

**BY-LAWS**  
**OF**  
**LAKOTA WEST UPBEAT CLUB, INC.**

**APPROVED** \_\_\_\_\_, 2014

**ARTICLE I.**

**Section 1.1. Name.** The name of the Corporation is **Lakota West Upbeat Club, Inc.** hereinafter referred to as the “Corporation”.

**ARTICLE II.**

**Section 2.1. Location of Meetings.** The principal office of the Corporation shall be located at the residential address of the current President. Meetings of Members and Trustees may be held at such places within Butler County, Ohio, as may be designated by the Board of Trustees

**ARTICLE III.**

**Section 3.1. Definitions.** The following terms when used in this By-Laws shall have the following meanings:

- (A) “Corporation” shall mean the Lakota West Upbeat Club, Inc. a nonprofit corporation organized and existing under Chapter 1702 of the Revised Code of the State of Ohio;
- (B) “Articles” and “Articles of Incorporation” shall mean those articles of incorporation filed with the Secretary of the State of Ohio, incorporating the Lakota West Upbeat Club, Inc.;
- (C) “Board” and “Board of Trustees” shall mean the Board of Trustees of the Corporation as set forth in the Articles of Incorporation and By-Laws; and,
- (D) “Members” shall mean parents of Lakota West High School Band Program students, directors and assistant directors. Directors and assistant directors are non-voting members.

**ARTICLE IV.**  
**Membership**

**Section 4.1. Eligibility.** The Members of the Corporation are parents of the Lakota West Band Program students (including junior high band students) Directors and assistant directors are non-voting members.

**ARTICLE V.**

**Section 5.1. Meetings.** Meetings of the Members of the Corporation shall be held at the location and at the hour specified in the Notice of Meeting, on the third Tuesday of each month during the school year for Lakota School District, commencing in August, 2014, except for

December, June and July. The meetings shall be held in the Lakota West Band Room, unless otherwise specified.

**Section 5.2. Special Meetings.** Special meetings of the Members for any purpose may be called at any time by the President, or by any two or more Trustees. The Secretary shall call a special meeting upon written request of the Members who have the right to vote not less than Fifteen Percent (15%) of all the votes of the entire membership.

**Section 5.3. Notices.** Written notice of meetings shall be given to the Members by the Secretary. Notice will be given to the Members by electronic correspondence, to those members who voluntarily select to participate in the Lakota West Band Program Upbeat Club Email Blast. *NOTE: Notices will not be delivered to personal or work emails that are NOT enrolled in the Lakota West Band Program Upbeat Club Email Blast.* Notice of any meeting, regular or special, shall be sent not less than 5 nor more than 30 days in advance of the meeting and shall set forth the place, day and hour of the meeting, and in case of a special meeting, the purpose of the meeting.

**Section 5.4. Proxy Voting.** At all meetings of the Members, each Member may vote in person or by proxy. All proxies must be in writing and be filed with the Secretary at the commencement of the meeting. Any proxy given by a person who is not a qualified member at the date of the meeting shall be void.

**Section 5.5. Voting.** The vote of the majority of those members present, either in person or by proxy, shall decide any question brought before the meeting, unless the question is one upon which a different vote is required by provision of the laws of the State of Ohio, the Articles of Incorporation or By-Laws.

## **ARTICLE VI. Board of Trustees**

**Section 6.1. Membership and Powers.** The Corporation shall be governed by a Board of Trustees in accordance with Article V, Paragraph 5.01 of the Articles of Incorporation.

**Section 6.2. Duties.** It shall be the duty of the Board of Trustees:

- (A) to cause to be kept a full, true and accurate record of its acts and corporate affairs, and to present a statement thereof to the Members at the monthly meetings, or any special meeting; and,
- (B) to supervise all officers and agents of this Corporation and to see that their duties are properly performed.
- (C) Vacancies. Vacancies in the Board of Trustees shall be filled by the affirmative vote of a majority of the Members, in accordance with Article V as stated above.

## ARTICLE VII.

**Section 7.1. Monthly Meetings of the Board of Trustees.** The Board shall meet at regular meetings established as to time and place by the Board.

**Section 7.2. Notices/Waiver.** No notice need be given for any regular meeting of the Board. Notice of any special meeting shall be sufficient if sent via electronic correspondence to each Trustee at least Forty Eight (48) hours before the meeting.

**Section 7.3. Special Meetings.** Special Meetings of the Board of Trustees shall be called by the Secretary upon request by any Officer of the Corporation ~~or by any two Trustees~~. The action of a majority of the Board although not at a regularly called meeting, shall be valid and effective in all respects, if the records of the meeting shall be assented to in writing by all members of the Board.

**Section 7.4. Quorum.** At all meetings of the Board of Trustees, a quorum shall be four Trustees, and, except as otherwise provided by law or by the Articles of Incorporation or By-Laws, the act of a majority of the Trustees present shall be the act of the Board.

## ARTICLE VIII.

**Section 8.1. Ballots.** The election of the Officers / Trustees shall be by written ballot.

**Section 8.2. Nominations.** Nominations for election to the Board of Trustees shall be made by the members at the meeting called for such purpose.

- (A) Nominations shall be made at the annual March meeting, one (1) month prior to the annual meeting to elect the Officers.
- (B) The individuals nominated as well as the office for which they seek election, shall be communicated to the Members in accordance Article V, Section 5.3, at least one (1) week prior to annual meeting to elect the Officers.
- (C) Nominations may be taken from the floor at the annual meeting to elect the Officers.

**Section 8.3. Nominees.** The members shall make as many nominations for election to the Board of Trustees as it shall in its discretion determine, but no less than the number of vacancies to be filled. Nominees shall be members.

**Section 8.4. Election.** Election to the Board of Trustees shall be held in April of every year and shall be by secret written ballot. The persons receiving the largest number of votes shall be elected.

**Section 8.5. Term of Office of Trustees.** The term for the Board of Trustees shall be a one year term, from June 1 of each year until May 31 of the subsequent year. The currently serving Officers will work with the Officers elect from the date of election until the term expires for the currently serving Officers, to provide a transition period of the Officers from year to year.

## ARTICLE IX.

**Section 9.1. Officers.** The Officers of the Corporation shall be President, Vice President, Secretary, and Treasurer and Freshman Vice President. The Officers shall constitute the Board of Trustees.

**Section 9.2. Election by Members.** All Officers shall be elected at an annual Meeting of the Members, preferably in April of each year, and shall be chosen by a majority vote of the Members, and each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal in accordance with the By-Laws.

**Section 9.3. President Duties.** The President shall be the chief executive officer of the Corporation, and as such shall have general supervision of the affairs and property of the Corporation and over its several Officers, subject to the direction of the Board of Trustees. The President shall, if present, preside over all meetings of the Board of Trustees, and shall generally do and perform all acts incident to the office of President. The President may sign in the name and on behalf of the Corporation all written instruments authorized by the Board, except where the Board shall delegate the execution thereof to some other Officer or agent of the Corporation. The President creates committees as necessary and approved by the Board of Trustees. The President may sign checks in lieu of the Treasurer.

**Section 9.4. Vice - President Duties.** The Vice President shall preside over all meetings of the Board of Trustees in the absence of the President. ~~The Vice President will arrange for an annual independent audit of the financial accounts following the election of the Board of Trustees.~~

**Section 9.5. Secretary duties.** The Secretary shall act as Secretary of the Board of Trustees, and shall record the votes and keep the minutes of all proceedings, including the minutes of the meetings of the Board of Trustees and the meetings of the Members. The minutes of the meetings of the members shall be maintained on the Corporation's website. The Secretary shall submit donation information to the Lakota School District as requested and manage all correspondence and maintain all official papers and files for the corporation.

**Section 9.6. Treasurer Duties.** The Treasurer shall receive and deposit in bank accounts approved by the Board, all moneys of the Corporation and shall disburse such funds as directed by a resolution of the Board of Trustees; provided, however, that a resolution of the Board of Trustees shall not be necessary for the disbursements made in the ordinary course of business conducted within the limits of a budget adopted by the Members. The Treasurer shall sign all checks and notes of the Corporation, except for any check that is not included in the budget or exceeds the amount of two thousand dollars (\$2,000.00), which will require the signatures of two of the Officers.

**Section 9.7. Freshman Vice President Duties.** The Freshman Vice President shall coordinate freshman parent participation with the high school bands and serve as primary contact for freshman parents given the two separate campus locations. Freshman Vice President also encourages 8<sup>th</sup> grade parents to join Upbeat Club at the end of the 8<sup>th</sup> grade school year.

**Section 9.8. Budget.** The annual budget shall be prepared by the Treasurer and thereafter reviewed, revised and approved by the Board. The tentative Budget as approved by the Board shall be submitted for approval by the Members at the annual May meeting. Voting to approve the annual budget shall be conducted in accordance with Article V, Section 5.4 and Section 5.5.

**Section 9.9. Books and Accounting.** The Treasurer shall keep proper books of account. The Treasurer shall prepare an annual budget and an annual balance sheet statement and the budget and balance sheet statement shall be presented to the membership at its Annual Meeting.

**Resignation and Removal.** Any Officer may be removed from office upon just cause by the Board, by a majority vote of the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignations shall take effect on the date of receipt of such notice, or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 9.10. Vacancies.** A vacancy in any office may be filled by vote of the members at a special meeting called for that purpose. The Officer elected to fill such vacancy at a special meeting shall serve for the remainder of the term of Officer replaced.

## **ARTICLE X. Miscellaneous**

**Section 10.1. Books and Records.** The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any Member. The Articles of Incorporation and By-Laws of the Corporation shall be available for inspection by any Member.

**Section 10.2. Fiscal Year.** The fiscal year shall begin on the first day of June every year. The commencement date of the fiscal year herein established may be changed by the Board of Trustees, if deemed necessary or expedient

**Section 10.3. Execution of Corporation Documents.** All notes, contracts, other documents, checks and other drafts shall be executed on behalf of the Corporation by such Officers, agents or other persons as are from time to time designated by the Board of Trustees.

**Section 10.4. Conflict.** In case of any conflict between the Articles of Incorporation or By-Laws, the Articles shall control.

**Section 10.5. Amendments.** The By-Laws may be amended at a regular or special meeting of the Members, by affirmative vote of a majority of the total number of votes of the Members attending the meeting, in accordance with Article V, Section 5.4 and Section 5.5.

**Section 10.6 Audit Committee.** The members shall elect, in compliance with Article VII, three individuals to serve on the Audit Committee. The Audit Committee shall perform an audit of the Corporation's books and finances for the prior year, and make a report to the Members at the September meeting. The Audit Committee shall have the right to demand and review all records, accounts and books of the Corporation. The members acknowledge that the Audit Committee is not providing an independent certified audit and shall hold the members of the Audit Committee harmless and free of liability, absent gross or willful neglect of duty in their limited capacity on the Audit Committee.

**Section 10.7. Insurance.** The Board of Trustees shall purchase insurance to protect the members of the Board and the Officers of the Corporation and the members of the Audit Committee against loss, liability, or claim which may result from their activities as such Trustees or Officers.