



**CODE OF REGULATIONS
of
HUDSON HIGH SCHOOL MUSIC ASSOCIATION**

as adopted on October 19, 1948
and amended May 1988; May 1994;
May 1995; May 1998; May 2004;
April 2005; November 2008;
March 2012; May 2013; and
May 2016

ARTICLE I. NAME

Section 1. *Name*

The name of this organization shall be the **HUDSON HIGH SCHOOL MUSIC ASSOCIATION** (HHSMA).

ARTICLE II. OFFICES

Section 1. *Principal Office*

The principal place of business of HHSMA shall be in the City of Hudson, County of Summit, State of Ohio.

ARTICLE III. OBJECTIVES

Section 1. The objectives of HHSMA shall be to build and maintain an organization which will benefit students of the Music Program at Hudson High School and to cooperate where able with the Music Directors in motivating and maintaining an enthusiastic interest in the various phases of music activity.

Section 2. HHSMA shall exist and operate as a 501 (c)(3) nonprofit organization.

Section 3. Net income shall be used for the objectives as stated in Section 1 of this Article.

ARTICLE IV. MEMBERSHIP

Section 1. Parents of students enrolled in the Music Program are to be considered active members.

Section 2. Anyone 21 years of age or older who is interested in the process and development of the aims and objectives of HHSMA is eligible for membership.

Section 3. General Meetings of HHSMA shall be held once each month from August through May.

Section 4. The Annual Meeting shall be the General Meeting in May.

Section 5. Special meetings of HHSMA may be called by the President.

Section 6. For action by HHSMA on election of Officers, financial issues, and other matters, 12 members must be present to constitute a quorum.

ARTICLE V. DIRECTORS

Section 1. Board of Directors

The Officers and Chairpersons of the various permanent Committees shall constitute the HHSMA Board of Directors. The primary responsibility of this body is to discuss and approve the annual budget. The annual Budget Meeting shall be held on or before June 30 of each year and the Executive Committee shall determine the date and time and place.

Section 2. Number and Election

The number of Directors which shall constitute the whole board shall be not less than one. Except as provided in Section 3 of this Article, each Director elected shall hold office until his or her successor is elected and qualified.

Section 3. Vacancies

Vacancies and newly created Directorships resulting from any increase in the authorized number of Directors may be filled by a majority of the Directors then in office, though less than a quorum, or by a sole remaining Director, and the Directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, unless sooner displaced. If there are no Directors in office, then an election of Directors may be held in the manner provided by statute.

Section 3. Powers

The business of HHSMA shall be managed by its Board of Directors, which may exercise all such powers of HHSMA and do all such lawful acts and things as are authorized by statute or by the Articles of Incorporation or by these Regulations.

Section 4. Place of Meeting

The Board of Directors of HHSMA may hold meetings, both regular and special, within Hudson, Ohio.

Section 5. Time of First Meeting

The first meeting of each newly elected Board of Directors shall be held at such time and place as shall be specified in a notice per procedure detailed in Section 7.

Section 6. Notice of Regular Meetings

Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.

Section 7. *Calling Special Meetings*

Special meetings of the Board may be called by the President, on notice to each Director, either personally or by regular or electronic mail. Special meetings may be called by the President or Secretary in like manner and on like notice on the written request of at least one Director.

Section 8. *Quorum; Majority of Those Present.*

At all meetings of the Board a majority of the Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting of which there is a quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 9. *Written Consent Action*

Unless otherwise restricted by the Articles of Incorporation, these Regulations, or statute, any action required or permitted to be taken at any meeting of the Board of Directors or of any Committee thereof may be taken without a meeting, if all members of the Board or Committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or Committee.

Section 10. *Committees*

Section 1. *Executive Committee*

- a) The Officers shall constitute the Executive Committee of HHSMA. The Executive Committee will have primary responsibility for setting overall objectives, developing the annual budget, approving Committee Chairpersons, and performing additional duties as may be set forth in other Articles.
- b) The Executive Committee and/or President shall determine the date and time and prepare the agenda for and make recommendations to the HHSMA for the General Meetings.

Section 2. *Fund-Raising Committees*

There shall be two permanent Fund-Raising Committees to be known as Concessions and Tag Day. Other fund-raising Committees may be created at the direction of the Board of Directors. The purpose of a fund-raising committee is to raise funds to meet the needs of general and/or specific objectives of the Music Association. The Chairperson of each of the Fund-Raising Committees shall be selected by the President with the consent of the Executive Committee and shall report to the President. The Board of Directors may appoint other committees for fund-raising events as needed.

Section 3. *Operating Committees*

There shall be permanent operating Committees whose purpose is to plan, organize and implement specific operating duties necessary to achieve the objectives of the HHSMA. These Committees report to the respective Vice Presidents.

Section 4. *Permanent Committees*

There shall be three permanent Committees whose purpose is to provide services for the HHSMA. They shall be known as the Newsletter, Scholarship Awards and Website Committees. The Newsletter and Website Committees shall report to the Vice President – Publicity. The Scholarship Awards Committee shall report to the President.

Section 5. *Special Program Committees*

There can be temporary special program Committees whose purpose is to plan, organize, and implement those programs which are not considered fund raisers. These programs include trips, annual dinners, receptions, awards, master classes, etc. The Chairperson of the special program Committees shall be appointed by the appropriate member of the Executive Committee.

Section 6. *Committee Chairperson*

- a) The Chairperson of each Fund-Raising and Permanent Committee shall be a voting member of the Board of Directors.
- b) The Chairperson of each Committee shall be responsible for the selection of an additional person or persons to assist him/her in accomplishing the objectives and duties of that Committee if necessary.
- c) The Chairperson of each Committee, with the guidance of the Executive Committee, will develop an annual plan consisting of its objectives, how the objectives are to be met, and a budget.
- d) The Chairperson of each Committee shall render a brief report at the monthly membership meetings highlighting progress and problems since the last report.

Section 10. *Committee Powers*

Any such Committee or subcommittee, to the extent provided in the resolution of the Board of Directors, shall have all the powers and authority of the board of Directors in the management of the business and affairs of HHSMA. No such Committee or subcommittee shall have the power or authority to amend the Articles of Incorporation, adopt an agreement of merger or consolidation, recommend to the membership the sale, lease or exchange of all or substantially all of HHSMA property and assets, recommend to the membership a dissolution of HHSMA or a revocation of a dissolution, or amend these Regulations

Section 11. *Telephonic Meetings*

The Board of Directors and any Committee of Directors may hold meetings through the use of telephone or other communications equipment if all persons participating can hear each other and can communicate with each other. Participation in such a meeting shall constitute presence at such a meeting.

Section 12: Officer Attendance at Monthly Membership Meetings

Officers are expected to attend at least two-thirds of monthly membership meetings. If an officer cannot attend a monthly membership meeting, he/she must submit his/her report, in writing, to the HHSMA President, prior to the meeting so the report can be shared with membership and included with the meeting minutes. The President has the authority to remove an Officer who has missed three (3) consecutive monthly membership meetings.

ARTICLE VI. NOTICES

Section 1. *Notices*

Notice required, under any statute or the Articles of Incorporation or these Regulations, to be given to any Director or membership shall be given in writing and may be given either in person, or by regular or electronic mail, said mailing to be addressed to such Director or member at his or her regular or electronic

mailing address as it appears on the records of HHSMA. Such notice shall be deemed to be given when delivered either by hand or electronically or deposited in the United States mail.

Section 2. Waiver of Notice

Notice required under any statute or the Articles of Incorporation or these Regulations may be waived in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein. The attendance of any member or Director at any such meeting without protesting the lack of proper notice before or at the commencement of the meeting shall be deemed to be a waiver by him or her of notice of such meeting.

ARTICLE VII. OFFICERS

Section 1. Identity and Qualification.

The officers of HHSMA shall be elected by the Membership and shall be the President, Vice President – Policy, Vice President – Publicity, Vice President – Band, Vice President – Choir, Vice President – Jazz, Vice President – Orchestra, Secretary and Treasurer. Insofar as possible, but not to the exclusion of any person, HHSMA should encourage two people to staff each of the officer positions. The Board of Directors may appoint such other officers and agents as it shall deem necessary. Any officer elected or appointed by the board of directors may be removed with or without cause at any time by the affirmative vote of a majority of the board of directors.

Section 2. Music Directors.

The Music Directors at Hudson High School shall be asked to act in an ex-officio capacity but shall not be voting members of the Board of Directors.

Section 3. Duties of the President

The President shall preside at all meetings of the Executive Committee, Board of Directors and membership, act as chief representative with the School Board, the Principal of the High School and the Music Directors and serve as ex-officio member of all Committees. Further, in the absence of the Treasurer, the President is authorized to sign and/or endorse checks, drafts, and notes within the established limits of the budget and have such other powers as the Board of Directors may from time to time prescribe.

Section 4. Duties of the Vice President – Policy

The Vice President – Policy shall perform such other duties related to policy. Further, the Vice President – Policy shall assume all the duties and responsibilities of the President in the absence of the latter and have such other powers as the Board of Directors may from time to time prescribe.

Section 5. Duties of the Vice President – Publicity

The Vice President – Publicity shall be responsible for (1) communicating the goals and activities of the Association beyond the Membership using appropriate media, which may include the social media, other internet, newspapers, radio, and television, and (2) such other duties as the Board of Directors may from time to time prescribe.

Section 6. Duties of the Vice President – Band

The Vice President – Band shall chair the Band Operating Committee and have such other powers as the Board of Directors may from time to time prescribe.

Section 7. *Duties of the Vice President – Choir*

The Vice President – Choir shall chair the Choir Operating Committee and have such other powers as the Board of Directors may from time to time prescribe.

Section 8. *Duties of the Vice President – Jazz*

The Vice President – Jazz shall chair the Jazz Band Operating Committee and have such other powers as the Board of Directors may from time to time prescribe.

Section 9. *Duties of the Vice President – Orchestra*

The Vice President – Orchestra shall chair the Orchestra Operating Committee and have such other powers as the Board of Directors may from time to time prescribe.

Section 10. *Duties of the Secretary*

The secretary shall (a) attend all meetings of the Board of Directors and all meetings of the membership, (b) record all the proceedings of the meetings of the membership and of the Board of Directors and perform like duties for the standing Committees when required, (c) give, or cause to be given, notice of all meetings of the membership and special meetings of the Board of Directors, and (d) perform such other duties as may be prescribed by the Board of Directors.

Section 11. *Duties of the Treasurer.*

A. *General and Deposit of Funds*

The treasurer shall have the custody of the HHSMA funds and securities, shall keep full and accurate accounts of receipts and disbursements, and shall deposit all moneys and other valuable effects in a financial institution whose deposits are insured by an agency of the federal government. All deposits shall be made in the name of HHSMA.

B. *Disbursements of Funds*

The treasurer shall disburse the funds of HHSMA as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. Properly submitted invoices shall be paid within a reasonable time up to the limit of the specific budget line item.

C. *Report to Membership*

The treasurer shall render to the president, the Board of Directors and membership, at regular meetings, or when the Board of Directors so requires, a written report specifying all receipts, disbursements, and a balance of accounts and the financial condition of HHSMA.

D. *Bond May Be Required*

If required by the Board of Directors, the treasurer shall give HHSMA a bond (which shall be renewed every six years) in such sums and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his or her office and for the restoration to the HHSMA, in case of his or her death, resignation, retirement or removal from office, of all record books, papers, vouchers, money and other property in his or her possession or under his or her control belonging to the HHSMA.

ARTICLE VIII. ELECTIONS

Section 1. The Nominating Committee shall consist of the Officers of HHSMA.

Section 2. The Nominating Committee shall submit its proposed slate at the general meeting in April.

Section 3. Nominations may also be made from the floor at the Annual Meeting in May, providing these nominees have agreed beforehand to accept the nomination.

Section 4. Officers are to be elected at the Annual May Meeting.

Section 5. A majority vote, a quorum of the membership being present, shall constitute an election.

Section 6. The Officers shall be elected for a one-year term and take office on June 1 following the annual meeting.

ARTICLE IX. INDEMNIFICATION OF DIRECTORS, OFFICERS AND MEMBERS

Section 1. *Obligation to Indemnify*

If any person is made or threatened to be made a party to any action or proceeding, whether criminal, civil, administrative or investigative, because he or she, or his or her testator or intestate, is or was a Director, Officer or Committee Chairperson of the HHSMA or any predecessor of HHSMA or serves or served any other enterprise as a Director, Officer or Committee Chairperson at the request of HHSMA or any predecessor of HHSMA, then HHSMA shall indemnify such person to the full extent authorized by law.

Section 2. *Expenses Advanced*

HHSMA may pay expenses incurred in defending a civil or criminal action, suit or proceeding before the final disposition of such action, suit or proceeding as authorized by the Board of Directors in a specific case upon receipt of an undertaking by or on behalf of the Director, Officer or Committee Chairperson to repay such advanced amount unless it shall ultimately be determined that he or she is not entitled to be indemnified by HHSMA as authorized by this Article. This determination shall be made by disinterested Directors or by independent legal counsel.

Section 3. *Indemnification Not Exclusive Remedy*

The indemnification provided by this Article shall not be exclusive of any other rights to which a person seeking indemnification may be entitled by any law of the State of Ohio, these Regulations, agreement, vote of members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 4. *Duration of Indemnification*

The indemnification provided by this Article shall continue as to a person who has ceased to be a Director, Officer or Committee Chairperson and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 5. *Insurance*

HHSMA may purchase and maintain insurance on behalf of any person who is or was a Director, Officer or Committee Chairperson of HHSMA, or is or was serving at the request of HHSMA as a Director, Officer or chairperson against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the HHSMA

would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE X. FINANCIAL MATTERS

- Section 1. A budget detailing all anticipated expenses and income shall be prepared by the Executive Committee for approval at the September meeting. Approval of the budget requires a majority vote, a quorum of the membership being present.
- Section 2. An independent audit of the books shall be made annually, under the direction of the Vice President - Policy. The audit may be performed by a nonmember of HHSMA. The audit is to be completed by September 1 with a report prepared and presented at the September meeting.
- Section 3. The Executive Committee is authorized to alter line items within the budget (subsequent to original approval) in amounts not to exceed \$1,000 for the express purpose of paying for unanticipated, critically needed services and/or assets.
- Section 4. Changes in amounts over \$1,000 must be approved by a majority vote at a general meeting, a quorum of the membership being present.
- Section 5. The fiscal and budget year will commence on July 1 of each year.

ARTICLE XI. AUTHORITY

- Section 1. The rules contained in the *Robert's Rules of Order*, current edition, shall govern this Association in all cases in which they do not conflict with the rules or operating procedures of this Association.

ARTICLE XII. AMENDMENTS

- Section 1. The Code of Regulations may be amended by a majority vote of the members present at any General Meeting. Notice of proposed amendments must be presented to the membership at least 30 days prior to the next General Meeting.

ARTICLE XIII. STANDING RULES

- Section 1. The Code of Regulations hereby incorporate Standing Rules. Standing Rules are resolutions of a permanent nature, which are binding. Upon recommendation by any officer, they can be established, rescinded, or modified without previous notice by a majority vote at a general meeting, a quorum being present. No standing rule can be adopted which conflicts with the Code of Regulations. The standing rules should be reviewed annually by the officers in the spring of each year. These rules were previously revised in May 2004, April 2005 and November 2008 and April 2013.

FINANCIAL RULES

1. The Treasurer is authorized to reimburse expenditures of less than \$1000 with proper documentation (i.e. purchase order, invoice, receipt or other suitable instructions). A request for reimbursement form with the signature of the appropriate Officer or Committee chairperson is required.

2. Actions obligating the Association for financial liability in excess of \$1000 must be supported with proper documentation. Actions must be approved by a majority vote at a general meeting, a quorum of the membership being present. Such approved actions should appear in HHSMA meeting minutes along with the approved amount.
3. Properly submitted invoices shall be paid within a reasonable time up to the limits of the budget line item.
4. Music Directors or event chairpersons should submit a preliminary trip or event budget prior to committing HHSMA or student funds in order to reduce the risk of a shortfall.
5. Initial deposits made by students for trips, camps, or other activities are not refundable. Only under extenuating circumstances can a Music Director have an initial deposit refunded. This should be done with consent of the HHSMA President.
6. Individual needs based allowances to supplement trip and band camp expenses are granted at the corresponding Music Director's request with consent of the HHSMA President.

FUND RAISERS

1. Net revenues from the three permanent fund raisers, Concessions, the Fruit Sale, and Tag Day, will be used for budget items as authorized by the organization.

MONEY HANDLING

1. All volunteers who are collecting money must be 21 years of age or older. Music students can collect money when under the supervision of an HHSMA member.
2. All monies collected shall be transferred to the Treasurer by the end of the event in which the monies are collected. For example, the 50/50 prize money is awarded during half time so the funds must be transferred by the end of the football game.
3. In the case where the Treasurer is not available, the monies may be transferred to any other HHSMA Officer.
4. During the transfer, a transfer form must be completed. This form will include the following:
 - Amount of total monies received
 - Amount of the prize awarded if applicable
 - Amount to the Treasurer or HHSMA Officer
 - Signatures of the persons delivering and receiving the monies
 - Receipt stating the amount received by the Treasurer (or HHSMA Officer) to be given to the delivering person(s)

Copies of the completed transfer form will be kept on file with the treasurer and made available for review.

OFFICER AND/OR COMMITTEE CHAIR POSITIONS

1. Officer and Committee Chair positions shall be filled by parents (members) with students active in the music program. In order to maintain continuity of experience, members who have served as an Officer or Committee Chair will retain their eligibility as long as they have a student in the Hudson Middle School music program.

ARTICLE XIV. GENERAL PROVISIONS

Section 1. *Annual Report.*

The Board of Directors shall present at each annual meeting, a full and clear statement of the business and condition of HHSMA. At every annual meeting, the Board of Directors shall cause to be presented a balance sheet and statement of financial condition for a period ended not more than two months prior to the meeting.

Section 2. *Checks*

All checks or demands for money and notes of HHSMA shall be signed by such person or persons as the Board of Directors may from time to time designate.

Section 3. *Fiscal Year*

The fiscal year of HHSMA shall be fixed by resolution of the Board of Directors.

Section 4. *Seal*

HHSMA shall have no corporate seal.

Section 5. *Amendments*

These Regulations may be altered, amended, repealed or replaced by an affirmative vote of a quorum of the membership at any meeting called and held for that purpose.

Section 6. *Emergency Regulations*

In the event of an emergency as defined in Ohio Revised Code 1701.01(U), the emergency regulations set forth in Ohio Revised Code 1701.11(F) shall be deemed to be a part of these Regulations for so long as such emergency continues to exist.

Section 7. *Dissolution*

In the event of the dissolution of HHSMA, the Board of Directors shall direct that assets be distributed first to the Hudson Parent Teacher Organization, a 501 (c)(3) nonprofit organization, for the purposes of establishing a music scholarship for graduated Hudson High School students. The remaining corporate assets are to be distributed exclusively for exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.