

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

ARTICLE I – Membership

1. Membership – Membership shall be open to all persons interested in supporting the instrumental music program of the North Olmsted city school system.
2. Categories of Membership – There shall be three categories of membership:
 - a. Patron Member
 - b. Benefactor Member
 - c. Business MemberThe board of directors at the annual meeting for the following year shall determine dues for each category of membership.
3. Rights of Members – All members shall have voting privileges in person at all meetings of the members of the corporation and shall receive newsletters of the corporation. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.
4. 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 electing executive officers and 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. All elections shall be had and all questions decided by a majority vote of the members present in person.
5. Special Meetings – Special meetings may be called at any time by the president or first vice-president or by two directors and must be called by the president or secretary on receipt of the written request of one-third of the members of the corporation.
6. Notice of Meetings – Notice of the annual meeting or a special meeting, stating the time, place and purpose thereof, shall be by postal mail, email or telephone, not less than five nor more than ten days before such meeting.
7. 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, and 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

1. Selection – The business and property of the corporation shall be managed and controlled by

a board of directors, which shall consist of the executive officers of the corporation and the chairmen of the committees. Each director shall be a current member of the corporation. Committee chairmen shall be appointed by the executive officers.

2. Committees – The executive officers shall create or dissolve committees of the corporation as it deems necessary to promote the welfare of the corporation.
3. Annual Reports – Each director shall submit an annual report in triplicate (one copy for the committee’s file, one copy for the secretary’s file and one copy for the president’s file).
4. 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 directors made by the board of directors, shall be filled by the executive officers.
5. Board of Directors Meetings – There shall be a minimum of four 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 directors by postal mail, email or telephone, whichever method is determined to be most effective by the executive officers.
6. Special Meetings – Special meetings may be called at any time by the president or first vice-president or by two directors and must be called by the president or secretary on receipt of the written request of one-third of the directors of the corporation.
7. Notice of Special Meetings – Notice of a special meeting, stating the time, place and purpose thereof, shall be by postal mail, email or telephone, not less than five nor more than ten days before such meeting in the same manner provided for the calling of regular meetings of the board of directors.
8. Voting – At every meeting of the board of directors each director shall be entitled to one vote in person.
9. Quorum – At all meetings of the board of directors, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the 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

1. Executive Officers – The executive officers of the corporation shall be the president, first vice-president, second vice-president, secretary and treasurer.
2. 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. The executive officers shall have a current membership in the corporation.

3. President – The president shall preside at all meetings of members and of the board of directors. He shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the board of directors. The president shall also be an ex-officio member of all committees, except the nominating committee.
4. First Vice-President – The first vice-president shall act as an aide to the president. He shall, at the request of the President, or in the event of his absence, perform the duties and possess and exercise the powers of the president. The first vice-president shall act as parliamentarian and maintain a current copy of Robert’s Rule of Order Newly Revised.
5. Second Vice-President – The second vice-president shall be a member of the North Olmsted Schools instrumental music faculty and shall act as a liaison between the faculty and the membership of this corporation.
6. Secretary – The secretary shall have charge of such books, documents, and papers as the board of directors may determine. He shall attend and keep the minutes of all the meetings of the board of directors and members of the corporation. He may sign with the president or first vice-president, in the name and on behalf of the corporation, any contracts or agreements authorized by the board of directors. He shall handle all written communications of the corporation.
7. Treasurer – The treasurer 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. He shall be bonded at the corporation’s expense. When necessary or proper, he may 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. He shall sign all receipts and vouchers and he shall sign all checks of the corporation and all bills of exchange and promissory notes issued by the corporation, except in cases where the signing and execution thereof shall be expressly designated by the board of directors or by these Code of Regulations to some other executive officer or agent of the corporation. He 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. He shall keep a full and accurate account of receipts and expenditures of the corporation, shall present a financial statement at every meeting of the corporation, and shall make a full end-of-year report at the annual meeting. The treasurer shall have the accounts examined annually, or upon change of executive officers, by an auditor or an auditing committee consisting of at least three members of the corporation. He shall maintain all reports and documentation for a minimum of five years.
8. Vacancies – In case any executive office of the corporation becomes vacant by any cause, the majority of the 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 successor at the next annual meeting of the members.
9. Removal – Any executive officer may be removed from office by the affirmative vote of two-thirds of all the 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 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

1. Selection – The nominating committee shall consist of three current members 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 chairman from the three appointed members.
2. 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

1. This corporation shall be responsible for the purchase, distribution and maintenance of the uniforms of the high school bands and orchestra.
2. 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.

Article VI – Scholarships

1. 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 whose parents are members of the corporation and who has met the established requirements for the scholarship as listed on the application for the scholarship.
2. Annually a nonrenewable non-music scholarship will be presented to a graduating senior whose parents are members of the corporation and who has met the established requirements for the scholarship as listed on the application for the scholarship.
3. The amount of the scholarships shall be determined by the board of directors based on the funds available according to the budget adopted by the board of directors.
4. No director or member shall be eligible to vote on the award of a scholarship to a family member or close relative.
5. All scholarship applications shall be reviewed by a minimum of two directors or members, none related to the recipient.

6. No student will be awarded both scholarships, although students may apply for both scholarships.

Article VII – Awards and Gifts

1. 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.
2. Additional awards may be given to students who participate in instrumental activities not held during the school day.
3. The first vice-president shall purchase a suitable gift to be presented to each graduating senior as a token of appreciation for his/her individual service to the band and/or orchestra.
4. The John Phillip Sousa Band Award will be awarded to two students each year (first place and runner up), as chosen by the instrumental music faculty. This corporation will pay for the plaque as well as the annual engraving fees. The plaque will be displayed in an appropriate place at the high school.
5. The National School Orchestra Award will be awarded to two students each year (first place and runner up), as chosen by the instrumental music faculty. This corporation will pay for the plaque as well as the annual engraving fees. The plaque will be displayed in an appropriate place at the high school.

Article VIII – Recognition Events

1. A marching band recognition event shall be held for all high school marching band members and their families, at the close of marching 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.
2. An instrumental music recognition event shall be held in the spring for all high school instrumental musicians and their families. 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.
3. 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, to provide food and/or water for the students as part of the field trip.

Article IX – Band and Orchestra Clinics

1. Students, whose parents are members of the corporation, shall be eligible for financial assistance to attend an approved instrumental clinic, or participate in an approved extracurricular band or orchestra. The maximum amount available to any student in a fiscal year shall be set by the board of directors at the beginning of the fiscal year.
2. The corporation shall pay the fee for the drum major to attend an approved summer clinic.
3. The corporation shall pay the fee for the coaches of the Eaglets and Flag Corps to attend an approved summer clinic with the team.
4. Approval for financial assistance shall be by a minimum of two directors or members, none related to the recipient.

Article X – North Olmsted Community Council

1. This corporation shall be a member of the North Olmsted Community Council.
2. 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 – 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 director 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 XIII – Amendments

1. A committee shall be appointed to review the Code of Regulations at least every three years, and revise if necessary.
2. The Code of Regulations may be altered, amended or repealed by a majority vote of eligible directors present, provided there has been prior notification of the proposed revisions.

Article XIV – 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 XV – Exempt Activities

Notwithstanding any other provision of this Code of Regulations, no member, director, 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 XVI – Indemnification

Each director and executive officer, or former director or executive officer, or any person who is serving or has served at the request of the corporation as a director 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 director or executive officer; provided:

- a) he/she is adjudicated or determined not to have been negligent or guilty of misconduct in the performance of his duty to the corporation;
- b) he/she is determined to have acted in good faith and in a manner that her 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/she is determined to have had no reasonable cause to believe that his or her conduct was unlawful.

The determination as to (b) and (c) in the above paragraphs, in the absence of adjudication by a court of competent jurisdiction, and the determination as to (a), shall be made by the 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.

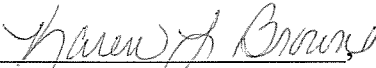
Article XVII – Dissolution

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, musical 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.

Article XVIII – Interpretation

As used herein, the masculine, feminine, or neuter gender, and the singular or plural number, shall each be deemed to include the others whenever the context so indicates.

Adopted at a meeting of the board of directors on
the 8th day of May, 2006.


Corporate Secretary