



Edgewood Band Boosters Association

P.O. Box 231 🎵 Trenton, OH 45067

Constitution & Bylaws

We, the parents and families of the students who are involved directly with instrumental music and affiliated groups within the Edgewood City School District (hereinafter referred to as “District”), do hereby establish this Constitution for the **Edgewood Band Boosters Association** (hereinafter referred to as “Association”) for the identification of organization and administration for that non-profit entity established according to the laws of the state of Ohio for the sole and express purpose of supporting the instrumental music programs at all levels within the District.

Article I – Objectives

The purpose and scope of this Association shall be to fulfill six primary objectives:

1. To encourage and actively promote an enthusiastic interest among students and their parents/guardians in the instrumental music programs of the District, including, but not limited to, all instrumental classes, ensembles, marching band, and affiliated groups (including, but not limited to, color guard and winter guard);
2. To lend all possible (including moral, financial and logistical) support to all instrumental music programs in the District;
3. To cooperate with those responsible for the instrumental music programs resulting from their position as employed instrumental music staff within the District (hereinafter referred to as "Directors"), those groups integrally affiliated with such groups, school administrators and the Board of Education in order to ensure that the instrumental music departments at all levels within the District develop and maintain the highest degree of quality and efficiency;
4. To perform other such functions in order to build and promote the activities of the instrumental music departments at all levels within the District;
5. To encourage the promotion of music as a vital and integral part of an effective education and an indispensable component of the District's inclusive curriculum;
6. To assist, as may be reasonably feasible, with the prior approval of the Executive Board, any and all other student groups or booster associations within the District in order to promote a culture of cooperation among all organizations for the benefit of all students.

Article II – Membership

Section 1 – Qualifications

Members of the Association are welcome and encouraged **(1)** to attend any open meetings, **(2)** to offer ideas and suggestions, and **(3)** to volunteer as needed in Association activities. Membership in the Association shall be limited as follows:

1. Current and future students of the District are ineligible;
2. All parents, guardians and grandparents of current student members of any instrumental class, organization and/or affiliated group within the District are automatically considered members of the Association;
3. Ex-Officio members, as determined by Article II – Section 3, are automatically considered members of the Association;
4. Any other adult resident of the surrounding communities that is interested in the progress and development of the instrumental music program and/or affiliated groups within the District is eligible for membership, with Association agreement and approval.

Section 2 – Qualifications and Privileges of Voting

Voting members of the Association must qualify for membership under the stipulations set forth in Article II – Section 1 **AND** must have attended at least two (2) open Association meetings within the current school year. Members will be granted voting privileges upon their third open meeting attended.

For the purposes of clarification, the school year shall be defined as July 1st through June 30th.

For the first five (5) meetings of the school year, all voting members from the previous school year who **STILL** qualify in the current school year under the stipulations set forth in Article II – Section 1, shall be considered voting members in the current year. If, within the first five (5) open meetings of the current school year, such members shall not have attended the requisite two (2) meetings, their voting privileges shall be suspended until their third attended meeting of the current school year.

Section 3 – Ex-Officio Members

Ex-Officio members shall be granted membership and voting status at any and all meetings they attend, being exempt from the provisions set forth in Article II – Sections 1 and 2. Ex-Officio members shall be identified as follows:

1. All instrumental music directors or instrumental music teachers within the District;
2. All associated staff members of any and all instrumental music organizations or activities within the District;
3. The Superintendent of the District (or his/her designee);
4. The Principals (or their designees) of all buildings within the District in which any instrumental music program has or will be active during the current school year;
5. All immediate past Association Executive Board members who completed their terms of office in good standing.

Article III – Organizational Hierarchy

Section 1 – Elected Offices

The elected officers of the Association shall be President, Vice-President, Secretary, Treasurer and Member(s)-at-Large. (EXPLANATION: The member-at-large does not have a specific list of duties. Rather they serve the board's strategic needs as determined by the president at any given time. The member-at-large may have various responsibilities and projects). More than 1 Member at Large may be nominated and elected based on need, AND an agreement of duties to justify more than one (1) Member at Large member by the full Executive Board (The Executive Board consists of all 5 officers PLUS all Directors). The duties of each office shall be those generally accepted to reside with such office. Additionally, any duties specifically outlined below shall also be binding upon that office. Only parents, guardians, or grandparents of current District band members (or members of affiliated groups) are eligible to hold an elected office and must meet the same qualifications to vote. (EXPLANATION: Members of the Association must qualify for membership under the stipulations set forth in Article II – Section 1 AND must have attended at least two (2) open Association meetings within the current school year. Members will be granted privileges to run for office upon their third open meeting attended OR if nominated by a full majority of current Executive Board members PLUS directors).

No Executive Board member may be related to any Director, or Ex-Officio member, in any way. Elected officers shall have a term of office of one year. There are no limitations on the number of terms an officer may serve, assuming they qualify to hold office according to the stipulations previously set forth.

Sub-section 1.a – Duties of the President

The President shall

- preside at all meetings of the executive board and general membership;
- represent the Association in all matters involving a statement of position;
- oversee and mediate in all issues having to do with confidentiality or misconduct;
- have veto power as outlined in Article III – Section 4;
- be responsible for moderating all committee and position appointment nominations within the Association.
- be responsible for all other legal matters as may arise resulting from the Association's status as a 501(c)(3) corporation within the state of Ohio.
- Work with the Treasurer to make sure Articles of Incorporation are current and filed in a timely manner
- be an ex-officio member of all committees.

Sub-section 1.b – Duties of the Vice-President

The Vice-President shall

- preside at all meetings of the executive board and general membership;
- assume the duties of the President in the event the President is unable to fulfill his/her duties, whether temporarily or permanently;
- be responsible for overseeing parental-volunteer support for all activities sponsored by and supported by the Association;
- be responsible for tracking hours for all volunteers at agreed upon events throughout the year (June 1 – May 31);
- assume such duties as may be assigned by the President;
- be an ex-officio member of all committees.

Sub-section 1.c – Duties of the Secretary

The Secretary shall

- preside at all meetings of the executive board and general membership;
- keep the records and record the minutes for all meetings;
- attend to all correspondence of the Association;
- oversee all appointed positions and/or committees dealing with internal or external communications;
- be responsible for maintaining the proper use of parliamentary procedures in all meetings of the Executive Board and the General Membership, in the event that there is no appointed Parliamentarian;
- assume such duties as may be assigned by the President.

Sub-section 1.d – Duties of the Treasurer

The Treasurer shall

- preside at all meetings of the executive board and general membership;
- be responsible for accounting for all assets and liabilities of the Association;
- receive all funds due, and pay out all disbursements as authorized by the Association;
- keep accurate and complete records of all financial activity, separating each transaction for the sake of clarity and accuracy and provide receipts and/or notices in a timely manner;
- make available to all members at every general membership meeting a written report of all financial activity for the preceding fiscal period;

- provide the Annual Financial Report at the April general membership meeting (the vacating Treasurer shall assist the newly-elected Treasurer with closing out the current fiscal year [defined as June 1st through May 31st], as well as filling out all annual/periodic paperwork, such as tax returns, annual audit, articles of incorporation, etc., as may be required by law);

The Treasurer and the President of the Association shall be the only authorized signers of checks. If there is a justifiable need, and it is agreed upon by the entire Executive Board, additional members may have access to a debit card, or may be added on the account in order to assist the Treasurer with deposits. This will be at the discretion of the Executive Board and can vary from year to year.

Sub-section 1.e –Member At Large

The Member at Large shall

- preside at all meetings of the executive board and general membership;
- serve the board's strategic needs as determined by the president at any given time.
- be responsible for overseeing all appointed positions relating to fund-raising, concessions, or any other financial support position or committee;

Sub-section 1.f – Checks and Balances

No less than one board officer (as requested by the Treasurer and agreed upon by a majority of the Executive Board) shall:

- assist with the preparation of, and confirm the accuracy of, all monthly and annual reports;
- assist with deposits and till replenishment, if the Treasurer is unavailable or requests help

Section 2 – Executive Board

The Executive Board shall consist of all five elected officials (there is a potential for more than five members, dependent on the number of Member at Large members that are approved) and all Directors within the District. The size of the Executive Board may vary over time based on the number of Directors employed within the District (and number of At Large Members).

Section 3 – Election of Officers

Nominations shall be opened annually at the March open Association meeting and may be accepted up to the beginning of discussions and campaigning in the April open Association meeting. Self-nominations will not be accepted under any circumstance. A nomination must

come from a current member of the Association who is in good standing. After all regular business in the April open Association meeting has been completed, nominee campaign speeches and resulting discussion of candidates will begin. Once all discussion has been completed, voting shall commence among all voting members in attendance at the April meeting.

Newly-elected members of the Executive Board for the following year will be responsible for conducting the May open Association meeting (if one is held) and both the outgoing and the incoming Executive Board members will work together to prepare for the Marching Band All-Parents Informational Meeting (usually) held in May.

Section 4 – Veto Power

Except in the case of officer elections, the President of the Association shall have veto power once and only once per issue over any vote held by the membership during an open Association meeting. The President shall have 24 hours to exercise this right and need not provide cause of said veto. In the event of a presidential veto, the affected vote shall be set aside for the period not to exceed 6 weeks. The issue shall be voted on a second time at the next regularly scheduled open Association meeting. The results of this second vote shall be binding and the issue shall be considered resolved. If there is no regularly scheduled meeting on the calendar within the following 6 weeks, a special open Association meeting shall be scheduled at the time the veto is announced.

The President MAY, at his/her own discretion, offer suggestions as to modifications that may be made to the existing proposal in order to make it acceptable. If, in the follow-up meeting, the proposal is offered exactly as before with no modifications, the President shall NOT have veto power over the second vote. The resulting affirmation or denial of the proposal shall stand, according to “the will of the people.” If, in the follow-up meeting, the proposal has been modified in any way, the President shall retain all veto power over the subsequent vote, as such vote constitutes the initial vote on the revised proposal.

Section 5 – Removal of Officers Sub-section 5.a – Impeachment

Officer responsibilities and obligations, having been clearly laid out within this Constitution, are an expectation to which officers are to be held accountable. In the event an officer is deemed to have been remiss in the performance of his/her duties, shown a lack of integrity regarding Association assets, or performed publicly or privately in any manner that would serve to bring dishonor or disrepute on the Association, the District, or the instrumental organizations within the District, the offending officer may be impeached by a super-majority vote (at least 2/3 of ALL members) of the Executive Board. Upon impeachment by the Executive Board, the officer shall immediately be censured and all authority and responsibilities, including access to assets such as property and finances, shall be suspended until such time as a vote may be called to affirm the officer’s removal from office.

Once an officer has been impeached by the Executive Board, a vote shall be proposed at the next regularly-scheduled open Association meeting (or special open meeting, if such meeting is deemed urgent and imminently necessary, so as not to have to wait until the next regularly scheduled meeting), at which time discussion, and a vote, shall be called to affirm the officer's removal from office. A simple majority of the voting membership in attendance shall be required to affect the removal from office. If no majority can be achieved, all strictures shall immediately be lifted and all authority, responsibilities and access shall be reinstated to the officer.

At the time of the affirmative vote to remove an officer from his/her office, the President may appoint an interim replacement who will serve until such time as special nominations and election may take place following the procedures outlined in Article III – Section 3. An abbreviated time frame concerning nominations and voting may be proposed at the discretion of the President and voted on by the voting members in attendance at the time the proposal is presented.

Sub-section 5.b – Resignation

In the event an officer chooses to resign from his/her office and requests removal, the officer shall be immediately removed from position, authority and all responsibilities associated with the office. Under no circumstances shall any resigning officer be permitted to remain in office for any period of time. As soon as is reasonably feasible, the President may appoint an interim replacement who will serve until such time as special nominations and an election may take place following the procedures outlined in Article III – Section 3. An abbreviated time frame concerning nominations and voting may be proposed at the discretion of the President and voted on by the voting members in attendance at the time the proposal is presented.

Article IV – Meetings

Section 1 – General Membership Open Meetings

The open monthly meetings shall be held at the high school on the second Tuesday of each month from August through May at 7:00pm, or at such regular and consistent day and time as shall be established by the Executive Board. The December monthly meeting may or may not be scheduled at the discretion of the Executive Board. The Annual Meeting shall be held in April at which time all of the business for the preceding year shall be concluded and power and control of the Association shall be turned over to the newly elected Executive Board beginning with the May open monthly meeting.

Any special Open meetings called by the President for the purpose of proposing, discussing and/or voting on any issues before the voting membership (including, but not limited to vetoed votes, impeachment proceedings or urgent needs) shall be scheduled with as much advance notice as is possible given the circumstances and shall not be less than seven days unless the Executive Board, with unanimous consent, deems that a resolution of the issue is imminently necessary and a vote must be called as soon as possible.

Section 2 – Closed Executive Meetings

Closed meetings of the Executive Board may be scheduled at the discretion the Executive Board during the months of June, July and December and may be held at any time and place as is mutually decided upon by the Executive Board.

Section 3 – Parliamentary Procedure

All open meetings shall be conducted with parliamentary procedure under the provisions of Robert’s Rules of Order, REVISED in all cases where such procedures do not constitute a conflict with this Constitution of the Association. A Parliamentarian may be appointed by the President to ensure the orderly, proper and efficient running of all meetings, and shall report to the Secretary.

Section 4 – Appointed Positions

The President of the Association shall be responsible for opening nominations for all committee and appointed positions. Such nominations shall be confirmed by a majority vote of all voting members present at an open Association meeting. All appointed positions shall have a term of office that does not exceed the duration of the current school year but may be shorter as the Executive Board deems appropriate.

Section 5 – Quorum

A simple majority of the Executive Board must be involved in the voting on any issue before the Association. As long as a simple majority is present, a quorum exists, and voting may commence. Executive Board members may vote *in absentia* on any issue before the Association with unanimous consent of the voting members present at the open monthly meeting. Unanimous consent may be granted or denied on an issue-by-issue basis. If there is any dissension as to whether an Executive Board member’s *in absentia* vote may be accepted, only those Executive Board members present or who may be involved “live” (via digital media) in discussions of the issue before the membership may be included in the voting, thus determining whether a quorum exists.

If no quorum can be achieved, discussion and voting on that issue shall be tabled until the next regularly scheduled open monthly meeting or special OPEN meeting called by the President to resolve such issue. Under no circumstances (excepting cases where unilateral authority has been granted and guaranteed by Article IV – Section 6) may an Executive Board attempt to circumvent the “will of the people” by holding discussion and voting on issues at closed meetings. Decisions and proposals may be hammered out and discussed in closed meetings, but all business must be presented and approved by the voting members in an OPEN meeting.

Section 6 – Discretionary Limitations

At times, Association and organization needs will vary in magnitude and urgency.

Sub-section 6.a – Unilateral Authority

The Executive Board shall have full authority to act unilaterally to make decisions regarding expenses amounting to up to \$500 per issue without seeking the approval of the voting membership. Any request or purchase exceeding \$500 shall require an affirmative vote of a simple majority of the voting members in an open meeting.

Sub-section 6.b – Imminent Necessity

If a need is deemed “imminently necessary” by a super-majority vote (at least two-thirds of ALL members) of the Executive Board, and the urgency of the issue is such that insufficient time exists before the need or event commences to allow the calling of a special open meeting, the Executive Board shall have full authority to act unilaterally with unanimous consent to make decisions on issues of any amount without seeking the approval of the voting membership.

Article V – Constitutional Modifications

Section 1 – Constitutional Revisions

This Constitution may be REVISED if approved by a super-majority vote (at least two-thirds of ALL members) of the Executive Board followed by a simple majority of the voting membership in attendance at the next regularly scheduled open Association meeting. The existing Constitution shall remain in effect until the moment of the affirmative vote to revise at the open meeting, at which time, that Constitution, in its entirety, shall be rendered void and the affirmed Constitution, in its entirety, shall immediately take effect.

Section 2 – Constitutional Amendments

This Constitution may be AMENDED if approved by a simple majority of the voting membership present at a regularly scheduled open Association meeting. The affirmed Amendment shall take effect immediately upon approval. If at any time, an Amendment is discovered to be in conflict with any previously existing Article, Section or Amendment of the existing Constitution, that Amendment shall be stricken in its entirety until a new revision or Amendment may be presented (and affirmed) to resolve the conflict.

Article VI – Dissolution

Section 1 – District-Instigated Dissolution

In the event that, through an act of the District, the instrumental programs within the District are permanently dissolved or discontinued, all liabilities currently owed by the Association shall be paid or otherwise legally resolved using whatever assets (financial or capital) that are owned by the Association. Any remaining assets shall be liquidated at the sole discretion of the Association's Executive Board and disseminated in any fashion they deem most consistent with the six primary objectives of the Association (as listed in Article I).

Section 2 – Association-Instigated Dissolution

In the event that the Association, through ineffective leadership or some other unforeseen insurmountable obstacle, is unable to sustain viable effectiveness, and it is decided that the Association be dissolved, all liabilities shall be paid or otherwise legally resolved using whatever assets (financial or capital) that are owned by the Association. Any remaining assets shall be turned over to the District Board of Education with the request that they be used to benefit the instrumental music programs within the District.