

ARTICLES OF INCORPORATION
BLACK RIVER BAND BOOSTERS

ARTICLE I

The name of the corporation is Black River Band Boosters.

ARTICLE II

The corporation is a non-profit corporation.

ARTICLE III

The period of its duration is perpetual.

ARTICLE IV

The Black River Band Boosters is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

The street address of the initial registered office of the corporation is 257 A County Road 40, Sullivan, Ohio, 44880 and the initial registered agent at such address is Connie I. Hange.

ARTICLE VI

The Executive Board shall consist of the duly elected officers of the corporation.

ARTICLE VII

All members of Black River Band Boosters shall be voting members.

ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, if any, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV, above. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by an Ohio non-profit corporation; (b) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (c) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX

Upon dissolution of the corporation, the Executive Board shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner as the Executive Board shall determine, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the State District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

IN WITNESS WHEREOF, the undersigned hereby execute these Articles of Incorporation effective the _____ day of _____ 2018.

Incorporator

Incorporator

Incorporator

Incorporator

Incorporator

BYLAWS
OF
BLACK RIVER BAND BOOSTERS

Whereas a group of community members gathered together and organized volunteers to support a common cause, and whereas this group has come to be known as the Black River Band Boosters, it is with this spirit that the current members enact a written set of Bylaws to guide and govern the organization to sustain the group's existence and provide for its growth.

MISSION STATEMENT

To support, advise and champion the Black River Schools band program with monetary funds, active volunteers and innovative ideas which will assure the continued growth of the program and its students.

PARAMETERS

We will always maintain an attitude of respect, courtesy and cooperation toward all members of the Black River School Board, Administration, Staff and Students.

We will always respect and support other volunteer organizations within the district.

We will always keep the music program's best interest foremost.

ARTICLE I: GENERAL

Section 1. Name. The name of the corporation is the Black River Band Boosters, which shall be referred to herein for convenience as the "Band Boosters". The Corporation is organized as a non-profit corporation under the provisions of Ohio Non-Profit Corporation Law, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2. Purpose. The Corporation's operations shall be confined exclusively to the charitable and educational purpose set forth in the Articles of Incorporation of this Corporation. No part of the funds or property of this Corporation shall inure to the benefit of any officer or member of the Corporation upon dissolution.

ARTICLE II: ORGANIZATION

Section 1. Members. Membership in the Band Boosters is open to any district resident, band alumni, parents and guardians of present or past band members and music instructors. All members shall be voting members and shall be entitled to vote in the affairs of the Band Boosters. A member shall be entitled to one vote. Student band members in attendance at the meetings will have the right to collectively cast one (1) vote representing the band.

Section 2. Meetings. The Band Boosters shall meet monthly on the second Tuesday at 7:00 PM. Any change in the date, time or meeting place shall be set at the previous meeting and advertised to the community through all resources available. There will be no regular meeting in June.

Section 3. Special Meetings. The President, or in the President's absence, the Vice-President, may call a special meeting. All effort will be made to inform as many members as possible of the date, time, and place of such special meeting.

Section 4. Executive Meetings. The President, or in the President's absence the Vice-President, may call and Executive meeting which shall consist of the current officers. A majority of the current officers must be present to conduct any business. Minutes of such meeting must be available to any member upon request.

ARTICLE III: OFFICERS

Section 1. Officers. The officers of the Band Boosters shall be a President, Vice-President, Secretary, Treasurer, Concession Stand Manager and Uniform Coordinator. The members shall elect one member to each office. The Concession Stand Manager may hold another office at the same time. Each officer shall hold his/her office for one year or until he/she shall resign or shall be removed or otherwise disqualified to serve or his/her successor shall be elected. Elections will be held at the regular monthly meeting in April. Those in attendance at that meeting will be considered a quorum. Officers shall assume their official duties June 1st.

Section 2. Removal and Resignations. Officers may be removed from their positions for the following reasons:

A. An officer misses three (3) consecutive general meetings, unless excused.

B. An officer fails to perform his/her duties as prescribed by these Bylaws.

If any of the reasons exist, a recall motion can be presented to the Band Booster membership at the next regular meeting. Two-thirds of the voting membership present at the meeting will be required to remove the officer.

Any officer may resign at any time by giving written notice to the Band Boosters. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Vacancies. A vacancy in any office for any reason shall be filled by a vote of the membership in attendance at the first opportunity available.

Section 4. President. The President shall preside at all meetings of the Band Boosters. He/she shall be responsible for following the Band Boosters agenda for the meetings. In the absence of the secretary, the chair shall appoint a member to keep minutes of the meeting

Section 5. Vice-President. The Vice-President shall assume the duties of President in the absence of the President.

Section 6. Secretary. The Secretary shall maintain a book of minutes of all meetings. The minutes shall contain the date, time and place of the meeting, and the names of those in attendance.

Section 7. Treasurer. The Treasurer shall keep and maintain adequate and correct accounts of the Band Boosters assets, liabilities, receipts and disbursements. The Treasurer shall be responsible for depositing all moneys to the proper accounts. The Treasurer shall report monthly at the regular Band Booster meeting.

Section 8. Concession Stand Manager. The Manager shall oversee the operation of the concession stands. He/she shall maintain all records, accounts, inventories and equipment. He/she shall report monthly at the regular Band Boosters meeting.

Section 9. Uniform Coordinator. The Uniform Coordinator shall oversee the fitting, storage, repairing and cleaning of Marching Band and Concert Band uniforms. He/she shall maintain records, inventory and assignments of all uniforms and accessories. He/she shall report monthly at the regular Band Boosters meeting.

ARTICLE IV: EXECUTIVE BOARD

Section 1. Membership. The Executive Board is composed of all elected officers. A quorum of the Executive Board shall consist of three (3) officers. No one person may cast more than one vote.

Section 2. Duties. The duties of the Executive Board shall be to transact necessary business between organization meetings. The Executive Board shall have the power to authorize disbursements of funds, if an emergency exists, not to exceed \$500.00 five hundred dollars.

Section 3. Meetings. The Executive Board shall meet as needed between organization meetings. Due to the emergency nature that may require meetings of the Executive Board, the Board will have the right to meet in person, or through any other electronic means that are available.

ARTICLE V: MISCELLANEOUS

Section 1. The Band Boosters monthly meetings shall use the following agenda when possible:

- Call to Order
- Announcements
- Minutes of the last meeting
- Treasurer report
- Concession Stand Manager report
- Band Director reports, requests or comments
- Old Business
- New Business
- Setting of the next meeting
- Adjournment

Section 2. The Band Boosters shall maintain an account which will generate income to fund an annual scholarship which will be granted to a graduating senior each spring.

A. The scholarship will be in the amount of four hundred dollars.

B. Criteria for selection:

- a. Student must fill out an application with the guidance office.
- b. The following information within the scope of the students high school career will be weighed:
 - i. GPA
 - ii. Student's level of involvement with band programs
 - iii. Student's number of years of participation
 - iv. Band Director's recommendation
 - v. Student's participation in other extracurricular activities.

ARTICLE VI: MATTERS NOT COVERED BY BYLAWS

AND ARTICLES OF INCORPORATION

The Provisions of Ohio Non-Profit Corporation Law, shall apply to all matters not specifically mentioned in the Articles of Incorporation or in the Bylaws of this Corporation, insofar as said provisions are not inconsistent with the Articles of Incorporation and these Bylaws. The Corporation shall take no action inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, and the regulations promulgated thereunder.

ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The membership may authorize, by general resolution, an officer or officers, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.

Section 2. Checks, Drafts and Orders of Payment. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent such as the membership may from time to time designate by general resolution of the membership.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, of other depositories as the membership may designate.

Section 4. Gifts. The membership, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.

Section 5. Loans. No member, Officer or agent shall have the authority, on behalf of the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the membership. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE VIII: STATEMENT OF NONDISCRIMINATION

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity or national origin.

ARTICLE IX: AMENDMENT OF BYLAWS

These Bylaws may be amended only by a two-thirds majority vote of the voting membership present at the meeting at which such amendment is presented for a vote.

SECRETARY'S CERTIFICATE

I, the undersigned, the duly elected and acting Secretary of Black River Band Boosters (the "Band Boosters"), an Ohio non-profit corporation, do hereby certify that the foregoing Bylaws are the Bylaws of the Corporation, as duly amended by the Band Boosters effective the _____ day of _____, 2018.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of such date.

_____, Secretary of Black River Band Boosters.

BLACK RIVER BAND BOOSTERS
CONSENT OF EXECUTIVE BOARD
(Organizational Meeting)

The undersigned, being the Executive Board of the Black River Schools Band Boosters (the “Corporation”) an Ohio non-profit corporation, hereby take the following action and adopt the following resolutions:

The Executive Board approves the Articles of Incorporation of the Corporation, which are to be filed with the Ohio Secretary of State and that the Corporation’s corporate existence begins on the date of such filing.

The Executive Board hereby adopts the amended Black River School Band Boosters Bylaws, a copy of which is to be certified by the Secretary of the Corporation and filed in the corporate minute book.

The membership elects the following named persons to serve as officers of the Corporation until their successors have been elected and qualified, and subject to the provisions of the Bylaws, each such officer to have and perform such duties as may be from time to time prescribed by the membership:

- _____ President
- _____ Vice President
- _____ Secretary
- _____ Treasurer
- _____ Concession Stand Manager
- _____ Uniform Coordinator

The membership authorizes and ratifies the opening of a bank account in the name of and on behalf of the Corporation, and adopts resolutions for such purpose, copies of which shall be kept in the corporate minute book. The signature of the treasurer of the Corporation shall be required on all checks drawn on this account.

The Executive Board adopts the following resolutions:

1. RESOLVED, that the fiscal year of the Corporation shall be that chosen by the treasurer.
2. RESOLVED, that the officers of the Corporation are hereby authorized and directed to take whatever steps they deem necessary or desirable to file an “Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code” with the Internal Revenue Service, and to report to the Corporation’s Board of Directors on all progress made on such Application.
3. RESOLVED, that the officers of the Corporation are hereby authorized and directed to commence the business of the Corporation.

This Consent of Executive Board may be executed in counterparts, each of which shall be effective, and all of which, when taken together, shall constitute one and the same original.

DATED AND EFFECTIVE the _____ day of _____, 2018.

_____	_____
_____	_____
_____	_____