly scheduled shall be communicated to the members of the board of directors by email or telephone, whichever method is determined to be most effective by the executive officers, not less than five and not more than ten days before such meeting.
- H. Special Meetings. Special meetings may be called at any time by the president or vice-president or by two members of the board of directors. Special meetings must be called by the president or secretary upon receipt of a written request of one-third of the members of the board of directors of the corporation.
- I. Notice of Special Meetings. Notice of a special meeting, stating the time, place and purpose thereof, shall be by email or telephone. Notice must be given not less than five and not more than ten days before such special meeting in the same manner provided for the calling of regular meetings of the board of directors.

- J. Voting. At every meeting of the board of directors, each member of the board of directors shall be entitled to one vote in person.
- K. Quorum. At all meetings of the board of directors, a majority of the members of the Executive Officers shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the members of the board of directors present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by this Code of Regulations.

ARTICLE III – Executive Officers and Responsibilities

- A. Executive Officers. The executive officers of the corporation shall be the president, vice-president, secretary, treasurer and assistant treasurer. The executive officers shall have a current membership in the corporation.
- B. Election. The executive officers shall be elected annually by the members to hold office until the next annual meeting of the members or until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies.
- C. President. The president shall have the following responsibilities:
 - 1) Preside at all meetings of members and of the board of directors.
 - 2) Shall have and exercise general charge and supervision of the affairs of the corporation.
 - 3) Shall do and perform such other duties as may be assigned to him or her by the board of directors.
 - 4) Shall also be an ex-officio member of all committees, except the nominating committee.

The president's term shall be limited to two consecutive years.

- D. Vice-President. The vice-president shall have the following responsibilities:
 - 1) Shall act as an aide to the president.
 - 2) Shall, at the request of the president, or in the event of his or her absence, perform the duties and possess and exercise the powers of the president.
 - 3) Shall act as parliamentarian and maintain a current copy of *Robert's Rules of Order Newly Revised*.
 - 4) Shall be a member of the annual audit committee and nominating committee.

The vice president's term shall be limited to two consecutive years.

E. Secretary. The secretary shall have the following responsibilities:

- 1) Shall have charge of such books, documents, and papers as the board of directors may determine.
- 2) Shall attend and keep the minutes of all the meetings of the board of directors and members of the corporation.
- 3) Shall handle all written communications of the corporation.

F. Treasurer. The treasurer shall have the following responsibilities:

- 1) Shall have the custody of all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the board of directors.
- 2) Shall be bonded at the corporation's expense.
- 3) When necessary or proper, shall endorse, on behalf of the corporation for collection, checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks as the board of directors may designate.
- 4) Shall sign all receipts, vouchers and checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution shall be expressly designated by the board of directors or by these Code of Regulations by some other executive officer or agent of the corporation.
- 5) Shall make such payments as may be necessary or proper to be made on behalf of the corporation in accordance with the budget adopted by the board of directors.
- 6) Shall keep a full and accurate account of receipts and expenditures of the corporation, present a financial statement at every meeting of the corporation, and make a full end-of-year report at the annual meeting.
- 7) Shall have the accounts examined annually, or upon change of executive officers, by an auditor or an audit committee consisting of at least three unrelated members of the corporation, which audit committee must include the vice president.
- 8) Shall maintain all reports and documentation for a minimum of five years.
- 9) May sign with the president or vice-president, in the name and on behalf of the corporation, any contracts or agreements authorized by the board of directors.

The treasurer's term shall be limited to two consecutive years.

G. Assistant Treasurer. The assistant treasurer shall have the following responsibilities:

- 1) Shall act as an aide to the treasurer.
- 2) Shall, at the request of the treasurer, or in the event of his or her absence, perform the duties and possess and exercise the powers of the treasurer.
- 3) Shall participate with the Treasurer in preparing the accounts and working with the audit committee during the annual audit.
- 4) Shall complete a monthly review of the Bank statements and receipts as provided by the Treasurer.
- 5) Shall keep an updated membership list and provide such list to the Executive Committee and the school representatives for inclusion in the music programs.

The assistant treasurer's term shall be limited to two consecutive years.

H. Vacancies. In case any executive office of the corporation becomes vacant by any cause, the majority of the members of the board of directors, then in office, although less than a quorum, may elect an executive officer to fill such vacancy, and the executive officer so elected shall hold office and serve until the election of his or her successor at the next annual meeting of the members.

I. Removal. Any executive officer may be removed from office by the affirmative vote of two-thirds of all the members of the board of directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interest of the corporation, for lack of sympathy with its objects, or for refusal to render reasonable assistance in carrying out its purposes. Any executive officer proposed to be removed shall be entitled to at least ten days' notice in writing by certified or registered mail of the meeting of the board of directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the board of directors at such meeting.

ARTICLE IV – Nominating Committee

A. Selection. The nominating committee shall consist of three current members of the corporation, one of which shall be the vice president of the corporation, and shall be appointed by the president at least two months prior to the annual meeting. The president shall not be a member of the nominating committee. The nominating committee shall select its own chairperson from the three appointed members.

B. Presentation of the Slate. The nominating committee shall present a slate of nominated officers at the annual meeting that will be voted on at that meeting.

ARTICLE V – Uniforms

- A. The corporation shall be responsible for the purchase, distribution and maintenance of the uniforms of the High School Bands and Orchestra, including the collection of fees, from the students, required to maintain the uniforms and tuxes, including the cost of regular professional cleaning.
- B. Students using these uniforms shall abide by the rules established by the instrumental music department, as set forth in the North Olmsted High School Band and Orchestra Handbook.
- C. Uniform Replacement. In 2016/2017, the corporation entered into an agreement with the North Olmsted Board of Education (NOBE). The NOBE and the corporation entered into the agreement for the sole purpose of purchasing new Band uniforms in 2017. The uniform purchase is being made by NOBOB and, in turn, becomes the property of NOBE for use by the North Olmsted High School Marching Band. A copy of the agreement is available as part of the permanent records of the corporation. The relevant issues of the agreement include:
 - 1) NOBE committed to advance the corporation up to \$50,000 to supplement the funds NOBOB has raised to purchase new Band uniforms in 2017;
 - 2) The corporation committed to a **minimum** payment of \$5,000 per year to NOBE at NOBOB's fiscal year end, starting June 30, 2017. Such payments will continue until the Total Amount is paid in full; and
 - 3) The corporation committed to Future Planning to assist future generations to purchase and replace the 2017 uniforms in a timely manner. To that end, the corporation agreed to set aside a **minimum** of \$5,000 per year for the sole purpose of being able to fully replace the uniforms purchased in 2017. This fund will be kept separate and apart from other funds of NOBOB.

ARTICLE VI – Student Fees

In order to maintain the Marching Band uniforms and the Orchestra tuxedos, student are required to pay fees and collected annually by the corporation. These fees include the cost of the required uniforms and concert band accessories. These fees are based on actual costs and are not to be used as a fundraiser for the corporation.

- A. Financial Assistance for Fees: Students shall be eligible for financial assistance to pay the required fees, on the following conditions
 - 1) The maximum amount of financial assistance available to any student in a fiscal year shall be set by the board of directors at the beginning of the fiscal year;

- 2) Approval for financial assistance shall be made to the President of the corporation and approved by a minimum of two members of the board of directors, none related to the student;
- 3) The requesting student's parents/guardian must be a member of the corporation by November 30th of the academic year;
- 4) All Band/Orchestra fees must be paid, or arrangement for payment of all fees must have been made, by November 30th of the academic year; and
- 5) The parents/guardian must be committed to volunteering with NOBOB for at least twenty hours of the academic year.

ARTICLE VI – Scholarships

A Scholarship Committee will be made up of at least two volunteer members and, preferably, non-Board members. The Scholarship Committee will not include any parent of any Senior students.

- A. Annually, a nonrenewable music scholarship, in memory of C.B. Kriechbaum, the first music educator at North Olmsted High School, will be presented to a graduating Senior on the following conditions:

For the class of 2018

- 1) The graduating Senior's parents/guardian must be a member of the corporation by November 30th of the student's Senior year;
- 2) All Band/Orchestra fees must be paid, or arrangement for payment of all fees must have been made, by November 30th of the student's Senior year;
- 3) The graduating Senior must meet the established requirements for the scholarship as listed on the application for the scholarship; and
- 4) The parents/guardian must be committed to volunteering with NOBOB for at least twenty hours of that academic year.

Starting with the class of 2019

- 1) The graduating Senior's parents/guardian must be a member of the corporation by November 30th for a minimum of **two years** of the student's tenure with the music program;
- 2) All Band/Orchestra fees must be paid, or arrangement for payment of all fees must have been made, by November 30th of the student's Senior year;

- 3) The graduating Senior must meet the established requirements for the scholarship as listed on the application for the scholarship; and
- 4) The parents/guardian must be committed to volunteering with NOBOB for at least twenty hours of per year for a minimum of two academic years.

In the event that there are no qualified applicants for the C.B. Kriechbaum scholarship, the board of directors may award the scholarship as an additional non-music scholarship to a graduating Senior on the same conditions listed in Section A above.

- B. Annually, a nonrenewable non-music scholarship will be presented to a graduating Senior on the following conditions:

For the class of 2018

- 1) The graduating Senior's parents/guardian must be a member of the corporation by November 30th of the student's Senior year;
- 2) All Band/Orchestra fees must be paid, or arrangement for payment of all fees must have been made, by November 30th of the student's Senior year;
- 3) The graduating Senior must meet the established requirements for the scholarship as listed on the application for the scholarship; and
- 4) The parents/guardian must be committed to volunteering with NOBOB for at least twenty hours of that academic year.

Starting with the class of 2019

- 1) The graduating Senior's parents/guardian must be a member of the corporation by November 30th for a minimum of **two years** of the student's tenure with the music program;
- 2) All Band/Orchestra fees must be paid, or arrangement for payment of all fees must have been made, by November 30th of the student's Senior year;
- 3) The graduating Senior must meet the established requirements for the scholarship as listed on the application for the scholarship; and
- 4) The parents/guardian must be committed to volunteering with NOBOB for at least twenty hours of per year for a minimum of two academic years.

- C. The amount of the scholarships shall be determined by the board of directors based on funds available according to the budget adopted by the board of directors.

- D. The committee may, at its discretion, award each scholarship to one eligible recipient or divide the amount among multiple eligible recipients. The total of all scholarships may not exceed the budget adopted by the board of directors.
- E. No member of the board of directors or member shall be eligible to vote on the award of a scholarship to a family member or close relative.
- F. All scholarship applications shall be reviewed by a minimum of two individuals, one of whom should be a member of NOBOB and one should be an “outside” reviewer. None of the reviewers should be related to any applicants and none being the parent of a graduating Senior.
- G. Although students may apply for both scholarships, no student will be awarded both scholarships.

ARTICLE VII – Awards and Gifts

- A. A letter shall be awarded to students upon completion of the requirements set forth by the instrumental music department faculty. Pins shall be awarded to those students who have exceeded the necessary requirements for the letter and who have completed the necessary additional requirements set forth by the instrumental music department faculty.
- B. Additional awards may be given to students who participate in instrumental activities not held during the school day.
- C. The vice-president shall purchase a suitable gift to be presented to each graduating Senior as a token of appreciation for his or her individual service to the Band and/or Orchestra.
- D. One Band student will be selected for The John Phillip Sousa Band Award and one Band student will be selected for the Patrick S. Gilmore Award each year, as chosen by the students in the Band program. This corporation will pay for the plaques as well as the annual engraving fees. The plaques will be displayed in an appropriate place at the high school.
- E. One Orchestra student will be selected for The National School Orchestra Award and one Orchestra student will be selected for The Director's Award for Orchestra each year, as chosen by the students in the Orchestra program. This corporation will pay for the plaques as well as the annual engraving fees. The plaques will be displayed in an appropriate place at the high school.

ARTICLE VIII – Recognition Events

- A. The Marching Band recognition event shall be held for all High School Marching Band members and their families, at the close of Marching Band season. On an

annual basis, the board of directors shall determine whether funds are available to pay for Senior Band member tickets and/or to discount the tickets for underclassmen, based on the budget adopted by the board of directors. The cost of tickets for all other attendees shall be determined by the board of directors, based upon the projected cost of the event.

- B. An instrumental music recognition event shall be held in the Spring for all high school instrumental musicians and their families.
- C. The Bands and Orchestra may participate in field trips (such as parades) as selected by the instrumental music faculty to further promote the objectives of the instrumental music program. This corporation shall support these field trips by arranging for chaperones and, if deemed necessary and, if the funds are available, to provide food and/or water for the students as part of each field trip.

ARTICLE IX – Band and Orchestra Clinics

- A. Students shall be eligible for financial assistance to attend an approved instrumental clinic or participate in an approved extracurricular Band or Orchestra activity, on the following conditions:

For the class of 2018

- 1) The requesting student's parents/guardian must be a member of the corporation by November 30th of the academic year;
- 2) All Band/Orchestra fees must be paid, or arrangement for payment of all fees must have been made, by November 30th of the academic year; and
- 3) The parents/guardian must be committed to volunteering with NOBOB for at least twenty hours of the academic year.

Starting with the class of 2019

- 1) The requesting student's parents/guardian must be a member of the corporation for a minimum of two years by November 30th of the academic year;
 - 2) All Band/Orchestra fees must be paid, or arrangement for payment of all fees must have been made, by November 30th of the academic year; and
 - 3) The parents/guardian must be committed to volunteering with NOBOB for at least twenty hours of the academic year.
- B. The maximum amount available to any student during their tenure with the Band and/or Orchestra for attendance at a clinic or extracurricular activity will be limited to a single event/occasion/activity during the student's tenure in the program.

- C. The maximum amount of financial assistance available to any student in a fiscal year shall be set by the board of directors at the beginning of the fiscal year.
- D. Approval for financial assistance shall be made to the President of the corporation and approved by a minimum of two members of the board of directors, none related to the recipient.
- E. The corporation shall pay for the drum major to attend an approved summer clinic.

ARTICLE X – North Olmsted Community Council

- A. This corporation shall be a member of the North Olmsted Community Council.
- B. A representative of this corporation shall attend all meetings of the North Olmsted Community Council and report back to the corporation.

ARTICLE XI – Fiscal Year

The fiscal year of the corporation shall commence on July 1 of each year and end on June 30.

ARTICLE XII – Student Fees

Any moneys remaining in any student's account upon withdrawal from the music program, including accounts of Senior students with moneys remaining at graduation, will be returned to the corporation at the start of the next fiscal year (July 1). The exception will be for those Seniors who have siblings in the music program (Middle School through High School).

ARTICLE XIII – Investments

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the board of directors, without being restricted to the class of investments which a member of the board of directors is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XIV – Amendments

- A. A committee shall be appointed to review the Code of Regulations at least every three years, and revise if necessary.

- B. The Code of Regulations may be altered, amended or repealed by a majority vote of eligible members of the board of directors present, provided there has been prior notification of the proposed revisions.

ARTICLE XV – Parliamentary Procedures

The parliamentary procedures set out in *Robert's Rules of Order* shall be followed at all meetings of the corporation and at all meetings of the board of directors. The president shall have complete authority to rule upon any questions of order.

ARTICLE XVI – Exempt Activities

Notwithstanding any other provision of this Code of Regulations, no member, member of the board of directors, executive officer, or other representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XVII – Indemnification

Each member of the board of directors and executive officer, or former member of the board of directors or executive officer, or any person who is serving or has served at the request of the corporation as a member of the board of directors or executive officer, shall be indemnified by the corporation against expenses, (including attorney fees), judgments, decrees, fines, penalties, or amounts paid in settlement reasonably incurred in connection with the defense of any pending or threatened or completed action, suit, or proceeding, whether criminal, civil, investigative or administrative, to which he or she may be a party by reason of being or having been such member of the board of directors or executive officer; provided:

- A. he or she is adjudicated or determined not to have been negligent or guilty of misconduct in the performance of his or her duty to the corporation;
- B. he or she is determined to have acted in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interest of the corporation; and
- C. in any manner the subject of a criminal action, suit, or proceeding, he or she is determined to have had no reasonable cause to believe that his or her conduct was unlawful.

The determination as to Section B and Section C in the above paragraphs, in the absence of adjudication by a court of competent jurisdiction, and the determination as to Section A, shall be made by the members of the board of directors of the corporation upon approval of two-thirds of the total membership of the board of directors.

Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE XVIII – Dissolution

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, in such manner, or to such organization or organizations organized and operated exclusively for educational and charitable purposes as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), as the board of directors shall determine.

Adopted at a meeting of the board of directors on
the 8th day of May, 2017.