

**BY-LAWS OF  
FRIENDS OF BERLIN PERFORMING ARTS  
*Adopted June, 2018***

**ARTICLE I  
PURPOSES**

**Section 1.01 Purposes**

The purposes for which Friends of Berlin Performing Arts(a Non-Profit “Corporation”) is formed are exclusively for charitable and educational purposes within the meaning of Section 501c(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue law (the “Code”). In furtherance of these purposes, the Corporation shall promote and support education through financial and other support to the performing arts programs of Olentangy Berlin High School (the “High School”) and any middle school in the Olentangy Local School District, some or all of whose students will attend the High School.

**ARTICLE II  
MEMBERSHIP**

**Section 2.01 Members**

- Each parent, step-parent and legal guardian (1) of a student (i)(a) who attends or is scheduled to attend Olentangy Berlin High School during the Corporation’s current fiscal year or (b) who attends or is scheduled to attend Olentangy Berlin High School or any other middle school in the Olentangy Berlin High School District during the Corporation’s current fiscal year and who, if such student were then of high school age, would attend the High School and (ii) who during the current fiscal year of the Corporation participates, whether as an arts performer, manager, statistician or other recognized capacity, in, or in good faith intends to participate in, a performing arts program or club by the Olentangy Local School District and (2) who attends any meeting of the members of the Corporation during the current fiscal year of the Corporation, shall automatically be a member of the Corporation through the end of the current fiscal year.
- Each person (1) who is principal, assistant principal, program director, assistant program director, or program trainer at the High School or any middle school in the Olentangy Local School District, some or all of whose students are, based on their residence, scheduled to attend the High School when such students reach high school age, and (2) who attends any meeting of the members of the Corporation during the current fiscal year of the Corporation, shall automatically be a member of the Corporation through the end of the current fiscal year.
- Each officer of the Corporation shall be a member of the Corporation and shall continue as a member so long as such person is an officer of the Corporation.
- The Board of Officers may, in its sole discretion, admit any other person as a member of the Corporation.
- Except for those members who are serving as officers of the Corporation at the end of the fiscal year, membership in the Corporation shall automatically terminate for all other members at the end of a fiscal year.

## **Section 2.02 No Dues Payment Required to be a Member**

No person who otherwise qualifies to be a member of the Corporation in accordance with Section 2.01 of these By-Laws shall be required, as a condition to being a member of the Corporation, to pay any dues or fees to the Corporation.

## **ARTICLE III MEMBERSHIP VOTING AND MEETINGS**

### **Section 3.01 Annual Meetings of Members**

The annual meeting of the members for the election of the officers of the Corporation, the consideration of reports to be laid before such meeting and the transaction of such other business as may properly come before such meeting shall be held on the 1<sup>st</sup> Monday of August of each year commencing August, 2019.

### **Section 3.02 Regular Monthly Meetings of Members**

Except as set forth in this Section 3.02, there shall be a regular monthly meeting of the members to be announced by the 1<sup>st</sup> Monday of each month (other than the month of July, in which month there will not be a regular meeting of members and the month of August, in which month the annual meeting of members is to be conducted). Notwithstanding the foregoing, if the first Monday of the month falls on a national holiday (e.g., New Year's Day), the regular monthly meeting shall be announced by the 2<sup>nd</sup> Monday of such month.

### **Section 3.03 Special Meetings of Members**

Special meetings of the members may be called only by the president, or, in case of the president's absence, death or disability, the vice-president authorized to exercise the authority of the president, by the officers by action at a meeting, by a majority of officers acting by a writing signed by them without a meeting, or by 50% of the members acting by a writing signed by them without a meeting.

### **Section 3.04 Time and Place of Meetings**

All meetings of the members (whether annual, regular or special) shall commence at 7:00 p.m. on the date of the meeting and shall be held in the Commons Area of the High School (or in such other time or area or room at the High School as set for in a notice posted at the High School's main entrance or on social media on the date of such meeting no later than the time scheduled for the commencement of such meeting), at 3140 Berlin Station Road, Berlin Township, Ohio.

### **Section 3.05 Notice of Meetings**

- The provisions of this Section V are intended to supersede the provisions of Section 1702.18 of the Ohio Revised Code. Without limiting the generality of the foregoing, the Corporation shall not be required to mail or personally deliver to any member any written notice of a meeting of the members, whether annual, regular or special.
- The provisions of Article III of these By-Laws constitute sufficient published notice to members of the time and place of each annual meeting and regular meeting of members. No other notice shall be required to be given to any member. By or at the direction of any officer, the Corporation may, but shall not be

required to, also give additional notice of any annual or regular meeting by any one or more of the following forms of publication notice as follows: (1) posting notice of the time and place of the meeting at the main entrance of the High School not later than the commencement of the meeting, (2) posting notice of the time and place of the meeting at the main office of the High School not later than the commencement of the meeting, (3) posting notice of the time and place of the meeting on the High School's outdoor electronic message board that can be viewed from Berlin Station Road not later than the commencement of the meeting, (4) posting notice of the time and place of the meeting on the Corporation's website (if any) not later than the commencement of the meeting or (5) announcing at a meeting of members the time and place of the next scheduled annual or regular meeting of members.

- In the event a special meeting of members is called in accordance with Section III of these By-Laws, then, by or at the direction of any officer, the Corporation shall publish notice by any one or more of the following forms of publication notice as follows: (1) posting notice of the time (including the date), place and purpose of the special meeting at the main entrance of the High School not less than seven days prior to the commencement of the meeting, (2) posting notice of the time (including the High School not less than seven days prior to the commencement of the meeting, (3) posting notice of the time (including the date), place and purpose of the special meeting on the High School's outdoor electronic message board that can be viewed from Berlin Station Road not less than seven days prior to the commencement of the meeting, (4) posting notice of the time (including the date), place and purpose of the special meeting on the Corporation's website (if any) not less than seven days prior to the commencement of the meeting or (5) announcing at a meeting of members the time (including the date), place and purpose of the special meeting of members not less than seven days prior to the commencement of the meeting. The Corporation's compliance with the provisions of this Section V constitutes sufficient published notice to members of the time, place and purpose of each special meeting of members. No other notice shall be required to be given to any member in connection with a special meeting.

### **Section 3.06 Quorum; Adjourning Meetings**

At any meeting of members, those members present shall constitute a quorum. A majority of members voting at a meeting or the presiding officer of the meeting may adjourn such meeting. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

### **Section 3.07 Voting Rights of Members; Votes Required**

Each member of the Corporation shall be entitled to one vote on each matter submitted to the members for their vote. Unless otherwise required by law, the Articles of Incorporation or these By-Laws, the affirmative vote of a majority of the members voting at a meeting shall be necessary to authorize or take any action voted upon by the members. At all elections of officers, the candidates receiving the greatest number of votes shall be elected.

### **Section 3.08 No Proxy Voting**

No member may vote by proxy. Only members physically attending a meeting shall be entitled to vote at any meeting of members.

## **ARTICLE III OFFICERS**

### **Section 4.01 Authority**

Except where the law, the Articles of Incorporation or these By-Laws otherwise provide, all authority of the Corporation shall be vested in and exercised or under the direction of its officers.

### **Section 4.02 Number of Officers and Term of Office**

Until changed in accordance with the provisions of these By-Laws, the number of officers shall be five (5). Each officer shall be elected to serve until the next annual meeting of members and until such officer's successor is duly elected and qualified or until such officer's earlier resignation, removal from office or death. The number of officers may be fixed or changed at a meeting of members only by the affirmative vote of a majority of the members voting at the meeting of members. No reduction in the number of officers shall have the effect of shortening the term of any incumbent officer.

### **Section 4.03 Election**

At each annual meeting of members for the election of officers, the successors to the officers whose term shall expire in that year shall be elected, but if the annual meeting is not held or if one or more of such officers are not elected thereat, they may be elected at a regular or special meeting of members. The election of officers shall be by ballot whenever requested by the presiding officer of the meeting or by a majority of the members present, but unless such request is made, the election shall be by voice vote.

### **Section 4.04 Removal**

A officer may be removed from office, with or without assigning any cause, only by the vote of a majority of the members voting at a meeting of the members. In case of any such removal, a new officer may be elected at the same meeting for the unexpired term of each officer removed. Failure to elect a officer to fill the unexpired term of any officer removed shall be deemed to create a vacancy in the Board of Officers.

### **Section 4.05 Vacancies**

The remaining officers, though less than a majority of the whole authorized number of officers, may, by the vote of a majority of their number, fill any vacancy in the Board of Officers for the unexpired term. A vacancy in the Board of Officers exists within the meaning of this Section 5 in case the members increase the authorized number of officers but fail at the meeting at which such increase is authorized to elect the additional officers provided for, or in case the members fail at the time to elect the whole authorized number of officers.

### **Section 4.06 Meetings**

The officers shall hold such meetings as may from time to time be called by the president or any two officers. Meetings of officers may be held at such place as the person calling the meeting may decide.

### **Section 4.07 Notice of Meetings**

Notice of the time and place of each meeting of officers for which such notice is required by law, the Articles of Incorporation, or the By-Laws shall be given to each of the officers by at least one of the following methods: (a) In a writing mailed not less than three days before such meeting and addressed to the residence of the officer; (b) Via electronic mail (e-mail) sent to a officer at the electronic mail address of the officer maintained by the Corporation not later than the day before the date on which such meeting is to be held; or (c) personally or by

telephone not later than the day before the date on which such meeting is to be held. The method of giving notice need not be uniform. Notice of any meeting of officers may be given only by the president or the secretary. Notice of adjournment of a meeting of officers need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

#### **Section 4.08 Waiver of Notice**

Notice of any meeting of officers may be waived in writing; either before or after to holding such meeting, by any officer, which writing shall be filed with or entered upon the records of the meeting. The attendance of any officer at any meeting of officers without protesting, prior to or at the commencement of the meeting, the lack of proper notice, shall be deemed to be a waiver by him of notice of such meeting.

#### **Section 4.09 Quorum**

A majority of the whole authorized number of officers shall be necessary to constitute a quorum for a meeting of officers, except that a majority of the officers in office shall constitute a quorum for filling a vacancy in the Board of Officers. The act of a majority of the officers present at a meeting at which a quorum is present is the act of the Board of Officers, except as otherwise provided by law, the Articles of Incorporation or these By-Laws.

#### **Section 4.10 Committees**

The officers may create an executive committee or any other committee of officers, to consist of one or more officers, and any authorize the delegation to any such committee of any of the authority of the officers, however conferred. Each committee shall serve at the pleasure of the officers, shall act only in the intervals between meetings of the officers, and shall be subject to the control and direction of the officers. Each committee may act by a majority of its members at a meeting or by a writing signed by all of its members. Any act or authorization of any act by any committee within the authority delegated to it shall be as effective for all purposes as the act or authorization of the officers.

### **ARTICLE V OFFICERS**

#### **Section 5.01 Officers**

The officers of the Corporation shall be elected annually at the annual meeting of members. The officers to be elected by the members shall be a president, a secretary, a treasurer, and, if desired, one or more vice presidents and such other officers and assistant officers as the members may from time to time elect. The election of officers shall be by ballot whenever requested by the presiding officer of the meeting or by a majority of the members present, by unless such request is made, the election shall be by voice vote.

#### **Section 5.02 Tenure of Office**

The officers shall hold office at the pleasure of the members. Any officer may be removed, either with or without cause, at any time, by the affirmative vote of a majority of the members voting at a meeting of meeting of members. The members may fill any vacancy in any office occurring from whatever reason at any regular or special meeting of the members.

#### **Section 5.03 Duties of the Officers**

All officers shall, respectively, have such powers and perform such duties as the law, the Articles of Incorporation, these By-Laws or the officers may from time to time provide. Unless otherwise provided by the officers:

- The president: (1) shall be the chief executive officer of the Corporation and shall exercise supervision over the business of the Corporation; (2) shall have the power and authority to sign all contracts and other instruments requiring the signature of the president of the Corporation; and (3) shall preside at all meetings of members.
- In the absence of the president or in the event of the president's inability or refusal to act, the vice president, if any (or in the event there be more than one vice president, the vice presidents in the order designated, or in the absence of any designation, then in the order of their election), shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all restrictions upon the president. The vice presidents shall perform such other duties and have such other powers as the president or officers may from time to time prescribe.
- The secretary, or an assistant secretary, if any, in case of the absence or inability to act of the secretary, shall keep minutes of all the proceedings of the members and the officers and make a proper record of the same and shall perform such other duties and have such other powers as the president or officers may from time to time prescribe.
- The treasurer, or an assistant treasurer, if any, in case of the absence or inability to act of the treasurer, shall be the chief financial officer of the corporation, shall exercise supervision over the finances of the corporation and shall perform such other duties and have such other powers as the president or officers may from time to time prescribe.

## **ARTICLE VI FINANCES**

### **Section 6.01 Disbursement of Funds**

The funds of this association shall be used to further the purpose expressed in Article I of these By-Laws. Only the Treasurer, upon the approval of the Board of Officers, shall be authorized to disburse funds.

The President of the association shall have the authority to authorize expenditures up to one hundred dollars (\$100.00) each month when it is not feasible to call a special meeting of the Board of Officers. A report of expenditures shall be given at the next meeting.

This association is organized as a non-profit organization per section 501(c)(3) of the Internal Revenue Code and no member shall have any legal or equitable ownership in any of its funds or property. In the event of the dissolution of this association, any funds or property remaining shall be turned over to Olentangy Berlin High School.

All funds collected by the officers or members of this Corporation shall be deposited in an account approved by the Board.

The Treasurer of the association shall authorize payment by check of all debts of the association within seven (7) days after receipt or on approval by the Board of Officers.

All projects that require financial obligation of the boosters as proposed by program Officers will be presented to the Board of Officers on the approved forms. This will be done at monthly meetings in order for the Board of

Officers to plan their budget. The budget shall normally be voted on at the May meeting, but may be changed by a vote of the Board.

Total expenditures cannot exceed approved budgeted amounts without approval of the Board of Officers. No expenditure can exceed **\$100.00**. Items are to be those approved by the Board listed on the itemized request for funds form and submitted to the Board. Unused funds cannot be applied to other items without the approval of the Board of Officers. The **\$100.00** expenditure ceiling may be adjusted yearly upon a 2/3 vote of those in attendance at the May meeting.

## **Article VII INDEMNIFICATION AND STANDARD OF CARE OF OFFICERS**

Every person who now is or hereafter shall be an officer of this organization shall be indemnified by this organization against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon that person in connection with or resulting from, any action, suit or proceeding of whatever nature to which he or she is or shall be made a party by reason of his or her having been an officer or member of the board of officers of the Boosters (whether he or she is an officer or member of the board of officers at the time he or she is made a party to such action, suit or proceeding or at the time such costs or expenses are incurred, by or imposed upon him or her) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as such officer or member of the board of officers. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled as a matter of law.

The standard of care of the Officers shall be considered in accordance with the criteria set forth in any laws or regulations of the state of Ohio.

## **ARTICLE VIII MISCELLANEOUS**

### **Section 8.01 Amendments**

These By-Laws may be amended, or new By-Laws adopted, at a meeting of members held for such purpose, only by the affirmative vote of not less than a majority of the members of the Corporation voting at a meeting of members.

### **Section 8.02 No Private Inurement; Legislative and Political Activities.**

The Corporation is formed exclusively for purposes for which a corporation may be formed under the Ohio Nonprofit Corporation Law and not for pecuniary profit or financial gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, officers or other private persons or organizations, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third of the Corporations Articles of Incorporation. The Corporation shall have the power to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment or attainment of any or all of the purposes for which

the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any such purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent provided in Code Section 501(h) and the Corporation shall not participate in, or intervene in (including the publication or distribution of statement), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any provision of the Articles of Incorporation or the Code of By-Laws, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax as an organization described in Code Section 501(c)3); (b) by a corporation contributions to which are deductible under Code Sections 170(c), 2055(a) and 2522(a); or (c) by a corporation not a private foundation under Code Section 509(a).

### **Section 8.03 Dissolution**

Upon the dissolution of the Corporation, the Board of Officers shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, testing for public safety, literary or scientific purposes or to foster national amateur sports competition or for the prevention of cruelty to children or animals as shall at the time qualify as an exempt organization or organizations under Code Section 501(c)(3) and as an organization or organizations described in Code Sections 170(c), 2055(a) or to the federal government, or to a state or local government, for a public purpose, as the Board of 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 principal office of the Corporation is then located, exclusively for such purposes, or to one or more organizations which are organized and operated exclusively for such purposes, as said Court shall determine to best accomplish the exempt purposes of the Corporation.

### **Section 8.04 Fiscal Year of the Corporation**

Unless and until changed by the Board of Officers, the fiscal year of the Corporation shall run from July 1<sup>st</sup> through June 30<sup>th</sup>.