

# Upper Arlington Band Boosters, Inc. Bylaws

Modified 14 Apr, 2025

## Article I- Name

The name of this nonprofit organization shall be the Upper Arlington Band Boosters, Inc., hereafter referred to as the Boosters.

## Article II-Purpose

**Section 1** The purpose of the Boosters shall be to enhance and maintain an enthusiastic interest in all aspects of the Upper Arlington Band program and to provide all possible support, both moral and financial.

**Section 2** The Boosters are organized exclusively for the charitable and educational purposes of the Upper Arlington Band Program (including for such purposes), and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of the future tax code.

**Section 3** The purpose of the Boosters includes any purpose as authorized under the Articles of Incorporation of the Upper Arlington Band Boosters. These Bylaws supersede any previously written Bylaws or Code of Regulations.

## Article III-Membership

**Section 1** With the exception of the Past President, membership in the Boosters shall consist of all parents, guardians, and legal custodians, hereafter referred to as Parents, of students currently enrolled in the Band Program of Upper Arlington High School, the Principal of the Upper Arlington High School, and the Directors of the Upper Arlington Band program. This group is hereafter referred to as the General Membership. The Past President is not required to have a child in the Band Program and shall continue to be a member during his/her term of office.

**Section 2** No dues are collected to maintain membership in the Boosters. All members shall enjoy all privileges of membership including, but not limited to: voting, making motions, and holding office. It is the duty of the members to attend meetings and lend support to the purpose of the Boosters.

**Section 3** Should a member of the band attend trade/tech school (eg. Ft, Hayes, Columbus downtown High School) the family can still be considered a part of the band if the student is still participating even on a part-time basis. This action would need to be approved by the band director.

## Article IV-Background Checks (BCI)

**Section 1** Background checks are required for the following:

- 1) All members of the Executive Board
- 2) Committee Chairs (or Co-Chairs)
- 3) Uniform Committee members that participate in fittings of students
- 4) Away game chaperones
- 5) Chaperones for trips or any event that requires travel

- 6) Any volunteers participating in an event required by the school district or Executive Board

**Section 2** All BCIs will be completed with the Mincy Center at UAHS and will be verified in accordance with district policy. All BCIs are good for 5 years.

**Section 3** Should there be an issue with an individual's BCI, the Mincy Center will report that to the directors of the band and that individual will not be allowed to hold that position.

### **Article V-Executive Board**

**Section 1** All of the authority of the Boosters shall be exercised by the Executive Board except as otherwise provided by law, the Articles of Incorporation, or these Bylaws.

**Section 2** The Executive Board shall be composed of the Past President, President, Vice President, Co-treasurers (2), Communications Manager, Travel Manager, and Development Manager. The Directors of the Band program shall also serve as ex-officio members of the Board, and there will be one vote allocated to the band directors collectively.

**Section 3** The President shall call Executive Board meetings. Scheduling of these meetings shall be communicated publicly. Decisions will be announced at the following general meeting.

**Section 4** The Executive Board shall ensure that a budget for the fiscal year, beginning July 1<sup>st</sup> of each year, is prepared and submitted to the General Membership for approval no later than May 31<sup>st</sup> of each year.

**Section 5** Any Officer, may resign at any time by giving a written notice to the Executive Board,. Officers may be removed from office, with or without cause, by the affirmative two-thirds (2/3) vote of the Executive Board in attendance or by-proxy. See Enclosure (1) for numbers required. Changes to the Executive Board will be announced at the next general meeting unless the Executive Board feels there is a reason to announce sooner. Reasons for an Officer resigning or being removed are not required to be shared publicly.

**Section 6** The Communications Manager, Travel Manager, and Development Manager may all have assistants as elected by the Executive Board. New Co-treasurers (to the maximum extent possible) should be elected in alternate years to ensure continuity in the Treasurer role.

### **Article VI-Duties of Officers**

**Section 1 The President**, subject to the direction and control of the Executive Board, shall have direct charge of and supervision over the business and operations of the Boosters. The President shall:

- 1) Preside at all meetings, appoint all committees, and serve as an ex-officio member of committees.
- 2) Create and dissolve all committees as needed.
- 3) Have such powers and duties as may be prescribed by the Executive Board or

- the Bylaws.
- 4) Ensure that financial audits are completed

**Section 2 The Vice President** shall assist the President with other duties as the President requests with the consent of the Executive Board. The Vice President shall:

- 1) Perform the duties of the President in the case of absence or disability of the President.
- 2) Review adherence to the Bylaws each quarter to ensure duties are being carried out in accordance with the Bylaws.
- 3) Ensure that financial audits are conducted and results reported to the President as needed.
- 4) Fill any additional roles that might be vacant as needed.

**Section 3 The Co-treasurer(s) (2)** shall be the custodian(s) of all funds of the Boosters and shall keep a full and accurate account of receipts and expenditures.

- 1) They shall be responsible for maintaining all financial records for the Boosters and shall present a financial statement at all general meetings of the Boosters and at other times when requested by the Executive Board.
- 2) They shall review all financial transactions in the general ledger to ensure they are posted accurately and are within the boundaries of the budget.
- 3) They shall coordinate with any auditor or external reviewer of the organization's financial statements and provide copies of bank statements upon request ensuring that an annual review or audit is done at the end of the fiscal year or at any other time requested by the Executive Board. Any auditor or external reviewer will be voted on by the Executive Board.
- 4) They shall present the recommended budget for adoption at the last General Membership meeting of the school year, but no later than May 31<sup>st</sup> of each year or as otherwise determined by the Executive Board.
- 5) They shall also have other such powers and duties as may be established by the President with the consent of the Executive Board.
- 6) They shall present quarterly at General Boosters meeting a written and oral financial report for the previous quarter. The report will include a comparison of the adopted budget and actual receipts and expenditures through the previous month's end. In addition, the Co-treasurers will provide for inspection copies (electronic or otherwise) of the most recent Boosters bank statements upon request.
- 7) They shall coordinate with a tax preparer for generation of annual tax returns and cause such returns to be timely filed (including extensions). Because the organizations' tax year ends June 30, the regular due date for such returns (before any extension) is November 15. The tax preparer shall prepare appropriate tax forms as necessary to preserve the tax-exempt status of the Boosters. The tax preparer will be voted on by the Executive Board. The organization will also file any required Forms 1099 by the applicable annual deadline (generally January 31).
- 8) They shall provide money for cash boxes, when necessary, for fundraising and other events.
- 9) They shall establish and maintain the integrity of any sources of online funding, such as; Square, Venmo, Paypal, or any other variation.
- 10) They shall complete an internal audit quarterly with at least two (2) members

- of the Executive Board. Findings will be presented to the President.
- 11) Financial Reports shall include income, expenses, and cash on hand. The financial report shall represent financial status of no older than one month.
  - 12) They shall document all materials turned over to the Upper Arlington School District, such as, but not limited to; instruments, uniforms, office supplies, or any other materials not listed but purchased by the Boosters.
  - 13) They shall ensure that both of the Co-treasurers have check writing privileges as well as access to all bank accounts within 30 days of taking the position.
  - 14) They shall ensure that all tax forms are filled concerning the payment of visiting clinicians. Any amount over the current year's IRS reporting guidelines for a year will require the Boosters to generate a 1099-NEC.
  - 15) The duties of the Co-treasurers shall be divided as evenly as possible to ensure that checks and balances are in place to maintain the financial security of the Boosters.
  - 16) Treasurers should begin turnover with newly elected treasurers after the confirmation vote in April.
  - 17) Band Student Fundraising Accounts shall be managed by the Co-treasurers and coordinate with the development manager to ensure accurate fundraising numbers are dispersed appropriately.

**Section 4 The Communications Manager** shall keep the minutes of all General Membership meetings and shall be the custodian of all records not directly needed to be maintained by each Executive Board position. In addition:

- 1) Shall make public notice of all meetings of the Executive Board and General Membership. Committee meeting notices shall be available upon request.
- 2) Shall also have other such powers and duties as may be established by the President with the consent of the Executive Board.
- 3) Will be the liaison to the social media committee.
- 4) This position may have an assistant, as needed, provided the assistant is confirmed by the Executive Board.

**Section 5 Travel Manager** This Executive Board position will be the head chaperone and will oversee the chaperones at band camp, home and away football games, and band trips. If unable to perform duties as head chaperone they will appoint a replacement. This position may have an assistant as needed, provided the assistant is confirmed by the Executive Board. They are responsible for:

**Band Camp.** Overseeing the chaperones and the band members at meal times, free time, activities, etc. If any behavior issues arise, the head chaperone is to be notified immediately, and they must then notify the Band Director, who will then make the decision on the future of the band member, depending on the violation. Conduct should be gauged based on the student handbook, as well as the UAHS Students Rights and Responsibilities.

**Home and Away Games.** Overseeing the chaperones and band members during down time during the games. If there are any behavioral issues, the head chaperone is to be notified immediately and they must then notify the band director who will make the decision on the future of the band members depending on the violation.

Conduct should be based on the student handbook as well as the UAHS Students Rights and Responsibilities and the UA Athletic Code of Conduct.

**Trips.** Overseeing the ongoing progress of the trip planning with the chosen travel company, the President of UA Band Booster, and the Band Director. Trips are a privilege provided to the UAMB to represent the Upper Arlington community at special events outside of our city. These trips generally take 2 years of planning. It is imperative to a successful trip that the Travel Manager be involved in order for them to help make sound decisions on chaperone needs and expectations of band members and other parent chaperones.

**Section 6 Development Manager** This position will oversee all money-making projects undertaken by the Boosters. The Development Manager also

- 1) Shall act as liaison between the Executive Board and the fundraising committee and the alumni group.
- 2) Shall make the Upper Arlington community aware of community events, fundraising efforts, and needs of the organization, helping to offset costs of operations and equipment.
- 3) Shall submit a monthly fundraising report during monthly general booster meetings to update all members on current and projected plans when applicable.
- 4) Shall conduct an annual review of the anticipated projects for the following year and submit a fundraising report to the general membership meeting in May for approval.
- 5) Shall ensure that all fundraising projects are approved by the Executive Board.
- 6) Shall ensure that any non-approved fundraising projects are discontinued immediately.
- 7) Shall ensure that no fundraising projects or portions of projects violate any policy set forth by the Upper Arlington School District.
- 8) Shall oversee any use of Upper Arlington School District emblematic approval for fundraising projects.
- 9) Shall oversee any major fundraisers and may have an assistant as needed, provided they are confirmed by the Executive Board.

**Section 7 The Past President** this position will be an advisor to the Executive Board. This position is only open to the previous year's Booster President. Any exceptions are subject to a special election. This position:

- 1) Will oversee and represent the interests of the band to the Board and general membership at all meetings.
- 2) Will be responsible for communicating with the Musical Director/Band Director about concerns and or problems with the program.
- 3) Will assist any committees.
- 4) Shall not have an assistant.

**Section 8** If all Executive Board positions are not filled, an Executive Board Member can serve in more than one role until additional members are available to step into one of the vacant roles.

## **Article VII-Elections**

**Section 1** The election of the Executive Board members shall be held no later than the April General Membership meeting each year. A nominating committee shall be appointed by the President for the purpose of preparing a slate of officers for the election. The nominating committee shall nominate candidates for President, Vice President, Co-treasurers, Communications Manager, Travel Manager, and Development Manager, as well as any assistants in the appropriate positions. The slate of officers' nominated shall be submitted to the Executive Board for approval prior to the election.

**Section 2** All officers wishing to retain their position must be re-elected to their current position during elections each year.

**Section 3** Election of the candidates shall be conducted by submitting the name of each candidate, one at a time, to the members present at the meeting for a vote.

**Section 4** Members must be present to vote. Votes shall be to approve or not approve the candidate for the office.

**Section 5** Officers shall be elected by a simple majority of votes cast in the election. In the case of a candidate not receiving a simple majority of votes, the nominating committee shall put forth an alternative candidate, either immediately, or at an additional membership meeting called expressly for that purpose.

**Section 6** - All committee chairs must be approved Executive Board

## **Article VIII-Assumption of Office and Length of Terms**

**Section 1** The term of office for the President, Past President, Vice President, Co-treasurers, Communications Manager, Travel Manager, and Development Manager shall be for one (1) year. Co-treasurers should plan to serve more than one term to provide overlap. Officers shall serve until the terms for their successors begin.

**Section 2** All officers may serve more than one term, provided they still have a student in the band (with the exception of Past President).

**Section 3** All officers on the Executive Board, except for the Co-treasurers, assume their offices at the conclusion of the last General Membership meeting of the school year, but no later than June 30<sup>th</sup> each year.

**Section 4** The office of Past President shall be assumed by the outgoing President, not requiring a vote. The office of President shall be assumed by the Vice President, subject to election by the General Membership.

**Section 5** The office of Co-treasurer shall be assumed after the accounting for the prior year has been completed and financial statements are presented to the Executive Board. An outgoing Co-treasurer shall turn over all records and related materials to the incoming Co-treasurer at the end of the fiscal year but no later than July 1<sup>st</sup>.

**Section 6** Outgoing officers will turn over all records and related materials and assure a smooth transition.

**Section 7** In the case of an officer resigning, being removed, or being unable to complete their term of office, the nominating committee shall make a recommendation for a suitable candidate to the Executive Board. Following approval of the candidate by the Executive Board, the Executive Board shall hold an election in accord with the provisions stated under Article VI, with the exception that the only candidates on the slate of nominations shall be those needed to fill vacancies.

**Section 8** The Executive Board shall perform an annual examination of the records and related materials of the Co-treasurers. Reviewers shall examine records for purposes of determining the accuracy and appropriateness of the transactions recorded. The Reviewers will present at the September Booster meeting a written statement that the review has been completed and the results of the review.

### **Article IX-Band Student Fundraising Accounts**

**Section 1** Band Student Fundraising Accounts (BSFA) are kept in Cuttime, and herein after being referred to BSFAs and can be used for the following:

- 1) Band Fees
- 2) Travel Expenses
- 3) Any Band related items approved by the Executive Board

**Section 2** All fundraising profits from band fundraisers will be distributed equally amongst all band students. Students may receive individual deposits to their BSFA from other sources that will be credited to their account.

**Section 3** Funds credited to BSFAs remain the property of the Boosters subject to the full discretion and control of the Boosters and are not the property of an individual student. Money earned by the Boosters through fundraising shall not be distributed to any individual.

**Section 4** If a trip is cancelled, refunds shall be subject to the travel agency policy. If a student voluntarily withdraws from a trip, after establishing a BSFA, refund of personal cash deposits shall be determined by the Executive Board, on a case-by-case basis. If a student is expelled from a trip for disciplinary reasons, no refund shall be allowed.

**Section 5** Co-treasurer(s) shall be responsible for depositing funds and making disbursements. Individual BSFAs shall not bear interest. Co-treasurer(s), shall have the final decision on all issues involving BSFAs.

### **Article X-Committees**

The President shall create committees and appoint chair or co-chair members as necessary. All standing and special committees shall be subject to the control and direction of the Executive Board. No committee shall have the authority to approve any

action for which the approval of the Executive Board or the General Membership is required. All committees shall be created and dissolved as needed at the discretion of the President.

### **Article XI-Meetings**

**Section 1** The President shall call regularly scheduled meetings of the General Membership. Chaired by the President and open to all Boosters, General Membership meetings shall be held at 7:00 pm on the second Tuesday of the month unless otherwise designated. All meetings shall be held in the Upper Arlington High School Band room, unless otherwise designated. The order of business at any meeting of the General Membership shall be determined by the President, or by any other such officer as the President directs. The purpose of these meetings shall be the coordination of member activities for the band program, budget development and allocation and the review of committee reports and reports from the band directors. Any changes in the scheduling of these meetings shall be communicated publicly.

**Section 2** Special meetings of the General Membership or Executive Board may be called by the President or members of the Executive Board by making a request to the Communication Manager for the calling of a special meeting. The purpose of the special meeting shall be stated in the call. The date, time, and place of special meetings shall be announced publicly. Except in cases of emergency, at least a seven (7) day notice of the special meeting shall be given.

**Section 3** Each present member shall have one vote, and the vote of the majority of the members present at a meeting shall constitute the action of the members except where otherwise designated by the Bylaws. The directors will have the tie breaking vote.

### **Article XII-Funds**

**Section 1** The funds of the Boosters shall be used to further the purpose expressed in Article II.

**Section 2** The budget proposal for the new fiscal year shall be jointly developed by the Executive Board and the directors prior to May 1<sup>st</sup> of each year. The General Membership shall vote on the budget at the last meeting of the school year, but no later than May 31<sup>st</sup> or at a special meeting called for that purpose. The Executive Board shall have sole authority for the administration and execution of the budget upon approval of the budget by the General Membership.

**Section 3** Funds shall be disbursed only by either Co-treasurer(s) or by the President in the Co-treasurers' absence. Members other than officers may act as agents in the purchase of authorized materials and/or services on behalf of the Boosters with the specific prior approval of the President or Vice President.

**Section 4** Only those expenditures related to budgeted items shall be authorized. Any expenditure that is not authorized, must be approved by the Executive Board prior to any funds being disbursed. The Co-treasurers shall incorporate such changes in a revised budget statement.

**Section 5** Funds budgeted for any special purpose shall only be spent for the intended

purpose unless voted on by the Boosters prior to that alternate expenditure.

**Section 6** The Executive Board may determine a monetary expenditure threshold above which proposed disbursements must receive prior approval by the Executive Board.

**Section 8** Checks exceeding \$250 must be endorsed by at least two officers authorized by resolution of the Executive Board, and checks of the Organization shall include, above the signature line, a notice to this requirement.

**Section 9** The Co-treasurers shall present a financial report at each Executive Board meeting of the organization and prepare a final report at the close of the year in accordance with the organization's financial policies. The Executive Board shall have the report and the accounts examined annually.

- 1) The financial practices and accounts may be reviewed by an internal audit committee. The audit committee shall consist of two or more Board or voting members of the organization who are not involved in the routine handling of the organization's finances.

**Section 10** Anyone requesting reimbursement for an approved budgeted event must submit receipts within two weeks of the event. Anyone seeking reimbursement from a non-approved event must first obtain approval from at least two Executive Board officers; the same two week period applies.

### **XIII-Fundraising**

Fundraising projects must receive prior approval by the Executive Board and appropriate Upper Arlington School District administrative staff. Proceeds from each fundraising project shall be designated for the benefit of the Upper Arlington Band program or for BSFAs. All forms pre & post events from the school administration staff shall be prepared and maintained by the Development Manager for each event that takes place once school administration staff have signed off. All events, on or off school grounds, must be approved by school administration staff.

### **Article XIV-Fiscal Year**

The fiscal year of the Boosters shall commence on July 1<sup>st</sup> and end on June 30th of each year.

### **Article XV-Amendments of Bylaws**

The Bylaws may be amended by a two-thirds (2/3) majority vote of members present at any General Membership meeting attended by at least five (5) Booster members provided the amendment was submitted in writing to the General Membership at the previous regular General Membership meeting or to the Executive Board ten (10) days prior to the General Membership meeting.

**Section 1** An annual review of Bylaws can be performed by a Bylaw Committee and will consist of at least four Executive Board members and any interested at large members. Committee members will be chosen no later than the February meeting, headed by the Vice President. All updates will be completed by the April meeting to present for approval and voted on in May.

**Section 2** If during the year a bylaw amendment is needed the Vice President will convene a committee as outlined in Article XV.

#### **Article XVI-Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Boosters in all cases to which they are applicable and where they are not inconsistent with these Bylaws or any special rules of order the Boosters may adopt.

#### **Article XVII-Dissolution**

**Section 1** The Upper Arlington Band Boosters may be dissolved at any regular or special meeting called for the purpose and attended by at least one-third (1/3) of the members. A minimum of sixty (60) days notice shall be required. A written motion for dissolution shall be published to the General Membership at the meeting preceding the meeting where a vote is to be taken. A motion for dissolution shall require a two-thirds (2/3) majority vote to pass.

**Section 2** In the event of liquidation or dissolution, none of the assets shall be distributed directly or indirectly to any member, but the Executive Board shall donate all of the assets remaining after payment of all obligations and debts of the Boosters or making provisions therefore, to one or more organizations exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code having like purposes or to any other 501(c)(3) organization organized and operated for the benefit of the Upper Arlington School District.

#### **Article XVIII-Non-Discrimination Policy**

The Boosters shall be committed to following the Upper Arlington School District Policy on Non-Discrimination.

#### **Article XIX-Conflict of Interest Policy/Whistleblower Policy/Code of Ethics**

**Section 1** Each member of the Executive Board has a duty to place the interest of the Boosters foremost in any dealings with or on behalf of the Boosters. No member shall use their position, or the knowledge gained therefrom, in such a manner that a conflict arises between the interest of the Boosters and their personal interests.

**Section 2** All members of the Executive Board and any committee chairs/co-chairs are required to acknowledge the signature page that they have reviewed the whistleblower, conflict of interest contract, and code of ethics. The Vice President shall maintain the printed or electronically signed versions.

**Section 3** If any member of the board refuses to sign these policies, they must then step down from their position immediately.

**Section 4** All policies listed in this article will be reviewed annually with the bylaw revisions.

## **Article XX-Records**

**Section 1** Upon the expiration of the term of office or in the case of resignation or termination, each Executive Board member shall turn over to a successor or a member of the Executive Board, without delay, all records, books, and other materials pertaining to their position and shall return to the Co-treasurer(s), without delay, all funds belonging to the Boosters.

**Section 2** All financial records of the organization shall be maintained and destroyed in accordance with lawful and standard record retention guidelines. Financial records shall be maintained as follows:

<b>RECORD</b>	<b>HOW TO STORE</b>	<b>PERIOD OF TIME</b>
Year-end Treasurer’s financial report/statement, annual Internal Financial Review Reports, IRS Form 990s	Store in corporate record book, binder, and/or cloud-based software.	At least seven (7) years Consider keeping permanently.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile and file records on a yearly basis. Store in binder or cloud-based software.	Seven (7) Years Store w/financial records. Destroy after seven years.
Treasurer’s reports (monthly)	Compile and file records on yearly basis. Store in binder or cloud-based software.	Three (3) Years Store w/ financial records. Destroy after three years.

## **Article XXI-Training**

**Section 1 IRS Training.** Training will be conducted by the President, Vice President, Co-treasurer(s), and Development Manager utilizing the appropriate IRS website (as of Nov 2022 the website is <https://www.stayexempt.irs.gov>). Training shall be completed within 30 days of taking office. The names of the training courses might change, but the training subjects should be as close as possible to these below.

- 1) Maintaining 501(c)(3) Tax-exempt status
- 2) Employment Issues
- 3) Required Disclosures
- 4) Form 990 Overview Course
- 5) Unrelated Business Income
- 6) Charitable Gaming for Exempt Organizations

The complete certificate(s) shall be turned over to the Communications Manager to be maintained with our records.

**Section 2 State of Ohio Training.** Training will be conducted by the President, Vice President, Co-treasurer(s), and Development Manager(s) utilizing the appropriate State of Ohio website (as of Nov 2022 this is <https://www.charitable.ohioago.gov>). Training shall be completed within 30 days of taking office. The names of training might change, but

the subjects should be as close as possible to these below.

- 1) Nonprofit Board Governance (webinar)
- 2) Ohio's charitable Registration System (webinar)

A completion memorandum will be drawn up and signed by each member since there is no completion certificate for these courses.

**Section 3** Training shall be completed once every four years.

### **Article XXIII-Purchasing of Band Related Equipment**

**Section 1** Instruments and band equipment degrade or become damaged over time. Also, due to growth of the band, additional instruments might be needed to ensure proper support of our students. As this occurs, the Band Director may submit to the Executive Board quotes for the purchase of instruments. The Executive Board will vote to approve the purchase, and the Co-treasurer(s) will purchase the item.

**Section 2** Any item purchased will be turned over to the Band Director or appropriate school administration representative. A signature acknowledging the receipt will be required, and the receipt will be maintained by the Co-treasurer(s).

**Section 3** The instrument or equipment will become property of the Upper Arlington School District. Any insurance needed for said instrument or equipment will be the responsibility of the school district.

### **Article XXIV-Insurance**

**Section 1** The Executive Board will purchase and maintain insurance to indemnify the organization of its officers and committee members to the fullest extent permitted by law.

**Section 2** General liability insurance at a minimum is required per the Upper Arlington School District Policy found under the "9000 Relations" series under "District Support Organizations".

#### Bylaw History:

Adopted January 13, 2009

Modified November 11, 2014

Modified March 10, 2021

Modified January 10, 2023

Modified February 6, 2023

Modified November 13, 2023

Modified April 14th, 2025

**TABLE FOR DETERMINING MAJORITY AND TWO-THIRDS VOTES**

NUMBER OF VOTES CAST	MAJORITY VOTE	TWO-THIRDS VOTE
1	1	1
2	2	2
3	2	2
4	3	3
5	3	4
6	4	4
7	4	5
8	5	6
9	5	6
10	6	7
11	6	8
12	7	8
13	7	9
14	8	10
15	8	10
16	9	11
17	9	12
18	10	12
19	10	13
20	11	14
21	11	14
22	12	15
23	12	16
24	13	16
25	13	17
26	14	18
27	14	18
28	15	19
29	15	20
30	16	20
31	16	21
32	17	22
33	17	22
34	18	23
35	18	24
36	19	24
37	19	25
38	20	26
39	20	26
40	21	27
41	21	28
42	22	28
43	22	29
44	23	30
45	23	30
46	24	31
47	24	32
48	25	32
49	25	33
50	26	34

NUMBER OF VOTES CAST	MAJORITY VOTE	TWO-THIRDS VOTE
51	26	34
52	27	35
53	27	36
54	28	36
55	28	37
56	29	38
57	29	38
58	30	39
59	30	40
60	31	40
61	31	41
62	32	42
63	32	42
64	33	43
65	33	44
66	34	44
67	34	45
68	35	46
69	35	46
70	36	47
71	36	48
72	37	48
73	37	49
74	38	50
75	38	50
76	39	51
77	39	52
78	40	52
79	40	53
80	41	54
81	41	54
82	42	55
83	42	56
84	43	56
85	43	57
86	44	58
87	44	58
88	45	59
89	45	60
90	46	60
91	46	61
92	47	62
93	47	62
94	48	63
95	48	64
96	49	64
97	49	65
98	50	66
99	50	66
100	51	67

WHISTLEBLOWER, CONFLICT OF INTEREST AND CODE OF ETHICS CONTRACT

Each Upper Arlington Marching Band Booster (UAMB) Board Member and Committee Chair/Co-Chair is required to sign, acknowledging agreement to abide by the policies and procedures as outlined in the Upper Arlington Marching Band Booster Bylaws, confirming due diligence to uphold their commitment while serving on the UAMB Boosters.

Agreement by Board Member or Committee Chair/Co-Chair:

I have read and understand these documents and agree to abide by the policies and procedures outlined in the Whistleblower, Conflict of Interest and Code of Ethics:

_____	_____
Name	Signature
_____	_____
Role	Date

(The Upper Arlington Marching Band Booster Vice President will collect and file, on an annual basis, this document containing each member agreement.)

Based on policy provided by and with permission of the National Council of Nonprofit Associations September 2018

Enclosure (2)

## **Whistleblower Policy of Upper Arlington Marching Band Boosters**

The Upper Arlington Marching Band Boosters (UAMB) is required to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As members of the UAMB, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

### **Reporting Responsibility**

It is the responsibility of all members to report ethics violations or suspected violations in accordance with this Whistleblower Policy.

### **No Retaliation**

No member who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse consequence. Any member who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of UAMB position and/or membership. This Whistleblower Policy is intended to encourage and enable members to raise serious concerns within the UAMB prior to seeking resolution outside of the UAMB.

### **Reporting Violations**

The UAMB has an open door policy and suggests that members share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, the President is in the best position to address an area of concern. However, if you are not comfortable speaking with the President or you are not satisfied with the response, you are encouraged to speak with anyone on the Board whom you are comfortable in approaching.

### **Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation.

Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious offense.

### **Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

### **Handling of Reported Violations**

The President will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Enclosure(3)

## Upper Arlington Band Booster Policies and Procedures for Vendor Interactions and Conflict of Interest Issues

The purpose of the following policies and procedures is to complement the Upper Arlington Band Booster Bylaws to prevent the personal interest of Executive Board Members (Officers), committee chairs, and other volunteers from interfering with the performance of their duties to the Boosters, or result in personal, financial, professional, or political gain on the part of such persons at the expense of the Boosters or UAHS parents, staff, supporters, and students.

*Definitions: Conflict of Interest* (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include volunteers, committee chairs, Officers/Executive Board

Members of the Boosters and will heretofore be called *Members*. *Board* means the Executive Board members. *Officer* means an officer of the Executive Board. *Organization* shall refer to any organization or business.

### Conflict of Interest Policies and Procedures

1. Full disclosure, by notice in writing, shall be made by all officers, committee chairs and volunteers (all considered *members*) to the Board in all conflicts of interest, including but not limited to the following:

- a. An officer is related to another officer or staff member by blood, marriage or domestic partnership.
- b. A Member or their organization stands to benefit from a transaction or a staff member of such organization receives payment from the Boosters for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the Bylaws and board policy.
- c. A special funding grant from the Boosters is used to purchase a good or service from a Member's organization.
- d. A Member of the Boosters is a member of the governing body of a contributor to the Boosters.

2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board shall determine whether a conflict of interest exists and, if so, the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect the Boosters best interests. Both votes shall be by a majority vote without counting the vote of any interested officer.

3. An interested Member shall not participate in any discussion or debate of the Board, or of any committee or subcommittee thereof in which the subject of discussion is a contract,

transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present Member.

4. Anyone in a position to make decisions about spending the Boosters resources (e.g., purchases, contracts, etc.), who also stands to benefit from that decision, has a duty to disclose that conflict as soon as it arises or becomes apparent. S/he should not participate in any final decisions.

5. A copy of this policy shall be given to all Members upon commencement of such person's relationship with the Boosters or at the official adoption of stated policy. Each Member shall sign and date the policy and the "Whistleblower and Conflict of Interest Contract" at the beginning of her/his term of service and each year thereafter. Failure to sign does not nullify the policy.

6. This policy and signed disclosure statements must be filed annually by all Members, and will be retained for two years.

#### Vendor Interactions

1. The Executive Board will manage an open bid process every 2-3 years for any vendors from whom we purchase goods valuing over \$1,000.

- a. Quotes will be requested in the spring so that the vendors will be established prior to the beginning of each school year.
- b. Two to three quotes will be obtained for any purchases over \$1,000. Multiple purchases from the same vendor will qualify to be reviewed.

2. The district's Director of Communication will need to review and approve the use of the Upper Arlington school logos on any spirit wear, clothing or supply items to ensure appropriate usage. This request should be made in advance of ordering those items.

3. As a way to increase fundraising profits and purchasing power for the Boosters, the board and any committee chairs will aim to work with other UA school PTOs or Boosters to maximize buying power through volume discounts.

## UA Band Boosters Code of Ethics

1. As a volunteer, I realize that I am subject to a code of ethics similar to that which binds the professional in the field and to which I place my efforts. My work and attitude towards others will remain professional.
2. I will support the band program, directors, students, and families morally and with everyone's best emotional well-being in mind. I will be productive and positive while working with other leaders, administrators, and members of the larger community.
3. I will demonstrate leadership, teamwork and a commitment to the participants through my actions and working with fellow volunteers.
4. Work within the framework and purpose of the UA Band Boosters as defined by the Bylaws.
5. I will treat everyone with acceptance and respect, valuing individual and cultural differences, and showing care and concern for others.
6. I will hold myself accountable to the highest standards for honesty, above reproach behavior, truthfulness and public service as I provide an open and inviting environment for all.

The Executive Board members and the UA Band Boosters will strive to uphold our responsibilities and obligations to the best of our abilities.