

**CODE OF REGULATIONS
OF
LITTLE MIAMI BAND BOOSTERS**

ARTICLE I

Name

This organization shall be known as Little Miami Band Boosters, an Ohio nonprofit corporation, located in Warren County, Ohio (the "Corporation").

ARTICLE II

Purpose

The purpose for which the Corporation is formed is to promote and encourage music education in the Little Miami School District in Warren County, Ohio (the "District"). As a means to that end, the Corporation shall encourage music education in the District; provide financial support to the various music programs and initiatives that are in the best interests of the District; and promote positive relationships between the residents and businesses of the local community and the District. The Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). Except as restricted by the above, the Corporation may engage in any lawful act or activity for which nonprofit corporations may be formed under Sections 1702.01 through 1702.99 of the Ohio Revised Code. *(see attached Addendum date May 2014)*

ARTICLE III

Membership

3.1 Qualification As Member. Qualification as a member of the Corporation (individually, a "Member" and collectively, the "Members") is bestowed upon those individuals who are parents or legal guardians of children who currently attend, and are band members in, the District.

3.1.1 Requested membership. Any person 18 year of age or older may be granted membership by submitting a written request to the secretary, with his/her name, age, address, and reason for requesting membership. A majority affirmative vote at the next regular meeting shall grant membership for one year.

3.2 Voting Rights of Members. Each Member shall be entitled to one (1) full vote on each matter properly submitted to the Members of the Corporation for their vote, consent, waiver, release or other action.

3.3 Meetings. The annual meeting of the Members shall occur on the fourth Monday of May of each year at 7:00 p.m. or as otherwise directed by the President of the Corporation or by a majority of the Board of Directors acting with or without a meeting. The business of the annual meeting shall include, but not be limited to, the election of Officers and the Board of Directors and a report by the President of the Corporation on the activities of the Corporation during the past year. Monthly meetings of the Members shall occur on the fourth Monday of each month from June through May (excluding December) at 7:00 p.m. or as otherwise directed by the President of the Corporation or by a majority of the Board of Directors acting with or without a meeting. Any other meetings of the Members may be called by the President or by a majority of the Board of Directors acting with or without a meeting. It shall be the duty of the Secretary to give the Members notice of any non-scheduled meetings not less than four (4) days prior to the date fixed for the non-scheduled meeting. The notice of any non-scheduled meetings shall be given to the children of the Members to deliver to the Members and/or sent electronically.

The President of the Corporation shall be the chairman of each meeting of the Members, but if he or she is unable to attend, the Directors present at such meeting shall elect a chairman of that meeting.

Meetings of the Members shall be conducted in the manner prescribed in any then-current edition of Robert's Rules of Order Newly Revised; however, in no event shall any such meetings be conducted in a manner that is inconsistent with the Articles of Incorporation of the Corporation or this Code of Regulations.

3.4 Quorum. The quorum for the monthly and annual meetings of Members shall be three (3) Members.

3.5 Consent Action in Lieu of Meeting. Any action which may be taken at a meeting of the Members, may be taken without a meeting if authorized by a writing or writings signed by all of the Members of the Corporation.

3.6 Membership Records. The Corporation shall keep a membership book containing the names and addresses of each member.

ARTICLE IV

Directors

4.1 Number. The initial governing body of the Corporation shall be a Board of Directors consisting of five (4) members which number may be increased or decreased from time to time by the Board of Directors.

4.2 Powers. The Board of Directors shall manage the general affairs and exercise all of the powers of the Corporation in accordance with the laws of the State of Ohio.

4.3 Election, Appointment and Qualifications. At each annual meeting of the Members, the Members shall elect the Officers of the Corporation who shall also serve as members of the Board of Directors of the Corporation.

4.4 Tenure of Office. Each Director shall be elected to serve for one (1) year and until his or her successor is elected or until his or her earlier resignation, removal from office or death.

4.5 Vacancies. Any vacancy that may occur in the Board of Directors caused by death, resignation, removal or otherwise, shall be filled for the unexpired term by a person selected by the plurality vote of the Members.

4.6 Compensation. No Director shall be entitled to receive compensation for his or her services, but shall only be entitled to reimbursement for expenses incurred while performing his or her duties as a Director. The potential for conflict of interest should be recognized. All transactions are to be made openly with full disclosure.

4.7 Meetings of the Directors and Notice. The annual meeting of the Board of Directors for the consideration of reports to be laid before the Board of Directors and the transaction of such other business as may be brought at such meeting shall be held on the fourth Monday of May of each year prior to the annual meeting of the Members or as otherwise directed by the President of the Corporation or by a majority of the Board of Directors acting with or without a meeting. The location for the annual meetings shall be determined by the President or by a majority of the Board of Directors acting with or without a meeting. The business of the annual meeting shall include, but not be limited to, the adoption of a budget for the next calendar year and a report by the President of the Corporation on the activities of the Corporation during the past year.

Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors by written notice to be held not less than four (4) days prior to the date fixed for any special meeting by regular or electronic mail at his or her address as it appears on the records of the Corporation. Notice of the time, place and purposes of any such meeting may be waived in writing either before or after the holding of such meeting by any Director. Such waiver shall be filed with or entered upon the records of such meeting. The attendance of any Director at any meeting of the Board of Directors without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by such Director of notice of such meeting.

The President of the Corporation shall be the chairman of each meeting of the Board of Directors, but if he or she is unable to attend, the Directors present at such meeting shall elect a chairman of that meeting. Unless otherwise provided hereunder, the action of the majority of the Board of Directors shall be considered the act of the Corporation.

Meetings of the Board of Directors shall be conducted in the manner prescribed in any then-current edition of Robert's Rules of Order Newly Revised; however, in no event shall any

such meetings be conducted in a manner that is inconsistent with the Articles of Incorporation of the Corporation or this Code of Regulations.

4.8 Consent Action in Lieu of Meeting. Any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if authorized by a writing or writings signed by all of the Directors of the Corporation.

4.9 Quorum. A majority of the whole number of Directors as fixed from time to time shall constitute a quorum for a meeting of the Board of Directors. However, if a vacancy in the Board of Directors exists, a majority of the Directors then in office shall constitute a quorum for filling a vacancy in the number of Directors.

4.10 Removal. A Director may be removed, with just cause, by the majority vote of the Directors at any special meeting of the Board of Directors called for that purpose or at any regular meeting of the Board of Directors.

4.11 Provisional Director. Upon the petition of not less than one-half (1/2) of the Directors of the Corporation, the Court of Common Pleas of Warren County, Ohio, may, pursuant to Section 1702.521 of the Ohio Revised Code, appoint a provisional Director for the Corporation. Such appointment may be made even though a different number of Directors has been fixed by or pursuant to Section 4.1 of Article IV.

ARTICLE V

Officers

5.1 Generally. The Officers shall be elected by the Members and shall serve for a one (1) year term until their successors are elected and qualified. The Officers shall be a President, Vice President, a Secretary and a Treasurer. The Board of Directors from time to time may also appoint one or more vice presidents and such assistant secretaries, assistant treasurers and other Officers as it may deem necessary who shall not automatically serve as members of the Board of Directors.

5.2 President and Vice President. The President shall preside at all meetings and shall be the chief executive officer of the Corporation. He or she shall have general supervision, management, control and oversight of the business of the Corporation, subject to the Articles of Incorporation, this Code of Regulations and the orders of the Board of Directors, and shall, in general, perform all the duties incident to the office of President or that may be from time to time required of him or her by the Directors. In his or her absence or inability to act, the Vice President, shall discharge the duties of the President and shall perform such other duties as shall be determined by the Board of Directors. In the absence or inability to act of both the President and the Vice President, the Secretary shall discharge the duties of the President and shall perform such other duties as shall be determined by the Board of Directors.

5.3 Secretary. The Secretary shall keep an accurate record of all transactions of the Corporation. He or she shall give all notices required by law and all notices provided by the Code of Regulations. He or she shall keep a proper minute book and shall properly record therein all minutes of all corporate meetings and such other matters as shall be proper or necessary.

5.4 Treasurer. The Treasurer shall have general supervision of all finances; he or she shall receive and safely keep all monies belonging to the Corporation and the same shall be disbursed under the direction of and to the satisfaction of the Board of Directors. Proper vouchers shall be taken for all such disbursements. It shall be his or her duty to keep an accurate account of the finances on the books prepared and furnished for that purpose and all books shall be open for inspection and examination by the Board of Directors. He or she shall render an account of the financial condition of the Corporation at the annual meeting of the Members, at the annual meeting of the Board of Directors and at such other times as they may require. He or she shall perform all such other and further duties as may be required of him or her by the Board of Directors.

5.5 Removal. Any Officer may be removed with just cause, by the majority vote of the Directors at any special meeting of the Board of Directors called for that purpose or at any regular meeting of the Board of Directors.

ARTICLE VI

Committees

6.1 Generally. The Board of Directors may create such standing committees, including, but not limited to, a Uniforms Committee, a Publicity Committee and a Scholarship Committee, or ad hoc committees as the Board of Directors shall deem appropriate, with such membership, powers and duties as may be deemed necessary or advisable in conducting the business, activities and affairs of the Corporation, and shall elect the members thereof.

6.2 Uniforms Committee. The Uniforms Committee shall be responsible for the distribution, fitting, cleaning, and repair of uniforms to students who are band members. No uniforms shall be given to any band members except by a member of the Uniform Committee and/or a board member.

6.3 Publicity Committee. The Publicity Committee shall be responsible for advertising, corresponding with the press, and all other matters of publicity relating to the band.

6.4 Scholarship Committee. A Scholarship Committee shall be formed at the regular April meeting of the Members, unless otherwise directed by the Members, to select scholarship recipient(s) from applicants based on merit and with primary consideration given to students of the High School attending universities in the United States and majoring in music. The Scholarship Committee shall consist of the band director of the School and two (2) Members and shall receive input from the School Guidance Department. The Scholarship Committee shall inform the School Guidance Department of the recipient(s)' name and award(s) at least one week prior to the School Awards Night in May.

6. Reports. A committee chairperson shall submit a report to the Secretary at the conclusion of the committee's activity, or by the end of the fiscal year of the Corporation, whichever comes first, or as otherwise directed by the President. The committee report shall contain a summary of the committee's activity, a record of procedures and contacts, and any recommendations for changes. The report shall be kept with the Secretary's records and be available to any subsequent committee for that activity.

ARTICLE VII

Fiscal Responsibility

7.1 The financial affairs of the Corporation shall be managed by the Board of Directors, the Treasurer and any committee established by the Board of Directors.

7.2 The Board of Directors and the Treasurer may delegate to the President such authority as may be necessary for the ongoing conduct of the Corporation's fiscal affairs. The President may be empowered to establish and maintain checking and savings accounts in the name of the Corporation, provided that such actions are reported to the Board of Directors at the time they are taken.

7.3 All withdrawal or disbursement transactions against the Corporation's accounts must be authorized by the president unless such transactions has been approved in a budget or are for Two Hundred Fifty Dollars (\$250.00) or less. The Treasurer and at least one member of the board shall be authorized signatories on all of the Corporation's accounts, which shall be confirmed in writing with the banking institution selected by the Corporation for its accounts.

7.4 At the close of each fiscal year, a committee appointed by the president shall conduct an audit of the books. The Board of Directors may optionally contract with an independent certified public accountant for a complete audit of the books and records of the Corporation.

ARTICLE VIII

Conflicts of Interest

No contract, action or transaction shall be voided or voidable with respect to the Corporation because the contract, action, or transaction is between or affects the Corporation and one or more of its Members, Directors or Officers, or is between or affects the Corporation and any other person in which one or more of its Members, Directors or Officers are directors or officers, or in which one or more of the Corporation's Members, Directors or Officers have a financial or personal interest, or because one or more interested Directors participate in or vote at the meeting of the Board of Directors that authorizes the contract, action or transaction, if any of the following applies: (a) the material facts as to his or her relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Directors, and the Directors, in good faith reasonably justified by the material facts, authorize the contract, action, or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors constitute less than a quorum of the Board of Directors; or (b) the contract, action, or transaction is fair as to the Corporation as of the time it is authorized or approved by the Board of Directors.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Directors or of a Committee thereof, which authorizes the contract, action or transaction.

ARTICLE IX

Indemnity

The Corporation shall indemnify each of its Directors and Officers against any and all costs, expenses (including attorneys' fees), judgments, fines, penalties and liabilities which he or she may have been required to incur or which may arise out of any actual or threatened action, claim, suit or proceeding, civil or criminal, in which he or she may be made a party or may become involved by reason of his or her being or having been or having acted as a Director or Officer of the Corporation, and such indemnification shall be to the fullest extent permitted by applicable Ohio law. The Corporation may, but need not, indemnify any other employee, agent or person who shall serve or shall have served at its request as to the extent the Board of Directors of the Corporation shall in its sole discretion determine.

The Corporation may pay expenses incurred by any such Director, Officer or other person indemnified in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding; provided, however, that the Corporation shall have first received an undertaking from such Director, Officer or other person to repay the Corporation all such advance payments if upon final disposition of such action or proceeding he or she shall be adjudicated not to have been entitled to indemnification.

The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, against any such expenses or judgments arising out of such persons' actions taken in such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or under the Ohio Revised Code.

The foregoing rights of indemnification shall not be exclusive of other rights to which any Director, Officer or other person may be entitled as a matter of law.

ARTICLE X

Non-Discrimination

All activities of the Corporation shall be carried on so as to be responsive to the rights and needs of all persons, without regard to race, religion, sex, age, national origin, place of residence, economic resources, lifestyle, social status or disability.

No person shall be excluded from membership because of race, age, ethnic origin, religion, sex or disability.

There shall be no segregation of or discrimination of a person by the Corporation on the basis of race, age, ethnic origin, religion, sex or disability.

ARTICLE XI

Amendments

The Articles of Incorporation and this Code of Regulations may be amended by the vote of two-thirds (2/3) of the Members at any regular or special meeting called for that purpose, except that (a) this Article shall not be amended; and (b) it shall take a vote of nine-tenths (9/10) of the Members at any regular or special meeting to amend the subordination provision of the Articles of Incorporation. Any notice of a proposed amendment shall have been set forth in a written notice to the Members not less than four (4) days prior to the date fixed for any regular or special meeting called for the purpose of amending these Code of Regulations.

ARTICLE XI

Miscellaneous

11.1 Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation must be signed by an Officer of the Corporation.

11.2 All property acquired by this Corporation by purchase, gift, bequest or otherwise shall be the absolute property of this Corporation, unless at the time of acquiring such property it is otherwise specified in writing.

11.3 The fiscal year of the Corporation shall begin on July 1st and end on June 30th in each year, or on such other dates as may be fixed from time to time by the Board of Directors.

Amendment log;

Approved April 2007

Changed Year end from May to June; Approved January 2010

END OF THE CODE OF REGULATIONS OF
LITTLE MIAMI BAND BOOSTERS

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OF
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The following addendum was approved on May 12, 2014 and replaces in full Article II of the CODE OF REGULATIONS OF THE LITTLE MIAMI BAND BOOSTERS

ADDENDUM TO ARTICLE II

Purpose

2.1:

The purpose for which the Corporation is formed is to promote and encourage music education in the Little Miami School District in Warren County, Ohio (the "District"). As a means to that end, the Corporation shall encourage music education in the District; provide physical and financial support to the various music programs and initiatives that are in the best interests of the District; and promote positive relationships between the residents and businesses of the local community and the District. The Corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). Except as restricted by the above, the Corporation may engage in any lawful act or activity for which nonprofit corporations may be formed under Sections 1702.01 through 1702.99 of the Ohio Revised Code.

2.2: To Achieve the Mission: The purpose of the LMBB, as the primary band parent decision-making groups, in embracing the above-stated mission, shall be to:

1. Act as resources for the band directors.
2. Act as advocates for the band program, advancing related issues to the school, District Administrators, the Board of Education and the community.
3. Provide supplemental financial support to the band program.
4. Manage and allocate monies.
5. Maintain incorporation status and insurance coverage.
6. Assist the band program directors in the coordination of district events in which their students participate.
7. Provide for the receipt and disbursement of information to constituents.
8. Work with other booster organization in the promotion of the band program.
9. Report to constituents on a routine basis.