

**BYLAWS OF  
BOARDMAN BAND AND ORCHESTRA PARENTS, INC.**

**ARTICLE I: NAME**

The name of this organization shall be BOARDMAN BAND AND ORCHESTRA PARENTS, INC. hereinafter referred to as BBOP.

**ARTICLE II: OBJECT**

**Section 1** The objective of BBOP shall be to function as a volunteer, fundraising, and advocacy organization which exists to support all the students and goals of the Boardman Local Schools' instrumental music program.

**Section 2** Members of BBOP will exert all support possible; morally, physically, and financially, so that the department may be developed to the highest degree of excellence.

**Section 3** Members shall also strive to stimulate public interest in all phases of the instrumental music program within the Boardman Local Schools.

**ARTICLE III: MEMBERS**

**Section 1** There are two memberships in BBOP: voting and non-voting.

**Section 1.1** A voting registered member is any adult being a parent and/or guardian having legal custody of a child who is a student in the Boardman Local Schools' instrumental music program from grades nine through twelve.

**Section 1.2** A non-voting member is any adult being a parent and/or guardian having legal custody of a child who is a student in the Boardman Local Schools' instrumental music program from grades five through eight.

**Section 1.3** Band and orchestra directors are voting members.

**Section 2** BBOP shall, in every respect and operation, be and remain nonpartisan, non sectarian, nonprofit and have no discrimination at any level. Membership shall be based on qualifications set forth in Article 3, Section 1.

**ARTICLE IV: OFFICERS**

**Section 1** Elected officers for BBOP shall consist of a president, vice president, secretary, treasurer, band delegate and orchestra delegate. All officers must be voting members of BBOP.

**Section 2** The Executive Board shall consist of all elected officers as well as band and orchestra directors.

**Section 3** The term of an elected office position is one year (July 1 - June 30). An officer may not be elected to the same office for more than two consecutive terms. A period of one year after one or two consecutive terms must pass before an officer may be elected to the same office position. An officer may hold a different office during that year.

#### **Section 4** Duties of Officers

**Section 4.1** The president shall preside at all meetings of BBOP, shall appoint all committee chairs and committee members with a majority vote of the officers, shall be an ex-officio member of all committees except nominating (an ex-officio member has the right to make motions, debate, and vote but is not counted in the quorum), and shall call all emergency meetings of the Executive Board. The president shall receive reports from the vice president, secretary, treasurer, orchestra delegate and band delegate prior to the Executive Board meeting. The president shall also receive reports from committee chairs and activities, and these reports will be presented to the officers at the Executive Board meetings. The president makes the agendas for the Executive Board meetings and the general membership meetings. The president shall be bonded. (Bonding of officers is paid for by BBOP.)

**Section 4.2** The vice president shall work with the president and assume all duties of the president in his/her absence in all public and BBOP matters, attend all Executive Board and general membership meetings. The vice president shall be bonded.

**Section 4.3** The secretary shall attend and take minutes at all Executive Board and general membership meetings. In the event the secretary is not present at a scheduled Executive Board or general membership meeting, the president shall designate another officer present at said meeting to take the minutes. The secretary shall keep a permanent record of all minutes taken at Executive Board and general membership meetings. The secretary shall attend to all correspondence, keep a general membership meeting attendance record (the BBOP members shall sign-in on an attendance form at each general membership meeting), keep a current copy of the bylaws and a list of all committees.

**Section 4.4** The treasurer shall work with the bookkeeper and assume all duties of the bookkeeper in his/her absence in all public and BBOP funds, attend all Executive Board and general membership meetings, and shall receive written financial reports from committee chairs and bookkeeper. The treasurer shall present a written financial report of BBOP accounts at general membership meetings, and supply a copy to the secretary for inclusion into the BBOP minutes. The treasurer shall be bonded.

**Section 4.5** The band and the orchestra delegates are representatives. They will be the liaisons between the members of the Executive Board and parents of their respective programs. Delegates shall be present at all Executive Board and general membership meetings.

**Section 4.6** The instrumental music staff members are non-elected officers.

**Section 4.6.1** The head band and head orchestra directors have checking accounts and a credit card (which may not be used for personal use or for purchases of alcohol) to be used for the purposes and objectives of BBOP. Receipts are required and shall be presented to the bookkeeper. The head band and head orchestra directors shall be bonded. All reasonable efforts should be made by the band and orchestra directors to obtain approval by the officers for as many anticipated unbudgeted expenses as possible in advance of incurring such expenses. The officers reserve the right to eliminate the checking accounts and/or cancel the credit cards in the case of a conflict of interest.

**Section 4.6.2** The head band and head orchestra directors are permitted to make discretionary purchases up to the yearly budgeted amount.

**Section 4.6.3** The band and orchestra directors will make all decisions regarding education and curriculum, performance schedules, and trips; these decisions will not be made by BBOP. Decisions concerning policy and procedure for the Boardman Band and Orchestra will also be made by the staff as outlined in the current Band/Orchestra Handbook which is made and distributed by the directors. Both head band and head orchestra directors must be in agreement with the purchase, design, and replacement of uniforms, for either band and/or orchestra.

**Section 4.6.4** The middle school instrumental band and orchestra directors may present general information about the middle school instrumental program at BBOP Executive Board and general membership meetings. If these directors are not available to attend a meeting, they may provide information to the head band or orchestra director to report for them.

**Section 4.7** The duties of the officers shall be to prepare an agenda for the general membership meeting based on the committee reports presented for the Executive Board meeting, review and accept the appointments of all chairs and committees, create and approve all committee budgets, approve Executive Board meeting minutes, review committee and financial reports, and make decisions on all fundraisers, emergency matters, and implementation of the Conflict of Interest Policy.

**Section 4.7.1** All committees shall have a budget which shall be approved by the Executive Board. No committee shall make any expenditure in excess of the committee's budget without prior authorization from the Executive Board.

**Section 4.8** No member, officer, or committee member shall receive any compensation for any services rendered from BBOP. All expenses aside from committee budgets shall require approval by the officers for reimbursement. When the purchase of products and/or services is necessary, members and businesses of members may be given consideration as stated in the Conflict of Interest Policy.

## **ARTICLE V: BOOKKEEPER**

BBOP may use the services of a bookkeeper. The bookkeeper may receive compensation as determined by the Executive Board. The compensation, if any, shall be determined at the annual budget meeting for the next fiscal year. The bookkeeper is not considered an employee and any compensation received shall be reported to the IRS on form 1099. The duty of the bookkeeper will be to maintain all financial records. The bookkeeper is not an officer and is not a voting member of the Executive Board. The names, qualifications and references of persons interested in the bookkeeper position shall be given to the president to be reviewed by three (3) directors and two (2) Executive Board Members. Article IV Section 4.8 does not apply to the bookkeeper position.

**Section 1** All BBOP checks are to be signed by two (2) of the following officers: president, vice-president, treasurer, and/or bookkeeper.

**Section 2** By August 1 of each year, the bookkeeper shall make all records of BBOP, not prohibited from disclosure by state or federal law or these bylaws, available for inspection by any voting member in good standing.

**Section 3** The bookkeeper shall make deposits in the name of BBOP in such institutions as the officers shall direct.

**Section 4** The bookkeeper shall write a cash receipt to cover all cash received.

**Section 5** The bookkeeper shall make a written or printed financial report available for the Executive Board and general membership meetings or whenever so ordered by the president and/or the Executive Board, and supply written or printed copy to the secretary for inclusion in the BBOP minutes.

**Section 6** The bookkeeper shall prepare and submit all information for tax filing, insurance, and 501(c) (3) status to such institutions as the officers will direct.

**Section 7** In the event that BBOP does not use the services of a bookkeeper, the above-mentioned duties of the bookkeeper **will** be assumed by the treasurer. If this happens, an assistant treasurer will also be needed. The assistant treasurer will work with the treasurer to complete the above-mentioned duties.

## **ARTICLE VI: NOMINATING AND ELECTIONS**

**Section 1** In October at the general membership meeting, the president shall ask for volunteers who will be under consideration to serve on the Nominating Committee. The Nominating Committee shall consist of two parents/guardians of "band only" students, two parents/guardians of "orchestra only" students, and one parent/guardian of a "band and orchestra" student who are all voting members of BBOP, as well as two instrumental music staff members. In November, the president, with the approval of the officers shall appoint a chairperson and committee to serve on the Nominating Committee. The Nominating Committee shall convene in January to begin work on the slate of officers.

**Section 1.2** The Nominating Committee must nominate one nominee for each office. A nominee can only be slated for one office. All nominees must be contacted and accept the nomination before the April general membership meeting.

**Section 2** The slate of officers will be presented by the Nominating Committee to the Executive Board at their meeting in March. Any additional nominations from the floor may be taken with the consent of the nominee at the general membership meeting in March.

**Section 3** Voting will take place at the April general membership meeting. If there is more than one nominee for any of the offices, a paper or electronic ballot will be used for voting. Installation of officers will take place at the May Executive Board meeting. The newly-elected officers will assume duties on July 1. During the months of May and June, the newly-elected officers will work with the current out-going officers for the purpose of training.

**Section 4** In the event an elected or appointed officer shall cease to function because of default, resignation, death or any other reason, it shall be the duty of the officers by majority vote to appoint a suitable person to serve in that capacity for the duration of the term of office.

## **ARTICLE VII: MEETINGS**

**Section 1** Executive Board meetings are to be held on the first Thursday of every month excluding July and August. At the discretion of the officers, meetings can be canceled or rescheduled due to weather, attendance, or scheduling conflicts. Meetings may be held in person or virtually at the discretion of the officers.

**Section 2** General membership meetings shall be held on the first Thursday in the months of September, October, March and April. At the discretion of the officers, meetings can be canceled or rescheduled due to weather, attendance, or scheduling conflicts. Meetings may be held in person or virtually at the discretion of the officers. This does not preclude the executive committee from adding additional meetings if there is a need for the general membership to conduct business.

**Section 3** Special meetings of the officers may be called by the president in the event of a matter that disrupts the normal operation of business, a financial crisis, or at the request of an instrumental music staff member. Business can only be conducted with a quorum of five officers present, one being an instrumental music staff member. The president must make all attempts to contact all members of the Executive Board within 48 hours in regards to the time of and reason for the special meeting by telephone, e-mail, voice mail, or text.

**Section 4** A vote of the general membership will be decided by a majority of the members present. A quorum constitutes 15 voting members, two being officers and one an instrumental music staff member. Each voting member is entitled to one vote.

## **ARTICLE VIII: COMMITTEES**

**Section 1** Operations of BBOP shall be conducted by committees. Chairs and members shall be appointed by the president and shall be voting members of BBOP. Committee chairs shall keep a procedure manual that includes his/her responsibilities. The procedure manuals shall be updated yearly. Manuals must be returned to the BBOP President within 30 days after the completion of committee duties. Committee meetings may be scheduled as needed. All committees function and exist at the discretion of the officers. All committees have a budget. Any committee expenditures above that committee's budget amount must be approved by the officers on the Executive Board.

**Section 2** BBOP shall have the Audit Committee, Bylaws Committee, and Nominating Committee (see ARTICLE VI) as standing committees.

### **Section 2.1** Membership and duties of the Audit Committee

**Section 2.1.1** A committee of at least three voting members shall perform an annual audit of the BBOP records from the previous fiscal year. These committee members shall be appointed by the president at the May BBOP meeting. The audit shall be completed by September 30. The written results of the audit shall be presented by the committee chair to the Executive Committee at the November meeting.

## **Section 2.2** Membership and duties of the Bylaws Committee

**Section 2.2.1** The Bylaws Committee shall consist of at least five voting members: two band parents, two orchestra parents, and at least one instrumental music staff member. The chair and the committee shall be appointed by the president with the approval of the Executive Board.

**Section 2.2.2** The bylaws must be reviewed every odd numbered year, and the review will be completed within that fiscal year.

**Section 2.2.3** The bylaws must be presented to the Executive Board for first approval, and then be presented at a general membership meeting. The general membership will need to vote on the changes one month after any changes have been presented to the members for review.

**Section 2.2.4** The bylaws must have final approval by a 2/3 vote of the voting members present at the April general membership meeting.

## **ARTICLE IX: INDEMNIFICATION**

BBOP shall indemnify each officer, committee member, former officer, former committee member, and each and every additional person who is serving or has served in such unpaid capacity, against expense, judgment, decrees, fines, penalties, and amounts paid in defense, settlement or judgment with respect to any pending or threatened action, suit or proceeding, criminal or civil, to which he or she is or may be made a party by reason of being or having been acting in such capacity, provided (a) he or she is adjudicated or determined not to have been negligent or guilty of misconduct in the performance of his or her duties to BBOP, (b) he or she is determined to have acted in good faith in what he or she reasonably believed to be in the best interest of BBOP; and (c) he or she is determined to have had no reasonable cause to believe that his or her conduct was unlawful. BBOP shall maintain at all times officers' and band and orchestra directors' liability insurance coverage.

## **ARTICLE X: DISPOSAL OF ASSETS UPON THE DISSOLUTION OF BBOP**

Upon the dissolution of the Boardman Band and Orchestra Parents, Inc., the officers shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all assets of the organization exclusively for the purpose of the organization in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purpose as shall at the time qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, as the officers shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the Boardman Band and Orchestra Parents, Inc. is then located, exclusively for such purposes or to such organization as said court will determine, which are organized and operated exclusively for such purpose.

## **ARTICLE XI: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the proceedings of BBOP in all cases to which they are applicable and in which they are not inconsistent with these bylaws, and any special rules of order that BBOP may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

## **ARTICLE XII: AMENDMENTS**

These bylaws may be amended by a voting member submitting changes in writing to the Executive Board for review and approval, and then presented to the general membership for a 2/3 vote of the voting members present at the next general membership meeting.

## **ARTICLE XIII: ADOPTION**

Having reviewed the contents herein, we, the Boardman Band and Orchestra Parents, Inc., do hold this document as our bylaws as duly voted upon and adopted by our membership this seventh day of March, in the year 2002. These bylaws have been revised and approved by the Executive Board, and voted by the general membership this fourth day of May, 2023.

## **APPENDIX A:**

### **BOARDMAN BAND AND ORCHESTRA PARENTS, INC. CONFLICT OF INTEREST POLICY**

#### **ARTICLE I: PURPOSE**

The purpose of the Conflict of Interest Policy is to protect the interest of the members of the Boardman Band and Orchestra Parents, Inc., also referred to as BBOP in this document, is an Ohio nonprofit corporation (organization) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, band or orchestra director or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **ARTICLE II: DEFINITIONS**

**Section 1** An officer, band and orchestra director, or member of a committee with delegated powers, who has direct or indirect financial interest, as defined below, is an interested person.

**Section 2** A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

**Section 2.1** an ownership or investment interest in any entity with which BBOP has a transaction or arrangement.

**Section 2.2** a compensation arrangement with BBOP or with any entity or individual with which BBOP has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which BBOP is negotiating a transaction or arrangement.

**Section 2.2.1** Compensation includes direct and indirect payment as well as gifts or favors that are not substantial.

**Section 2.2.2** A financial interest is not necessarily a conflict of interest. Under Article IV, Section 4.8, a person who has a financial interest may have a conflict of interest only if the officers decide that a conflict of interest exists.

## **ARTICLE III: PROCEDURES**

**Section 1** Duty to disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Board who will be considering the proposed transaction or arrangement.

**Section 2** Determining whether a conflict of interest exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining officers or committee members shall decide if a conflict of interest exists.

**Section 3** Procedures for addressing the conflict of interest

**Section 3.1** An interested person may make a presentation at the Executive Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

**Section 3.1.1** The president or chair of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

**Section 3.1.2** After exercising due diligence, the officers or committee shall determine whether BBOP can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**Section 3.1.3** If a more advantageous transaction or arrangement is not reasonably possible, the officers or committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in BBOP's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

**Section 4** Violations of the Conflicts of Interest Policy

**Section 4.1** If the officers or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

**Section 4.2** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the officers or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary or corrective action.

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