

**TBDBITL Alumni Club, Inc.**  
A Not-For-Profit Ohio Corporation  
A Constituent Group of  
The Ohio State University Alumni Association, Inc.

**Constitution and Bylaws**

*Article I - Name*

The name of this organization is **TBDBITL Alumni Club, Inc.** (hereinafter referred to as "The Club").

*The Club*, consistent with the established policy of *The Ohio State University*, shall reflect a commitment to human diversity, equal employment opportunity, affirmative action, and eliminating discrimination. The commitment is both a moral imperative consistent with an intellectual community that celebrates individual differences and diversity, as well as a matter of law. Discrimination against any individual based upon protected status, which is defined as age, color, disability, gender identity, or expression, national origin, race, religion, sex, sexual orientation, or veteran status, is prohibited. It shall be an integral part of *The Ohio State University Alumni Association, Inc.*, the official alumni organization of *The Ohio State University*.

*Article II - Object*

*The Club* is formed to promote the advancement of the interests of *The Ohio State University Marching Band* and *The Ohio State University*, and to promote closer fellowship among the alumni of *The Ohio State University Marching Band* and *The Ohio State University*. *The Club* also promotes and supports the mission of *The Ohio State University Alumni Association, Inc.*

*Article III - Membership*

Section 1. All persons who have been carried on the "*official rosters*" of *The Ohio State University Marching Band* are eligible for *Membership* in accordance with the *Membership Categories* as specified in the *Bylaws*.

Section 2. Persons other than those defined in *Section 1*, who by their work for *The Ohio State University*, *The Ohio State University Marching Band*, or *The Club* may, by action of the *Board of Governors*, be selected for *Special Membership Categories* as defined in the *Bylaws*.

## Article IV - Officers

Section 1. The *Elected Officers* of *The Club* shall consist of *President, Vice-President, Secretary* and *Treasurer*.

The duties of the *Elected Officers* shall be those as are generally exercised by such officers and as described in the *Bylaws*, and such other duties as may be assigned to them by the *Board of Governors*.

Section 2. The *Elected Officers* of *The Club* may be removed from office prior to the end of their term by a two-thirds majority vote of the *Elected Members* of the *Board of Governors*. A *President* removed from office prior to the completion of the *President's* term in office shall not be deemed a *Past President*, for purposes of *Board* or *Committee Membership*.

Section 3. The *Appointed Officers* of *The Club* shall consist of *Assistant Secretary* and *Assistant Treasurer*.

The *Treasurer* may appoint an *Assistant Treasurer* and the *Secretary* may appoint an *Assistant Secretary*, with the approval of the *Board of Governors*. The duties of the *Assistant Secretary* and *Assistant Treasurer* shall be as assigned by the *Secretary* and *Treasurer*, respectively, and as specified in the *Bylaws*.

## Article V - Board of Governors

Section 1. The government of *The Club* and the direction of its activities shall be vested in the *Board of Governors*.

Section 2. All persons elected to the *Board of Governors* must hold *Membership* in *The Ohio State University Alumni Association, Inc.* during their term of office and be *Members in Good Standing* of *The Club*.

Section 3. *Elected Members* of the *Board of Governors* shall consist of:

- (a) the *Elected Officers* of *The Club*
- (b) eighteen (18) *At-Large Members*, six of whom shall be elected each year for a three-year term.

Section 4. *Ex Officio Members* of the *Board of Governors* shall consist of:

- (a) the *Past Presidents* of *The Club*, as established by the *Bylaws*.
- (b) the *President/CEO* of *The Ohio State University Alumni Association, Inc.*, or the *President/CEO's* designee
- (c) the current and former *Director* of *The Ohio State University Marching Band*
- (d) the *Director* and *Assistant Director(s)* of the *Active Alumni Band*, who shall have the authority, subject to review by the *Board of Governors*, to direct, organize, schedule and implement the activities of the *Active Alumni Band*, including appearances at the *Annual Reunion Performance* and *Rehearsals*.

- (e) the *Assistant Secretary* and *Assistant Treasurer*
- (f) chairpersons of *Standing Committees*
- (g) other *Members in Good Standing*, in the discretion of the *Board of Governors*.
- (h) two student representatives as appointed by the *Director* of *The Ohio State University Marching Band*, and approved by the *Board of Governors*.

Section 5. The *Board of Governors* shall have full power to fill all vacancies.

Section 6. A meeting of the *Board of Governors* must be called by the *President* of *The Club* upon written request of at least three *Ex Officio, Elected* and *Appointed Members* of the *Board of Governors*.

Section 7. The *Board of Governors* shall meet at least four times per year, and shall meet at such times and places as may be decided by the *President*.

All meetings of the *Board of Governors* shall be held in *Franklin County, Ohio*.

*Ex Officio, Elected* and *Appointed Members* of the *Board of Governors* may be permitted to participate and vote at *Board of Governors* meetings for *quorum* and all other purposes by live electronic means if permitted in the discretion of the *Executive Committee* of *The Club*.

Section 8. A *Quorum* shall consist of more than 50% of the *Ex Officio, Elected* and *Appointed Members* of the *Board of Governors*.

Section 9. The *Board of Governors* shall have the power to hire employees, to enter into contracts for services, and to determine compensation.

Section 10. *Ex Officio, Elected* and *Appointed Members* of the *Board of Governors* may be removed from office by affirmative vote of two-thirds of the *Membership* of the *Board of Governors*, with the exception of those members identified in Section 4 (b) and (c) of this article.

#### *Article VI - Meetings*

Section 1. At least one meeting of the *General Membership* of *The Club* must be held each year.

Section 2. The *Annual Meeting* of the *General Membership* of *The Club* shall be held during the *Annual Reunion* of *The Club* or at such other time and place as the *Board of Governors* may decide.

Section 3. There may be other such *general membership* meetings each year as the *President*, with the approval of the *Board of Governors* of *The Club*, deems desirable.

Section 4. The *President* of *The Club* must call a *general membership* meeting of *The Club* upon written request of a majority of the *Members* of the *Board of Governors*. Upon failure of the *President* to call such a meeting within ten days of such request, the meeting may be called by any other *Officer* or *Member* of the *Board of Governors*, or by the petitioning *Members*. In such instances, the *President/CEO* of *The Ohio State University Alumni Association, Inc.*, or the *President/CEO's* designee, shall be notified. Due notice of the time, place, and purpose of the meeting shall be sent to all *Members in Good Standing* of *The Club*, as defined in the *Bylaws*.

Section 5. Where this *Constitution* fails to provide authority for procedure, *Robert's Rules of Order* shall be followed.

#### *Article VII - Committees*

Section 1. The *Executive Committee* shall consist of the *President*, *Vice President*, *Secretary*, *Treasurer* and immediate *Past President*. These *Officers* will be elected by a majority vote of the membership at the *Annual Meeting* of *The Club*, and each *Officer* shall serve a one-year term, with no limitation upon additional terms, with the exception of the *President* who shall serve no more than two consecutive one-year terms.

The *Executive Committee* shall be empowered to act on behalf of the *Board of Governors* in all matters, except those reserved by the *Board of Governors* unto itself.

Section 2. The *President* of *The Club* will have the power to establish special committees with the approval of the *Board of Governors*. Except where the *Bylaws* specifically provide for a chairperson, the *President* shall appoint such chairperson, with the approval of the *Board of Governors*.

#### *Article VIII - Elections*

The *Officers* and *Board of Governors* shall be elected each year at the *Annual Meeting*, and shall hold office until their successors have been elected and qualified.

#### *Article IX - Amendments*

This *Constitution* may be amended by a two-thirds vote of all qualified *Members in Good Standing* present at any duly called *general membership* meeting of *The Club*. No amendments shall take effect until duly approved by the *Board of Directors* of *The Ohio State University Alumni Association, Inc.*

Procedures for amending this *Constitution* shall be specified in the *Bylaws*.

#### *Article X - Adoption*

This *Constitution* shall be officially adopted upon its approval by a two-thirds vote of the *Members in Good Standing* present at a duly called *general membership* meeting of *The*

*Club*, subject to the approval by the *Board of Directors of The Ohio State University Alumni Association, Inc.* The original *Constitution* (1972) and its revisions (1976, 1977, 1978, 1983, 1992 and 2002) which this document supersedes, were approved by the *Board of Directors of The Ohio State University Alumni Association, Inc.*

*TBDBITL Alumni Club, Inc.* was chartered by the *Board of Directors of The Ohio State University Alumni Association, Inc.* in 1972.

*TBDBITL Alumni Club, Inc.* was chartered by the *State of Ohio* in April, 1980.

Adopted September 1, 2007

## **Bylaws**

### *Article I - Membership Categories*

*Section 1.*     ***Members.*** All persons who have been carried on the “*official roster*” of *The Ohio State University Marching Band* are *Members*.

*Section 2.*     ***Members in Good Standing.*** All *Members* as defined in *Section 1* above, who have paid the immediately preceding or current calendar year’s dues are considered to be *Members in Good Standing*.

All *Members* who were members of *The Ohio State University Marching Band* during the previous Autumn Quarter and who have completed an annual registration form are considered to be *Members in Good Standing*, without dues requirements.

*Section 3.*     ***Life Members.*** All *Members* as defined in *Section 1* above who have reached the age of 65 years shall be named *Life Members* of *The Club* as of January 1 of the year following their 65th birthday. In addition, *Life Memberships* may be awarded to other *Members* by a majority vote of the *Board of Governors* of *The Club*.

All *Life Members* who have completed an annual registration form are considered to be *Members in Good Standing*, without dues requirements.

*Section 4.*     ***Honorary Members.*** Persons other than those defined in *Sections 1, 2,* and *3* above who, by their work for, or contribution to, *The Ohio State University, The Ohio State University Marching Band,* or *The Club* may, by special action of the *Board of Governors* of *The Club*, be selected for *Honorary Membership*.

## *Article II - Dues*

Annual dues for *Members in Good Standing* shall be determined by the *Board of Governors of The Club*.

## *Article III - Membership Privileges*

*Section 1.* All *Members in Good Standing* may participate in any voting which is brought to the *general membership*.

*Section 2.* All *Members in Good Standing* may participate in the *Active Alumni Band*, subject to the bylaws of the *Active Alumni Band*.

*Section 3.* All *Members in Good Standing* may attend meetings of the *Board of Governors*, and may bring business before the *Board of Governors*.

*Section 4.* All *Members in Good Standing* may serve on any committee, as a member or as chairperson.

*Section 5.* All *Members in Good Standing* who are members of *The Ohio State University Alumni Association, Inc.*, may be considered for membership on the *Board of Governors of The Club*.

*Section 6.* All *Members*, as defined in *Article I*, will receive the official publication(s) of *The Club*.

## *Article IV - Duties of Officers and Director(s)*

*Section 1.* The *President* shall preside at all meetings of *The Club*, and shall be Chairperson of the *Board of Governors* and an *ex officio* member of all *Committees*. The *President* may serve two consecutive one-year terms, if so elected by the *Board of Governors*.

The *President* shall designate, with the *Board of Governors*' approval, an individual or entity which shall serve as the *Statutory Agent* under Ohio Law. A *Statutory Agent* shall be a resident of Ohio and change only when deemed necessary by the *Board of Governors*.

*Section 2.* The *Vice-President* shall assist the *President* and shall perform the duties of the *President*, at the request of the *President* or in the event of the *President's* absence or disability. Should the *Office of President* become vacant, the *Vice-President* shall become *President* for the duration of the unexpired term.

The *Vice-President* shall be a nominee for the office of *President* at the end of the *President's* term of office. The *Vice-President* shall serve *ex officio* as a member of the *Nominating Committee*.

Section 3. The *Secretary* shall record the minutes of all meetings of the *Board of Governors* and other such meetings as are called of the *general membership*. He or she shall send out all notices of meetings and shall send reports of all meetings and activities of *The Club* to *President/CEO* of *The Ohio State University Alumni Association, Inc.* or the *President/CEO's designee* for publicity in *The Ohio State University Alumni Magazine*.

The *Secretary* shall assist the *President* and serve as an *ex officio* member of all committees.

The *Secretary* shall have custody of the names and addresses of *Members* of *The Club*. He or she shall record all changes, additions, and corrections, and shall notify *The Ohio State University Alumni Association, Inc.* of same.

The *Secretary* shall not release the mailing list of *The Club* for political or commercial purposes. Release of the list to *Members* of *The Club* shall be made only upon approval of the *Board of Governors* of *The Club*.

The *Secretary* shall oversee the preparation, maintenance and filing of all non-tax documents required by *Local, State* and *Federal Agencies*.

Section 4. The *Treasurer* shall supervise all receipts and expenditures and shall keep all records in accordance with generally recognized accounting principles.

The *Treasurer*, or his or her designee, shall serve as an *ex officio* member of all standing or special committees established by the *President, Board of Governors, Bylaws*, or *Constitution*, which have the authority to receive or spend money.

The *Treasurer* shall act as the *Treasurer* of the *Active Alumni Band, Hyperactive Band* and *Script Ohio Club*, except for donations received directly by *The Ohio State University* for the *Script Ohio Club*.

The *Treasurer* shall prepare and file all pertinent *Local, State* and *Federal* tax documents, and shall ensure that *The Club* complies with all applicable tax laws.

The *Treasurer* shall be bonded. The *Treasurer* may arrange for additional members of *The Club* to be bonded, dependent upon their duties with *The Club*, in liability amounts approved by the *Executive Committee*.

Section 5. The *Director* of the *Active Alumni Band* shall serve as the musical conductor of the *Active Alumni Band* and, in conjunction with the *Active Band Committee* and *Music Selection Committee*, select performance music for the *Active Alumni Band*, approve all performances of the *Active Alumni Band*, actively recruit new members for the *Active Alumni Band* and make recommendations to the *Director* of *The Ohio State University Marching Band* regarding the substance of the *Annual Reunion* performances by the *Active Alumni Band*. The *Director* will also lead the *Active Alumni Band*, in co-

operation with the *Director(s)* of *The Ohio State University Marching Band*, at the *Annual Reunion*.

The *Director* will recommend an *Assistant Director(s)* to the *President* of the *Board of Governors*, whose selection will be subject to approval by the *Board of Governors* after consulting with the *Active Band Committee*.

The *President* may conduct an annual review of the *Director* and appoint a committee for that purpose who will report recommendations to the *President* for review by the *Board of Governors*, in consultation with the *Active Alumni Band* membership. The *Director* and *Assistant Director(s)* shall give a 60 day notice of any resignation, by delivery of such notice to the *President* of the *Board of Governors*. The *Director* and *Assistant Director(s)* may be terminated at any time upon vote of the *Board of Governors* in consultation with *Active Band Members*, upon 60 day notice to the *Director* and/or *Assistant Director(s)*.

In the event of a vacancy in the position of *Director* of the *Active Alumni Band*, the *President* will appoint a *Search Committee*, including representatives from the membership of the *Active Alumni Band*. The *Search Committee* will receive applications and nominations for the position, will review resumes, and conduct interviews and auditions as appropriate. The recommendation of the *Search Committee* will be presented to the *President* for review and approval of the *Board of Governors*.

Section 6. *Officers* will be elected by majority vote of the membership at the *Annual Meeting* of the *TBDBITL Alumni Club, Inc.* Each officer designated under this *Article* shall serve a one-year term, with no limitations upon additional terms, with the exception of the *President* who shall serve no more than two consecutive one-year terms.

#### *Article V - Standing Committees*

Section 1. The *Reunion Committee* shall plan and organize the *Annual Reunion* of *The Club*.

Section 2. The *Nominating Committee* shall present a slate of officers and a slate for the open positions on the *Board of Governors* prior to the *Annual Meeting* of *The Club*. The slate shall be approved by the *Board of Governors* prior to the *Annual General Membership Meeting*.

The *Vice-President* shall serve *ex officio* on this committee.

The immediate *Past-President* shall act as *Chairperson* of the *Nominating Committee*.

The *Nominating Committee* shall present qualified candidates to the *Board of Governors* in order to fill any vacancies that may occur during the year. The *Board of Governors* shall have the final authority for filling all vacancies.



Section 3. The *Finance Committee* shall work with the *Treasurer* and the *Board of Governors* in matters of *The Club* finance. They shall have powers of recommendation relative to matters of fund-raising and potential *Club* projects. Prior to the start of each fiscal year, the *Finance Committee* shall prepare and submit an annual budget for *The Club*. The *Treasurer* shall serve as an *Ex Officio Member* of the *Finance Committee*.

Section 4. The *Awards Committee* shall solicit nominations for *The Club Awards*, and prepare a list of nominations for presentation to the *Board of Governors*.

Section 5. The *Publicity Committee* shall have the responsibility for internal and external publicity, obtaining maximum appropriate exposure for the activities of *The Club*. This committee shall have the responsibility for publication of the newsletter.

Section 6. The *Audit Committee* shall examine the books and records of *The Club* and present a report at least annually to the *Board of Governors*.

Section 7. The *Script Ohio Club Committee* shall be responsible for the activities of the *Script Ohio Club*.

Section 8. The *Active Band Committee* shall be responsible for the activities of the *Active Alumni Band*.

Section 9. The *Archive Committee* shall collect and preserve articles of historical significance to *The Club* or *The Ohio State University Marching Band*.

Section 10. The *Membership Committee* shall encourage active participation in *The Club* and will oversee the annual registration of *Members in Good Standing*. The *Vice-President* shall serve as *Chairperson* of the *Membership Committee*.

Section 11. The *Marching Band Committee* shall serve as liaison with *The Ohio State University Marching Band*.

Section 12. The *Development Fund Committee* shall oversee *The Club's* accounts in, and serve as liaison with, *The Ohio State University Development Fund*.

Section 13. The *Computer Support Committee* shall oversee the computer-related activities of *The Club*.

Section 14. The *Legal Review Committee* shall review legal issues referred by the *President*, and advise the *President*, the *Executive Committee* or chairs of involved Committees with respect to referred legal matters. The *President* and the *Executive Committee* shall make every effort to appoint a practicing attorney as chair of the *Legal Review Committee*. Upon vote of the *Executive Committee*, the chair of the *Legal Review Committee* may participate in all *Executive Committee* meetings and actions, but shall not be a voting member of the *Executive Committee*.

Section 15. The *Hyperactive Band Committee* shall be responsible for the activities of the *Hyperactive Band*.

Section 16. The *Outreach Recruitment Committee* shall implement and oversee a program to reach out to middle and high school students in underserved communities to cultivate the interest and skills necessary to allow an opportunity for membership in the Ohio State University Marching Band, with a dominant goal to increase diversity among potential candidates for membership in the Band.

#### *Article VI - Awards*

Section 1. The *Board of Governors* shall be empowered to present awards, as appropriate, on behalf of the *Members* of *The Club*. These awards may include, but not be limited to:

- The *Script Ohio Award*, presented for outstanding meritorious service to *The Ohio State University Marching Band*.
- The *Donaldson Award*, presented to the *Most Inspirational Band Alumnus* or *Alumna*.
- *Honorary Membership*, as defined in *Article I, Section 4* of these *Bylaws*.

#### *Article VII - Fiscal Year*

Section 1. *The Club's* fiscal year shall commence on January 1 and end on December 31 of each calendar year.

Section 2. *Board Members* and *Elected Officers* of *The Club* shall take office immediately following adjournment of the *General Membership Meeting*.

#### *Article VIII - Past-Presidents*

Section 1. All *Past-Presidents* of *The Club* will be *ex officio Members* of the *Board*, upon their annual application to the *Secretary*.

Section 2. *Past Presidents* may apply for *ex officio* status at any time. *Ex officio* status will be granted immediately upon application.

Section 3. A *Past President*, who has been removed from the *Board* under *Article V* of the *Constitution*, may re-apply for *ex officio* status only after the next *Elected Members* of the *Board of Governors* have taken office.

#### *Article IX - Amendments to the Constitution*

Section 1. Any *Member in Good Standing* may propose amendments to the *Constitution* of *The Club*.

Section 2. All suggested amendments to the *Constitution* must be presented in writing to the *Board of Governors*.

Section 3. All suggested amendments to the *Constitution* must be approved by a two-thirds vote of the *Members* of the *Board of Governors* present at a duly called meeting of the *Board*.

Section 4. If approved by the *Board of Governors* of *The Club*, all amendments to the *Constitution* must be approved by the *Board of Directors* of *The Ohio State University Alumni Association, Inc.* before presentation to the *Membership* of *The Club* at large.

Section 5. All amendments to the *Constitution* shall be voted upon at the first *General Membership Meeting* following publication.

Section 6. Amendments to the *Constitution* must be approved by a two-thirds vote of the *Members in Good Standing* present.

Section 7. Amendments to the *Constitution* will take effect immediately upon passage as provided in *Section 6* above, unless otherwise specified in the amendment.

#### *Article X - Amendments to the Bylaws*

Section 1. Amendments to the *Bylaws* of *The Club* may be suggested by any *Member* of the *Board of Governors*.

Section 2. Suggested amendments to the *Bylaws* will be submitted to the *Board of Governors* and voted upon at the next regularly scheduled meeting of the *Board*.

Section 3. Amendments to the *Bylaws* must be approved by a two-thirds vote of the *Members* of the *Board of Governors* present. Such amendments shall take effect immediately upon their approval.

--Adopted September 5, 2009