

## BYLAWS Of the Thomas Worthington Orchestra Boosters

Article 1 NAME. The name of this organization is the Thomas Worthington Orchestra Boosters.

Article 2 PURPOSE. The purpose of the Thomas Worthington Orchestra Boosters (a not for-profit corporation of the State of Ohio hereinafter called the Orchestra Boosters or the Corporation), in addition to that provided in the Articles of Incorporation, shall be to support, enhance, and advocate for the orchestra program; to promote cooperation between the Thomas Worthington High School Orchestra, its feeder schools and the parents; to assist in any project pertaining to the welfare of the orchestra where such assistance is needed; to be of assistance on trips made by the orchestra during all seasons of the year; and to work cooperatively with other Worthington booster organizations.

Article 3 MEMBERSHIP. Membership in the Orchestra Boosters shall be open to parents or guardians of all members of orchestra within the Thomas Worthington High School, its feeder schools, and to anyone else interested in volunteering with the Thomas Worthington Orchestra Boosters in fulfilling its purpose. Members are expected to set a positive example by complying with the Thomas Worthington High School code of conduct. In order to vote, serve as an Officer or Member-at-Large, or serve as a committee chair, members must pay annual dues (valid for the current school year only) in the amount of ten dollars/family (\$10) (Family defined as parents, guardians, or step-parents). Dues must be paid by the October General Meeting. Exceptions will be considered on a case-by-case basis by the Executive Board. It shall be the responsibility of the members to report any and all address changes to the Orchestra Booster Secretary. Members are encouraged to attend General Orchestra Booster meetings and volunteer their time for at least one (1) Orchestra Booster sponsored function per year (June – May).

Article 4 MEETINGS.

Section A Annual Meeting. The Annual Meeting of the Orchestra Boosters and the election of officers shall be held in March each year, at a time and place determined by the Executive Board. At this meeting, Officers and Members-at-Large will be elected by a vote of the general membership.

Section B Other Meetings. There shall be no less than three (3) regular meetings, including the Annual Meeting, and such other special meeting as may be called by the Executive Board or by the President with the approval of the Executive Board.

Section C Place of Meetings. All meetings shall be held at Thomas Worthington High School, or when necessary or appropriate, at another location within the Worthington School District as shall be designated by the Executive Board. The time and place of all meetings will be at the discretion of the Executive Board after an investigation of possible conflicts with other school activities.

Section D Notification. Orchestra parents and other interested parties shall be notified of the scheduled regular meetings as follows: e-mail, student distribution, parent and community distribution, and website postings. Electronic calendar reminders are posted on the orchestra website one week prior to meetings and performance dates. Notification of special meetings and changes in the scheduled regular meetings will be posted to the Web site and the electronic calendar at least one week before the meeting.

Article 5 OFFICERS. The officers of the Orchestra Boosters shall include the following:  
Section A President. The President shall be the executive officer of the Corporation. The President will preside at all meetings of the Corporation and will have general supervision over all matters pertaining to the Corporation. The President will work with the Executive Board to oversee the filling of committee positions. He or she may act as a member ex officio on all committees. He or she will have a vote on the Executive Board but will have a vote on the Trustees only in the event of a tie. He or she shall discharge the duties of the office as outlined in Robert's Rules of Order and must endeavor to cooperate at all times with the Orchestra Director(s).

Section B Vice President. The Vice President shall assist the President in the performance of his or her duties as above stated and shall officiate in the President's absence and shall be invested at such times with the full powers and prerogatives, and subject to the duties. The Vice President shall serve as a member of the Executive Board and is a voting member of the Trustees of the Corporation. The Vice President assumes the primary responsibility for fundraising.

Section C Secretary. The Secretary serves as the official record keeper of the organization. He/she officiates in the event of the President's and the Vice President's absence and shall be invested at such times with the full powers and prerogatives, and subject to the duties. He or she will be a voting member of the Trustees and a member of the Executive Board.

Section D Co-Treasurer I. The Co-Treasurer I shall receive all the Corporation's monies and give receipt therefore, and shall be the Treasurer of committees of the Corporation, and shall handle all funds of the committees and of every activity of the Corporation. The Co-Treasurer I shall collect and deposit all monies and pay all bills in accordance with the annual budget. The Co-Treasurer I shall keep an accurate account, under the proper dates, of the amounts and sources of receipts and the amounts and purposes of disbursement. The Co-Treasurer I shall serve as a voting member of the Trustees and the Executive Board. The records of the Co-Treasurer I shall be open at all times to the inspection by any officer of the Corporation, and they shall be audited by an Audit Committee (see Article 9, Section A) at the end of each fiscal year. On expiration of his/her term of office, the Co-Treasurer I shall turn all financial records of the Corporation over to the successor and take receipt therefore. The Co-Treasurer I shall remain ex officio until the audit by the Audit Committee is complete; to help the new Co-Treasurer I assume the office. The Co-Treasurer I shall be bonded at an amount to be fixed by the Executive Board.

Section E Co-Treasurer II. The Co-Treasurer II shall be responsible for the preparation and reconciliation of the Corporation's financial statements in accordance with the annual budget and direct the preparation of the Corporation's tax filings. The Co-Treasurer II shall keep an accurate account, under the proper dates, of the amounts and sources of receipts and the amounts and purposes of disbursement of funds. The Co-Treasurer II shall serve as a voting member of the Trustees and the Executive Board. The records of the Co-Treasurer II shall be open at all times to the inspection by any officer of the Corporation, and they shall be audited by an Audit Committee (see Article 9, Section A) at the end of each fiscal year. On expiration of his/her term of office, the Co-Treasurer II shall turn all financial records of the Corporation over to the successor and take receipt therefore. The Co-Treasurer II shall remain ex officio until the audit by the Audit Committee is complete; and to help the new Co-Treasurer II assume the office. The Co-Treasurer II shall be bonded at an amount to be fixed by the Executive Board.

Section F MEMBERS-AT-LARGE. The Corporation shall have four (4) Members-At-Large, one from each class (Freshmen through Seniors) who are elected by the membership to their position. Members-at-Large serve as voting members on the Executive Board. The Members-at-Large serve duties as needed or appointed by the Executive Board. Members-at-Large shall be subject to the same rules and restrictions governing all members of the Executive Board.

Article 6 ELIGIBILITY. Section A Office of President. To be eligible to serve as president, candidates must have a student in the high school orchestra program, and have made significant, positive contributions in terms of volunteer service to the Boosters and the Orchestra Program.

Section B All Other Offices. All other officers with the exception of the Freshman Class Member-At-Large must have a student in the high school orchestra program as defined under MEMBERSHIP.

Article 7 TRUSTEES. The membership of the Trustees shall be: the Officers of the Orchestra Boosters and the Director(s) of Orchestra. The President shall have the power to vote only in the event of a tie. The Trustees shall have control and management of the business funds and property of the Corporation, subject only to the action of the members in meeting assembled. Trustees may promulgate and enforce rules governing the use of the property of the Corporation.

Article 8 EXECUTIVE BOARD. The Executive Board shall consist of the Officers, and four (4) Members-at-Large. This Board, led by the President, will conduct the routine business of the Orchestra Boosters, review the annual budget, as submitted by the Treasurers, to submit to the membership for approval prior to the start of each fiscal year, and authorize the expenditure of budgeted funds. At no time can any member fill more than one office on the Executive Board. Any Executive Board member may be removed for cause by the affirmative vote of the members at a meeting thereof, duly called and held for such purpose. For Cause being defined as: inattendance at three (3) consecutive Executive Committee meetings without prior

communication or providing necessary status reports to the President prior to the absence; or taking actions that are a detriment to the Purpose of this organization as stated in Article 2 PURPOSE; or participating in unethical or criminal behavior or activity.

Article 9 COMMITTEES. The Executive Board shall ask Orchestra parents to volunteer for needed committees. Committees shall meet, organize, and if needed, elect a chairperson. Executive Board members shall act as facilitators as needed. Each chairperson is to assume full responsibility for the functioning of his/her committee and to put forth a best effort to make the committee effort a success. Every committee shall have authority and power to call for such books, documents, papers, and other articles as it may deem necessary to gain a correct understanding of the subject under consideration or the business it has been charged to perform. All Orchestra Booster records, reports, and property shall be returned to the secretary within 30 days of the end of the committee's term with a current report from the committee.

Section A Audit Committee. The Audit Committee shall consist of at least two (2) and no more than three (3) Thomas Worthington High School parents who are not members of the Executive Board and who shall be approved by the general membership. The committee shall perform an accounting review of the books, records, and activities of the Corporation, as they relate to the fiscal year. If an outside source is needed to complete the audit, the outside source shall be approved by the general membership. The committee and/or the outside source shall review the required record keeping of the financial affairs of the Orchestra Boosters, review compliance with the approved budget, and report to the membership the findings of the committee. The Co-Treasurers will have the records available for audit by September 15th following the close of the fiscal year. The audit should be completed within 30 days with the report being delivered to the Co-Treasurers by October 15th. The Audit Committee and/or the outside source shall also act on other matters of finance as the Corporation may direct. The members of this committee and/or the outside source shall continue with their duties until the review report is completed for the fiscal year in which they are appointed and the final review has been reported to the Corporation.

Section B Fundraising Committee. The Fundraising Committee will be chaired by the Vice President. This committee shall be responsible for establishing the vehicles for fundraising for the Orchestra Boosters' general fund. The Fundraising Committee will convene as determined by the vice president.

Section C Nominating Committee. At the regular meeting two months preceding the Annual Meeting, the Executive Board shall appoint a nominating committee of three (3) members who shall meet and select a chairperson. No member of the current Executive Board shall serve on the Nominating Committee. This committee shall select a slate of candidates for Officers and the Member-at-Large positions. Members of this committee are eligible to be candidates on this slate. This committee shall select candidates for the offices of President, Vice President, Secretary, and Co-Treasurer, and for Members-at-Large.

Section D Budget Committee. The Budget Committee shall consist of the outgoing President, Vice President, Co-Treasurer, the in-term Co-Treasurer, the incoming President, Vice President, Co-Treasurer, and the Orchestra Director(s). The Budget Committee shall meet some time after the Annual Meeting and before the next Executive Board meeting to prepare a budget for the next fiscal year. All outgoing committee chairpersons shall be contacted by members of the Budget Committee or other Orchestra Booster members who volunteer to make the contact for input regarding each committee's budget needs for the next fiscal year. The proposed budget will be presented to the Executive Board at their next meeting, revised as necessary, and presented to the general membership for approval at the May meeting. The officers and members-at-large shall review the fiscal year budget in December, revise as necessary, and present such revisions to the general membership for approval at the next regular meeting. The budget may be reviewed as needed at any time in the same manner as done in December if the Executive Board finds that revenue is less than expected and the possibility of a deficit may occur. The Executive Board shall appoint committees at various times as situations arise, placing active and experienced members on these committees.

Article 10 FISCAL ACCOUNTABILITY. It is the fiduciary responsibility of the Co-Treasurers, with the support and backing of the Executive Board, to insure the solvency of the Organization. As such, once the budget has been approved by the Membership, all Committees, Director(s), and Organizational leaders shall be held to spending within their budget by the Co-Treasurers. However, expenditures that exceed the budgeted amount by up to two hundred dollars (\$200) must have prior approval by the Executive Board. Any expenditure that exceeds the budgeted amount by more than two hundred dollars (\$200), as well as ANY expenditure that is unbudgeted, MUST be presented by the Executive Board to the general membership for approval.

Article 11 NOMINATIONS AND ELECTIONS. The President will call for the report of the Nominating Committee and then additional nominations from the floor, as per Robert's Rules of Order.

Section A Nominations. Nominations for Officer and Members-at-Large positions to be filled at the annual election shall be made at the Annual Meeting using names submitted by the Nominating Committee as well as nominations from the floor. Only members in good standing as defined in Article 3 Membership shall be eligible for nomination to an office or a position. When nominations for an office or position are complete, the President shall declare the nomination category closed.

Section B Voting Procedures. Voting procedures shall take place as follows: i. Prior to the election taking place and using the attendance sign in sheet, the Secretary, with the assistance of the Co-Treasurers, shall identify those in attendance whom are eligible to vote based on the definition of membership found in Article 3 Membership. ii. When there is only one nominee for an office or position, the Executive Board may ask the membership to acclaim unanimous approval for such a candidate. iii. If more than one person is nominated for an office or position,

the election shall be conducted by individual office or position, using written ballots, uniform in size and color. The Executive Board shall appoint three members to a Teller Committee or in the event that none of the Nominating Committee is running for office, can request the Nominating Committee serve as the Teller Committee. Members of the Teller Committee cannot be a candidate for office. The Teller Committee distributes, collects and counts the Ballots, being certain to double check the results. The candidate receiving the majority of the votes cast is duly elected. The results are given to the President or Presiding Officer whom declares the results to the membership. Should no nominee receive a majority of the votes, additional balloting shall be held, eliminating from those ballots the nominee receiving the fewest votes on each ballot until a nominee shall receive the majority of the votes cast.

Section C Term of Office. The term of office for all Officers, Trustees and Executive Board Members shall run June 1 through May 31 of the following year.

Section D Vacancies. Whenever an elective position shall become vacant, or no person is nominated for or elected to the position, or a member who has been elected dies, resigns, or is otherwise incapable of serving, the Executive Board shall, not later than the next regular meeting thereafter, order an election to fill such office for the unexpired term or full term, as the case may be. The Executive Board may, at any time deemed expedient and necessary, temporarily appoint any member, in good standing, to fill the vacancy until such position is filled by election, as provided herein. This temporary appointee is to have full power and authority to do all acts necessary and required of the position to which he or she is temporarily appointed, but the position shall be deemed as remaining open. After the position vacancy is temporarily filled, an election to fill any vacancy arising as above shall take place at the next regular meeting. Nominations for the position may be made from the floor at the meeting during which the election to fill the vacancy will be held. The voting procedure will be conducted as stated in Article 10, Section B, above.

Section E Succession No Officer or Member-at-Large shall serve for more than two successive years in the same office or position, with the exception of the Co-Treasurer positions, which each serve two years in overlapping terms.

Article 12 QUORUM. Ten active members, in good standing, shall constitute a quorum. This quorum must include two Officers of the Corporation, one acting as a presiding officer and the other acting as a secretary.

Article 13 MAJORITY RULE. Except as provided herein and in the Articles of Incorporation, or as may be required by law, all matters requiring the vote of the membership shall be decided by a majority of the members in good standing, present and voting.

Article 14 FISCAL YEAR. The fiscal year of the Corporation shall run from June 1 through May 31 of the following year.

Article 15 AMENDMENTS. These Bylaws may be amended by presenting a motion for amendment, in writing, to be read by the membership at any regular meeting and/or publishing the proposed amendment on the Web site and may be enacted at the subsequent meeting upon the affirmative vote of two-thirds (2/3rds) of the active membership in good standing as outlined in Article 3 Membership present at that meeting and voting and as verified by the Secretary and/or Co-Treasurer(s) prior to the vote. Notice setting forth in full any proposed amendment or revision of the Bylaws shall be made available by the Secretary to all members of the organization at least ten (10) days prior to the regular meeting at which said proposed amendment or revision is to be voted upon. A membership vote for consideration of such amendment or revision to such Bylaws shall be required for its adoption.