

LIBERTY MUSIC BOOSTERS ASSOCIATION, INC. BYLAWS

Article I – Objectives

1. *LMBA.* The Liberty Music Boosters Association, herein referred to as LMBA or Association, is located in Delaware County, Ohio and is incorporated as a 501(c) 3 corporation as designated by the Internal Revenue Code
2. *Objective:* The Association's primary objectives are charitable and educational and include the following:
 - a. To foster, promote and encourage interest in and appreciation of instrumental and vocal music among the students and the community surrounding Olentangy Liberty High School, Liberty Middle School, and Hyatts Middle School, as well as any other middle schools which feed to Liberty High School (the 'Booster Schools') in the future.
 - b. To raises funds for the Booster Schools' music programs to supplement funding provided by the District.
 - c. To assist the music departments with logistical and financial support.
 - d. To be an advocate in matters and issues pertinent to sustaining quality performing arts programs

Article II – Board of Trustees

1. *Board of Trustees.* The powers of the Association shall be exercised, its affairs shall be conducted, and its property shall be controlled by the Board of Trustees, herein referred to as the Trustees. Trustees shall have the power and authority conferred and the duties prescribed by law, in addition to the powers specifically enumerated within these Bylaws.
2. *Composition of the Board.* The Board of Trustees shall be composed of elected officers from the membership, as defined herein, and shall consist of the following positions:
 - (a) **The President** shall be the chief executive officer of the Association and shall direct and supervise all activities of the Association. The President shall preside at meetings of the membership. The President shall, in general, perform all duties and have all authority incident to the office of President. The President shall appoint all chairpersons and serve as an ex-officio member of all committees. The President must have a child in a high school performing arts activity (band, orchestra, choir, drumline, color/winter guard, etc.), unless waived by a majority vote of active members, during the term for which he/she will serve.
 - (b) **The Vice President**, shall, in the absence of the President, perform the duties of the President.
 - (c) **The Treasurer**, shall have charge and custody of the Association's funds, securities, notes, contracts, deeds and all other indicia of title; receive and give receipts monies due to the Association; deposit monies into such banks, trust companies or other depositories as shall be

selected by or pursuant to the directions of the Trustees; cause such funds to be disbursed by checks, be responsible for the accuracy of the accounts; keep the records of the Association's transactions; render accounts of the financial condition of the Association; and, in general to perform all duties incident to the office of Treasurer. The Treasurer must have a child in a high school performing arts activity (band, orchestra, choir, drumline, color/winter guard, etc.), unless waived by a majority vote of active members, during the term for which he/she will serve.

- (d) **The Secretary**, The Secretary shall keep the minutes of all the meetings.; cause all notices to be sent to Trustees; cause all notices to be sent to the members; be custodian of the corporate records; maintain the records of the Association, keep attendance for all meetings of the association; and, in general to perform all duties incident to the office of Secretary .
- (e) **Communication Trustee**, shall assist other Trustees as required be the liaison between the music directors and the Board of Trustees and shall prepare and arrange for publication of events and music news items by use of the website, list serve, school announcements, local email lists and other appropriate means. The Communication Trustee must have a child in a high school performing arts activity (band, orchestra, choir, drumline, color/winter guard, etc.), unless waived by a majority vote of active members, during the term for which he/she will serve.

- 3. *Number of Positions.* No person shall hold more than one trustee position.
- 4. *Other Trustees.* At an Annual Meeting, the membership may elect additional other Trustees as they deem advisable.
- 5. *Election.* Nominations of prospective Trustees shall begin at the April monthly meeting and conclude at the beginning of the Annual Meeting of the Membership in May. Elections will be held at the Annual Meeting of the Membership in May and shall hold office for one year beginning July 1 of the year so elected or until replaced, terminated by the membership, resigns or is unable to perform such office, whichever is earlier.
- 6. *Appointment of Replacement Trustee.* In the event that a Trustee ceases to serve for any reason, a replacement Trustee may be named by the Trustees.
- 7. *Emergency Disbursements.* The Treasurer has the authority to spend up to \$250.00 without the membership's approval for non-budgeted items that may arise between normally scheduled meetings.

Article III – Membership

- 1. *Qualification for Regular Membership:* A Regular Member (hereafter known as 'member' or 'Regular Member') shall consist of any person who is a parent or guardian of a participant in any instrumental or vocal music group supported by LMBA or sponsored by the Olentangy Liberty High School, Liberty Middle School or Hyatts Middle School including, but not limited to, the Band, Choir, Orchestra, Drum Line, or Color Guard,.
- 2. *Definition of a Parent or Guardian.* A parent is defined as a natural or adoptive parent whose parental rights have not been terminated by a court of law. A guardian is defined as a person who has been appointed guardian by a court of law.

3. *Definition of Participant.* A participant is defined as a person who is a member of any instrumental or vocal group sponsored by the Olentangy Liberty High School, Hyatts Middle School or Liberty Middle School.
4. *Associate Member.* An Associate Member (hereafter known as 'Associate' or 'Associate Member') is anyone interested in supporting the objective of this association, pending approval of the Board of Trustees. Associate Members are entitled to attend meetings, offer input, resources, and volunteer; however Associate Members do not have voting privileges unless they qualify as Regular Members.
5. *Active Member.* A Regular Member is deemed an Active Member if he/she has attended at least three (3) out of the last six (6) Monthly Membership Meetings, the Annual Meeting or Special Membership Meetings. One of the six meetings includes the current meeting the member is attending. To clarify, if a member has attended two of the last five meetings the member becomes an Active Member and can vote on matters when attending the sixth meeting. Trustees are Active Members.
6. *Affirmation Majority Required.* For any action resolution to be adopted by the Association a simple majority of the Active Members must vote in favor of the action.
7. *Monthly Membership Meetings.*
 - (a) The Trustees shall conduct monthly meetings of the membership each month.
 - (b) One member and a majority of Trustees shall constitute a quorum at a membership meeting.
 - (c) Each Active Member (as defined in Article IV.4 above) shall be entitled to one vote on each matter submitted to a vote. An Active Member must be present to vote.
 - (d) The Trustees shall present the annual budget at the April monthly meeting, for vote by all members in attendance at the next month's Annual Meeting. Non-Active Members may vote on all matters at an Annual Meeting.
8. *Annual Membership Meeting.*
 - (a) The Trustees shall conduct an annual membership meeting ("Annual Meeting") of the membership in the month of May. Notice of meetings shall be provided not less than fourteen (14) or more than thirty-one (31) days prior to the Annual Meeting.
 - (b) Each member shall be conclusively presumed to have received notice, if such notice is distributed to the directors of each Liberty High School Music program, Hyatts Middle School, and Liberty Middle School music program. To the extent possible, the Communication Trustee will also attempt to have a notice of the Annual Meeting included in each school's list serve (online newsletter) and/or posted on an active music booster website, if one exists.
 - (c) One member and a majority of Trustees shall constitute a quorum at the Annual Membership meeting.
 - (d) At the Annual Meeting, the members shall (re-)elect Trustees and officers.
 - (e) At the Annual Meeting, any member may propose resolutions for vote by the membership; prior notice to the membership is not required.
 - (f) Each member shall be entitled to one vote on each matter submitted to a vote of the members. A member must be present to vote.
 - (g) The Annual Meeting will also be the May monthly meeting.
 - (h) The Trustees shall present the annual budget and it shall be voted on by all members (Active or Non-Active) at the Annual Meeting
9. *Special Membership Meetings.*
 - (a) A special meeting of the membership ("Special Meeting") may be called at any time by the President, or at least two (2) of the Trustees, or any group comprising of not less than 25

members. The Board of Trustees shall fix a reasonable time and place for such special meetings and hold such meetings upon notice to the membership. Notice of membership meetings shall be provided not less than fourteen (14) nor more than thirty-one (31) days prior to the annual meeting.

- (b) The purpose of such Special Meetings shall be to share relevant information, to discuss any matters relating to the organization and take appropriate action, if any.
- (c) Each member, Active or Non-Active, shall be entitled to one vote on each matter submitted to a vote of the members. A member must be present to vote.

10. *Dues.* There shall be no dues.

Article IV – Committees

Ad Hoc Committees. The President may establish such other committees as the President deems necessary with the approval of the Trustees.

Article V – Trustee Responsibilities

1. *Liability.* No trustee, officer or member shall be personally liable for any obligations of the Association.
2. *Audit.* The books and records maintained by the Treasurer on behalf of the Association may be audited or reviewed at any time by the Board of Trustees, or by a third party as requested by a majority of the Board of Trustees or by a majority of Active Members.
3. *Budget.* The Board of Trustees shall have the sole responsibility of proposing a financial budget for the contribution of funds to the various organizations supported by the Association and communicating such proposed budget to the members at the April monthly meeting. Such budget shall be constructed to ensure that the Association maintains a positive cash flow. The budget may be modified by the Trustees throughout the year for changing financial conditions with a majority vote of the Active Members.
4. *Disbursement of Funds.* All disbursements of funds shall be under the approval and with the authority of the Treasurer. The Treasurer shall not disburse any funds of the Association if such funds are not budgeted or if such funds exceed the budgeted categories by project or music director. In the event the Treasurer is unable or unwilling to perform his or her responsibilities on a timely basis, the President, together with another Trustee may take over the duties, including signing authority and disbursement of funds as long as needed to meet the organization's needs. Checks not signed by the Treasurer require signature by the President and another Trustee.
5. *No Distribution of Membership List.* No person shall use or distribute or permit others to use or distribute the membership list, the list of members of any of the music groups of Olentangy Local School District for non-music related activities without the approval of the Trustees.

Article VI – Special Project Funds

1. *Special Purpose Projects.* With the approval of the Trustees, Active Members may organize fund raising projects for the purpose of benefiting one or more of the music groups supported by the LMBA. All proceeds of such projects shall be deposited with the Treasurer and shall be held for and distributed for the benefit of the designated group(s).
2. *Interest.* Interest and other investment proceeds of special purpose projects, if any, shall become part of the Association general funds.

Article VII – Miscellaneous

1. *Fiscal and Tax Year.* The fiscal year of the Association shall be from July 1 through June 30.
2. *Seal.* The Association shall have no seal. All documents of the Association shall be valid without affixing a corporate seal.
3. *Books of Accounts.* The Association shall maintain books of account in accordance with sound business practices and such books shall be kept in good order. The Association shall issue a report on the financial condition, cash flows, revenues and expenditures to the membership at each annual and monthly meeting.
4. *Amendment.* Amendments to the Bylaws may be presented at any monthly meeting during the months September through May by any Active Member. Once explained and seconded, the amendment will be tabled until the next monthly meeting whereupon it may be discussed and voted upon by all members present. An amendment will be accepted by two-thirds (2/3) majority of the members present. Once every two years the President should create a committee to review the by-laws.
5. *Support of All Students.* It is the policy of the LMBA to support all students in the musical groups associated with the Olentangy Liberty High School, Hyatts Middle School and Liberty Middle School, as well as any other middle schools which feed to Liberty High School (the 'Booster Schools') in the future, regardless of the participation level by the student or the student's parents in fundraising activities.
6. *Olentangy Schools.* A delegation of Trustees shall attempt to meet with any other Olentangy Local School music booster board(s).
7. *Future School Support.* The Board of Trustee shall provide technical advice and support to any new Olentangy Local High School, including financial support in the form of a "seed loan" similar to the split involved with the first two Olentangy Local High Schools.
8. *No Direct Benefit Fundraising.* LMBA will not participate in any fundraising program where there is a direct benefit to the student or any member who raises the funds for the sole purpose of tax evasion.
9. At all meetings of the Association, the procedure shall be that prescribed by *Roberts Rules of Order*.

The described By-Laws are hereby adopted by the Board of Trustees as of:

February 1, 2005

Amended on April 14, 2009

Further Amended April 20, 2010