Middletown Musical Arts Club

Code of Regulations

**Mission Statement**

The group known as Middletown Musical Arts Club, a 501(c)(3) organization, provides support for the musical arts endeavors of Middletown High School students.

**Article I - General Membership**

**Section A: Definition**

All parents or legal guardians of students participating in band, orchestra or choral groups including all auxiliary units within Middletown High School are members of Middletown Musical Arts Club (MMAC).

**Section B: Annual meeting**

There shall be an annual general membership meeting in May of each year for the purpose of electing new Trustees. Other general membership meetings to conduct business may be called by the Board of Trustees as the need arises. The general membership votes only for the proposed slate of trustees at the Annual Meeting. Unless a general member is voted into service as a Trustee or Officer, their voting rights cease following this election. Following the general membership vote for Trustees, the Trustees will vote for the proposed slate of officers in a closed meeting. Only Trustees are eligible to vote for potential Officers.

**Section C: Life Membership**

Any trustee or officer may nominate any individual as a Life Member of the Middletown Musical Arts Club. The Life Membership is an honorary, non-voting designation. Passage requires a four-fifths (4/5) majority vote by a quorum of Trustees. Honorary Life Members of the Musical Arts Associates, a precursor to the Middletown Musical Arts Club, will retain their voting status.

**Section D: Extended Membership**

A current officer or trustee that is the parent or guardian of a graduated student may be considered for a one year extended term, provided that they have served for two or more years as a trustee/officer, and receive an approval of four-fifths (4/5) majority vote of the newly elected trustee board. The Trustee or Officer with the extended term retains the right to vote during that period. At the conclusion of their extended membership, these voting rights cease.

**Section E: Consulting Role Membership**

Past officers may choose to be in a consulting role to acclimate the new officers into their positions. This consulting role could last anywhere from one (1) month to one (1) year, depending on the help needed.

**Article II - Board of Trustees**

**Section A:**

1. The Board of Trustees is chosen from the organization's general membership to more efficiently conduct the business of supporting musical arts. The corporate powers, property, and affairs of the organization, subject to limitations contained in the Code of Regulations, shall be exercised and controlled by the Board of Trustees.
2. The Board of Trustees shall consist of at least seven (7) and not more than twenty-four (24) individuals who at the time of their nomination, are members as defined in Article **I,** Section A. In addition to the elected Trustees, the Principal of Middletown High School, the Band, Orchestra, and Choral Director(s) are ex-officio non-voting members of the Board of Trustees.

In the event that a tie vote results due to an even number of Officers and Trustees, the issue in contention is to be considered as a failed vote. If it is of sufficient importance, it may be re-introduced at a later meeting where another vote may be conducted.

1. To fulfill the organization's mission statement, it is intended that all departments (band, orchestra and choral) be represented as evenly as possible. In order that a degree of stability within the organization is maintained, it is intended that all student classes (freshman through senior) be represented as evenly as possible. In the event complete parity cannot be achieved, Trustees must still be selected in order to conduct the business of the organization. This document does not define rigid quotas. All Trustees are expected to act in the best interest of the Middletown High School music students.

**Section B: Election and Term of Office**

1. Election of new Trustees shall take place at the annual general membership meeting. Nominating petition forms shall be distributed to the general membership thirty (30) days prior to the annual meeting.
2. The final nominating ballots will be collected at the annual general membership meeting. Prior to the conclusion of the meeting the ballots will be collected, counted and the results reported to the general membership.
3. The term of office for newly elected Trustees start upon the selection and continues through the next annual general membership meeting. Trustees are required to attend two-thirds (2/3) of the yearly trustee meetings, participate on / in a minimum of two (2) committees, and assist with the membership volunteer call list.
4. An elected Trustee may be removed for cause by four-fifths (4/5) majority vote of all Trustees.
5. Any vacancy that may occur may be filled by four-fifths (4/5) majority vote of a quorum of Trustees. The Board of Trustees may choose to leave a vacancy unfilled, so long the Board complies with regulations defined in Article II, section A, paragraph 2.

**Section C: Trustee Meetings**

Regular meetings of the Board of Trustees shall occur on the second Tuesday of each month, unless a conflict of schedule or an emergency occurs. All regular meetings shall be called to order by the President. The secretary shall give notice of a cancellation of the regular meetings to each Trustee. Any cancelled meeting may be rescheduled according to need based on a determination by the officers.

**Section D: Special Meetings**

Special meetings of the Board of Trustees may be called by the President or by a quorum of the Trustees. A notice of the meeting starting time, place and purpose shall be given to all Trustees at least forty-eight (48) hours prior to the meeting. Notification may be made by phone, e-mail, or any other method deemed to reach the most Trustees and Officers in the shortest amount of time.

**Section E: Quorum**

1. A quorum is defined as being at least seven (7) duly elected Trustees (including at least two [2] officers). No business may be conducted until a quorum of Trustees is composed.
2. All business shall be brought before the Trustees by motion and a second. All motions shall be decided by simple majority vote except as otherwise stated herein. The action of such majorities shall be deemed to be the action of the Board of Trustees.
3. No Trustees shall vote by Proxy.

**Article III - Officers**

**Section A: Election**

1. Immediately following the annual general membership meeting, a special meeting of the Board of Trustees is convened for the purpose of electing officers for the coming year. The Nominating Committee shall present a slate of candidates to fill the office of President, Vice-President, Secretary, Main Treasurer and Second Treasurer. The term of office.... One (Second Treasurer) would primarily be for Concessions and the other for most everything else. Both treasurers would have the capacity to sign checks; however the Main Treasurer would have more oversight of such things as: Monthly meeting reports; monthly statements; student accounts; Disney year accounts; Band Camp; Fundraising monies; and any other monetary related events. In the absence of 1 of the 2 Treasurers (whether not having elected 2 or 1 cannot fulfill their term or they cannot make a monthly meeting or for any other reason), all duties fall to the other Treasurer. The term of office shall start upon election and run through the next annual general membership meeting.
2. Officer vacancies may be filled by simple majority vote of all Board of Trustees
3. An officer may be removed for cause by four-fifths (4/5) majority vote of all duly elected Trustees.

**Section B: Duties**

1. **President -** The President shall conduct all meetings according to Robert's Rules of Order and the Code of Regulations. The President shall designate a Chair for each committee. The President shall lead the organization in all activities for the sole benefit of the music and support group programs of Middletown High School
2. **Vice President -** In the absence of the President, the Vice-President shall lead and conduct the affairs of the organization. He or she shall also oversee all activities and subcommittees of the Ways and Means Committee.
3. **Secretary -** The secretary shall record the minutes of all meetings of the organization. These minutes shall be distributed to all members of the Board of Trustees prior to the next regular meeting. A copy of the minutes shall be kept on file. The secretary is also responsible for maintaining all records and reports. A firm designated by the Trustees shall prepare and file documents relevant to the organization's State of Ohio and Federal non-profit status
4. **Treasurer -** The treasurer is responsible for the discharge of financial duties of the organization. The treasurer shall present an unaudited financial statement of the organization at each regular meeting. The treasurer shall have the financial records audited at the close of the fiscal year as defined by the code of regulations. The treasurer shall provide to the designated firm all information required for Federal and State tax forms.

**Section C: Indemnification**

Each Trustee and Officer shall be indemnified against expense, other than any amount paid in settlement, which he/she reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his/her being or having been a Trustee or Officer of the organization (whether he/she continues to be a

Trustee of Officer at the time of incurring such expenses) except in relation to matters as to which he/she shall be

adjudged in any such action, suit or proceeding to have been derelict in the performance of his/her duties as such Trustee; provided however, that in the event of a settlement of such action, suit or proceeding, such Trustee or

Officer shall be indemnified against such expenses incurred by such Trustee or Officer only to such extent, if any, only to that amount which is approved by a majority vote of the Board of Trustees in a vote determined in or in connection with such settlement, and further no Trustee included in such majority shall have, or shall have at any time had, any financial interest adverse to the organization in the action, suit or proceeding or in the subject matter of the outcome thereof. The foregoing right of indemnification shall not be exclusive of other rights to which any Trustee or Officer may be entitled as a matter of law.

**Article IV - Committees**

**Section A: Standing Committees**

1. The following shall be standing committees:
	1. Executive
	2. Maintenance and Transportation
	3. Web site

Including maintenance of the Calendar

* 1. Policies and Regulations
	2. Concessions.

All concessions shall be maintained through this committee, with a single primary chair. Subcommittees, each with their own leaders, may be added as needed for large events or individual sport or venue categories. Anyone ordering large orders (i.e. Gold Medal or G&J Pepsi accounts) have the order in writing with their signature and send a courtesy email to the Treasurer(s) at or very soon after the time of ordering. Also, any large orders, as previously mentioned, must be signed by a Middletown Musical Arts Club designated person at the time of delivery (if delivery is required).

* 1. Ways and Means.

This committee shall oversee the general running of Middletown Musical Arts Club. The Vice President will be supervise this committee, and may appoint new and existing subcommittees as needed. Suggested subcommittees may include, but are not limited to Publicity, Senior Banquet, Volunteer Coordination, Special Events, Limited Use, and Nominating committees.

* 1. Uniforms and Costumes.

This committee consolidates all uniform and costume requirements and issues for each of the musical arts supported by the Middle Music Boosters. Subcommittees for individual performing groups and events may be designated as need arises.

1. The Executive Committee shall consist of the Officers and the Faculty staff instructors of the Band, Orchestra and Choral groups.
2. Except for the Executive Committee, each committee shall consist of such quantity of members of the organization; at least one of which shall be a Trustee, as may be needed to discharge the committee duties.
3. The President shall appoint all committee chairs who shall report to the Board of Trustees at the regular monthly meetings.
4. The Board of Trustees may remove any chairperson by a simple majority affirmative vote.

**Article V - Financial Operation**

**Section A: Fiscal Year**

The Fiscal Year of the organization shall be from Jan 1 to Dec 31 inclusive of each calendar year.

**Section B: Audit**

The treasurer shall have the financial records of the organization audited at the end of the fiscal year by an independent agent. The choice of the agent is left to the discretion of the Board of Trustees.

**Section C: Permissible non -approved expenditures**

1. The treasurer is authorized to expend funds in the amount of up to two hundred fifty dollars ($250.00) without the approval of the Board of Trustee
2. The expenditure must be to further the activities of the organization.
3. Expenditures that are exempt from the $250 limitation are funds specifically required for the on-going operations of concessions, band camp, concerts, contests and line item budget expenses sanctioned by the Board of Trustees.
4. Receipts for all expenditures must be returned to the treasurer.
5. To protect the interests and integrity of both the acting Treasurer and the organization itself, a two-signature system is required for all purchases. The Officers -may approve-signature power to any or all of the Officers to facilitate the business of the organization. This privilege may also be rescinded immediately in order to protect the assets and funds of the organization when just cause is provided.

**Section D: Board approved expenditures**

1. The Board of Trustees must approve all expenditures amounting to greater than two hundred fifty dollars ($250.00), and not covered by above exemptions, in regular meeting. Upon approval the treasurer will issue the funds as directed by the Board of Trustees
2. Receipts for all expenditures must be returned to the treasurer.
3. When presenting requests for funds, the Board should be presented with as much information as possible including the fund's use, total expected cost, the amount of any co-payments by other groups or organizations, the amount of any fundraising that offsets organization costs, if the expenditure is fixed or open ended and the date the funds are required. The purpose is to get a complete picture for planning the expenditure. It is advisable that requests for large expenditures be submitted to one of the officers as many days prior to the scheduled meeting as possible. The officer will inform the executive board so that the expenditure can be judged in conjunction with all other financial liabilities.

**Section E: Non-profit status**

Middletown Musical Arts Club is a 501(c)(3) non-profit organization and a standing member of Parent Booster USA, Inc based in Shiloh, NC.

**Article VI - Amendments**

**Section A: Method**

1. These by-laws may be altered, amended or repealed and new regulations adopted as needed. The proposed changes shall be presented at any regular meeting of the Board of Trustees by a Trustee.
2. After the first reading of an amendment at a regular monthly meeting, a three-fifths (3/5) majority affirmative vote by a quorum of the elected Board of Trustees at the next regular monthly meetings shall be required to pass an amendment.

**Section B: Publication**

Upon adoption of proposed amendments, the Code of Regulations will be revised by the secretary and distributed at the next regular Board of Trustee meeting.

**Article VII - Miscellaneous Limitations**

**Section A: Political involvement**

1. No substantial part of the activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the organization shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
2. Membership in Middletown Musical Arts Club by local officials shall not be construed as an endorsement of the office.

**Section B: Dissolvement**

1. Should the organization no longer be able to function, the Trustees may consider dissolving the organization. A vote to dissolve the organization must be by unanimous vote of all Trustees of record on two consecutive regular meetings.
2. Upon dissolving the organization all funds, implements and property of the organization shall be used to settle the financial obligations of the organization. Any excess proceeds shall be donated to The Middletown High School Principal's fund.

**Officer Signature Section**

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President Vice-President

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Recording Secretary Treasurer