

HILLIARD MUSIC BOOSTERS, INC.

AMENDED AND RESTATED CODE OF REGULATIONS

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be Hilliard Music Boosters, Inc. (or the “Corporation”). The Corporation shall be a nonprofit organization incorporated under the laws of the State of Ohio.

Section 2 — Purpose: Hilliard Music Boosters, Inc. is organized exclusively for charitable, scientific and education purposes which may include:

- A. raising funds for the support of music education programs in the Hilliard City School District;
- B. providing financial assistance to the Hilliard City School District music departments in obtaining other items and services not normally available through school district sources;
- C. providing and coordinating volunteers to support music education and related programs in the Hilliard City School District;
- D. promoting the music programs in the schools of the Hilliard City School District;
- E. fostering greater musical achievement by sponsoring awards, contest fees and scholarships; and
- F. distributing funds to organizations that qualify as exempt organizations under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II — MEMBERSHIP

Section 1 — Membership. Membership shall consist of the parents or legal guardians of any student in a music program in the Hilliard City School District (the “Members”).

Section 2. Rights of Members. Each member shall have the right to attend quarterly General Meetings of the Corporation’s Board of Directors, and shall be entitled to vote regarding a proposal to dissolve the Corporation.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The board of directors of the Corporation (the “Board”) is responsible for the oversight of the policy and direction of the Corporation, and may delegate responsibility of day-to-day operations to Members and committees as may be established by the Board from time to time (the Committees”). The Board size shall be in a range of three (3) to nine (9) directors. The number of directors at the effective date of these Amended and Restated Code of Regulations is four (4) and such number may be increased or decreased from time to time by resolution of the Board. The directors shall receive no compensation other than reasonable expenses. The Board shall also include four non-voting representatives who shall not be Board members, but shall serve as advisors to the Board. Such advisors shall include one representative of the Hilliard City School District, and one representative of the music programs of each Hilliard high school.

Section 2 — Terms: All directors shall serve two-year terms, but are eligible for re-election for up to one consecutive two-year term. Terms of directors shall be distributed as closely as possible to ensure that no more than one half of the director’s eligibility for reelection shall not expire within the Corporation’s fiscal year.

Section 3 — Meetings and notice: The Board shall meet at least quarterly, at an agreed upon time and place. Quarterly Board meetings shall be General Meetings open to all Members. An official Board meeting requires that each director be provided notice at least two weeks in advance. A schedule of quarterly General Meetings shall be established and approved by the Board at its first General Meeting which shall be held in July. The Executive Committee of the Board, as described below, shall meet each month during the months of July through November and January through May according to a schedule to be approved by resolution of the Board at its July General Meeting.

Section 4 — Director elections: During the last quarter of each fiscal year of the Corporation, the Board shall elect directors to re-elect or replace those directors whose terms will expire at the end of the fiscal year. This election shall take place during a General Meeting of the Board, called in accordance with the provisions of these Amended and Restated Code of Regulations.

Section 5 — Election procedures: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors will be elected from a slate of candidates that has been vetted and submitted by the Governance/Nominating Committee. Directors so elected shall serve a term beginning on the first day of the Corporation’s next fiscal year.

Section 6 — Quorum: A quorum must be attended by at least a majority of the Board for business transactions to take place and motions to pass unless otherwise a larger number is specified.

Section 7 — Officers and Duties: There shall be four corporate officers of the Board, consisting of a President, Vice President, Secretary and Treasurer, each of which are required to also be a director of the Corporation. Their duties are as follows:

The **President** shall convene regularly scheduled board meetings, shall preside or arrange for other Board officers to preside at each meeting in the following order: Vice President, Secretary, or Treasurer. The President shall be the primary public representative of the Boosters at all events or in situations where representation is necessary. The President shall also serve as an ex-officio member of the Booster committees.

The **Vice President** shall chair committees on special subjects as designated by the Board.

The **Secretary** shall be responsible for keeping records of Board actions, including the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each director and assuring that corporate records are maintained. The Secretary shall chair the Governance/Nominating Committee, if one is established,

The **Treasurer** shall make a financial report at each Board meeting. The Treasurer shall chair the Finance/Audit Committee, if one is established, assist in the preparation of the Corporation's budget, help develop fundraising plans, and make financial reports available to the Board.

The Board may create, and eliminate, additional officers such as Assistant Secretary and Assistant Treasurer as the Board determines may be necessary from time to time.

Additional officers are not required to be, or prohibited from being directors of the Corporation.

Section 8 — Continuity of Institutional Knowledge: At the end of their service, an outgoing officer may, at the request of President and/or the Executive Board, be asked to serve an additional period in an advisory role to the incoming elected officer with all of the powers as the incoming officer. The purpose of this additional period will be to maintain institutional memory within the organization and provide the most seamless transition possible between groups of officers. This will effectively create a "Co-officer" position for such length of time is as deemed necessary for proper operation of the organization. The outgoing officer has the right to decline/refuse the co-officer position.

Section 9 — Vacancies: When a vacancy on the Board exists mid-term, the Secretary must receive candidate nominations from remaining Directors, in consultation with the Governance/Nominating Committee, at least two weeks in advance of a Board meeting called to fill such vacancy. The nominations shall be sent out to directors with

the Board meeting announcement, to be voted upon at the Board meeting. Directors elected to fill a vacancy will only serve until the end of the departed Director's term.

Section 10 — Resignation, termination, and absences: Resignation from the Board must be in writing and received by the Secretary. Directors may be terminated from the Board due to excessive absences that consist of more than three (3) consecutive absences from General Meetings in a year. A director may be otherwise removed by a majority vote of the remaining directors.

Section 11 — Special meetings: Special meetings of the Board shall be called upon the request of the President, or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each director at least one (1) week in advance. Such meeting notice shall set the time and place of the meeting and shall describe the matters to be addressed at that meeting.

ARTICLE IV — COMMITTEES

Section 1 — Committees: The Board may create, eliminate and charter committees as needed. The Board President shall appoint all committee chairs with the exception of the Finance/Audit Committee which shall be chaired by the Treasurer, and the Governance/Nominating Committee which shall be chaired by the Secretary. Each Committee, other than the Executive Committee, shall have a charter that sets forth its duties and scope of responsibilities. Each Committee shall review its charter annually and recommend changes, if any, to the Board for approval.

Section 2 — Executive Committee: The four main corporate officers (President, Vice President, Secretary and Treasurer) shall serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and the code of regulations, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, and shall be subject to the direction and control of the full Board. A quorum of the Executive Board is required to conduct business. A quorum is defined as a simple majority of the Executive Board members.

Section 3 — Finance/Audit Committee: The Treasurer shall be the chair of the Finance/Audit Committee, which shall include two other directors. The Finance/Audit Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and developing the annual budget in consultation with the music program leaders. The Board must approve the budget and all expenditures must be within approved budget. Any material change in the budget must be approved by the Board or the Executive Committee. The fiscal year of the Corporation shall be from July 1 through June 30. Monthly financial reports are required to be presented to the Board showing income, expenditures, and pending income. The Finance/Audit Committee shall also be responsible for the annual audit of the Corporation's financial records and such activity shall not include the Treasurer. The financial records of the

organization are public information and shall be made available to Board and a financial summary shall be made available to the public.

Section 4 — Governance/Nominating Committee: The Secretary shall be the chair of the Governance/Nominating Committee. The Governance/Nominating Committee shall ensure the Corporation is operated in compliance with its Amended and Restated Articles of Incorporation, Amended and Restated Code of Regulations, state, federal and local law. The Governance/Nominating Committee will also undertake periodic reviews of all policies, procedures and committee charters of the Corporation and proposed changes for consideration and approval by the Board

The Governance/Nominating Committee shall also serve to identify, vet and nominate directors for consideration and election to the Board or appointment to serve on committees of the Board. The Governance/Nominating Committee shall meet to discuss nominations and report at the April Board meeting the name of one candidate for each office to be filled. Only those individuals who have consented to serve, if elected, shall be nominated by the Committee.

ARTICLE V — CHAPTERS

Section 1 — The Chapters: The Board shall charter a separate Chapter to represent each high school and feeder schools within the Hilliard City School District. The Board President shall be the chair of each Chapter.

Section 2 — Establishment and Authority: The Chapters are established by the Board and shall exercise such delegated authority as is described in each separate Chapter charter.

Section 3 — Charter: Each Chapter shall, in consultation with the Governance/Nominating Committee, submit its proposed charter to the Board for review and approval.

Section 4 — Chapter Officers: Each Chapter shall have officers who shall be elected as prescribed by its charter.

ARTICLE VI — AMENDMENTS

Section 1 — Amendments: The Governance/Nominating Committee review this Amended and Restated Code of Regulations no less frequently than bi-annually, during January of each even-numbered year, for necessary updating. These Amended and Restated Code of Regulations may be amended by a two-thirds majority vote of the Board. Proposed amendments must be submitted to the Secretary to be sent out with regular Board meeting announcements or for a special meeting called for such purpose. The Code of Regulations of the Company may be amended by addition, alteration or repeal, at any meeting of the Board of Directors by an affirmative vote of a majority of all the Directors

Section 2 — Review: The Governance/Nominating Committee shall review this Amended and Restated Code of Regulations no less frequently than bi-annually, during January of each even-numbered year. Any changes shall be submitted to Board at its next quart meeting for consideration and approval.

Section 3 — Request for Proposed Amendment: The Governance/Nominating Committee may be requested to submit a revised set of by-laws at any other time, to be considered as a substitute for this Amended and Restated Code of Regulations, by a majority vote of the Executive Committee.

CERTIFICATION

A copy of the original signed Articles and Code of Regulations should be filed with the organization's records and minutes.

This Amended and Restated Code of Regulations was approved at a meeting of the Board of Directors of the Corporation by at least a two-thirds majority vote on _____ 2020.

Secretary Signature

Date