

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 objective is to promote, encourage and sustain interest in and appreciation of instrumental and vocal music among the students of the Olentangy Liberty High School's, Hyatts Middle School and Liberty Middle School's music departments. The objectives also include assisting the music departments with logistical and financial support and to be an advocate in matters and things pertinent to the 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 members, 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.
 - (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.
 - (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) **At-large Trustee**, shall assist other Trustees as required.

3. *Number of Positions.* No person shall hold more than one trustee position.
4. *Other Trustees.* The membership may elect other Trustees as they deem advisable.
5. *Election.* All Trustees shall be elected by the membership at the annual meeting of the membership and shall hold office for one year beginning July 1 of the year so elected or until replaced, terminated by the membership, no longer has a child in a middle or high school music program, 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 or President 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 Membership.* The membership 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 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. *Active Member.* A member is deemed an Active Member if he/she has attended at least three (3) out 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 next meeting. Trustees are Active Members.
5. *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.
6. *Monthly Membership Meetings.*
 - (a) The Trustees shall conduct monthly meetings of the membership on the second Tuesday of 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.

7. *Annual Membership Meeting.*

- (a) The Trustees shall conduct an annual meeting of the membership in the month of May. 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) 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.
- (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.
- (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 Membership Meeting will also be the May monthly meeting.
- (h) The Trustees shall present the annual budget to the membership and be voted on at the following membership meeting.

8. *Special Membership Meetings.*

- (a) A special meeting of the membership 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 shall be entitled to one vote on each matter submitted to a vote of the members. A member must be present to vote.

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

Article IV – Committees

- 1. *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.

3. *Budget.* The Board of Trustees shall have the sole responsibility of establishing a financial budget for the contribution of funds to the various organizations supported by the Association. 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. Ad Hoc Committee chairpersons may make disbursements of approved funds for incidental expenses to the extent delegated by the Treasurer. All such incidental expenses shall be accompanied with receipts.
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, 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 by any Active Member. Once explained and seconded, the amendment will be tabled without discussion until the next monthly meeting whereupon it may be discussed and voted upon by the Active Members present. An amendment will be accepted by two-thirds (2/3) majority of the Active Members present.
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 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 advise and support to any new Olentangy Local High School, including financial support in the form of a “seed loan” similar to the split involve 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 *Robert 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