CODE OF REGULATIONS OF
PATRONS of ORANGE PERFORMING ARTS, INC.

Adopted May 14, 2009
Amended January 28, 2021

ARTICLE I.

PURPOSES AND POWERS

Section 1. Purposes. The purposes and objectives of PATRONS OF ORANGE PERFORMING ARTS, INC., aka POP Arts, a not for profit corporation organized under Chapter 1702 of the Ohio Revised Code (sometimes hereinafter referred to as the "Corporation"), are charitable within the meaning of Sections 501(c)(3), 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), including promoting, encouraging and sustaining interest in appreciation of performing arts among the students of the Olentangy Orange High School and its feeder schools in the Olentangy Local School District (OLSD) and assisting the performing arts departments of those schools in obtaining uniforms, robes and equipment and other non-profit purposes.

Section 2. Powers. The Corporation shall have such powers as are now or may hereafter be granted under Chapter 1702 of the Ohio Revised Code, as amended or superseded from time to time.

ARTICLE II.

MEMBERSHIP IN THE CORPORATION

Section 1. Classes. The classes of membership in the corporation shall be as follows:

(a) Regular

(b) Honorary

Section 2. Regular Membership. Regular membership in the corporation shall renew on an annual basis upon the commencement of a new fiscal year and upon payment of an annual contribution as determined from time to time by the membership. The initial term of membership will run from the Corporation's origination thru the end of the 2009 – 2010 fiscal year of the Corporation.

Section 3. Honorary Membership. Honorary membership may be granted by majority vote of the duly elected Board of Directors to individuals who perform meritorious service to the corporation. Honorary members are exempt from the payment of any annual contribution. Honorary membership will continue as long as the Honorary member remains active in service to the corporation and/or is actively associated with Olentangy Orange High School or its feeder OLSD schools.

ARTICLE III.

BOARD OF DIRECTORS, OFFICERS and OFFICERS ELECT of the CORPORATION

Section 1. Board of Directors. The Board of Directors shall consist of the Full-Time Directors of Band, Choir, Orchestra, and Theater for OOHS and its feeder middle schools, and other members elected by the Executive Board as voting members. The Board of Directors shall have no voting power on any matter before the Executive Board. The Board of Directors shall have the power to remove a Member or Officer by a two-thirds vote, of the Board of Directors, at any meeting at which a quorum is present and acting.

Section 2. Executive Board. The Executive Board shall consist of the following Officers: President, two Vice Presidents, Secretary, and Treasurer.

Section 3. Officers. The Officers shall be selected from the Members of the Corporation. None of the Board of Directors shall serve as an Officer of the Executive Board. The Executive Board may appoint one or more additional Vice Presidents, Assistant Secretaries, Assistant Treasurers, and such other Officers as they deem necessary, all of whom shall be chosen by the Executive Board. Any two or more Offices may, in the discretion of the Executive Board, be held at the same time by the same person. However, no Officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument shall be required by law or by the Regulations to be executed, acknowledged or verified by any two or more officers.

Section 4. Initial Officers. The initial officers of the Executive Board shall be named at the initial meeting and approved upon the acceptance of the Code of Regulations on May 14, 2009 meeting. The officers will not be elected, but will be approved by the acceptance of Code of Regulations.

Section 5. Election and Term of Office. A President , two Vice Presidents , a Secretary and a Treasurer of the Corporation shall be elected annually by the membership at the regular September meeting. All officers will be elected for two years. The first year of each office will serve in the capacity as an "elect" officer. During the second year of each officer's term, the will serve the office as elected and if appropriate serve on the Executive Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. An officer or a member of the Board of Directors may be re-elected to a subsequent term.

Section 6. Removal. Any officer elected or appointed may be removed by the affirmative vote of two thirds of the Executive Board present at any meeting at which a quorum is present and in respect of which prior notice of such proposed removal has been given to all Officers in the notice of said meeting required by these Regulations, whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 7. The President. The President shall be elected for a two year term. They shall serve the first year as President - Elect and the second year as the President. During their term as President they shall have the authority to preside at all meetings of the Members and of the Executive Board, and shall have such other duties and powers as may be assigned to or vested in him or her by the membership. He or she shall have general charge and authority over the business of the

Corporation. The President shall from time to time make such reports of the business of the Corporation, and shall make a report of the business of the Corporation for the preceding fiscal year to the Members at each annual meeting. The President shall have such other duties and powers as may be assigned to or vested in him by the membership.

Section 8. The Vice-President. The Vice-President of Membership, or, if there be none, the Vice-Presidents, in the order of their seniority by designation (or, if not designated, in the order of their seniority of election), shall perform the duties of the President in his or her absence or during his or her disability to act. The Vice-Presidents shall have such other duties and powers as may be assigned to or vested in them by the membership or by the President.

Section 9. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Corporation. He or she shall:

(a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation and shall provide the Executive Board with regular reports of the Corporation's financial condition;

(b) have charge and custody of all funds and securities of the Corporation, and be responsible therefore, and for the receipt and disbursement thereof;

(c) prepare or cause to be prepared an annual audit of the books of the Corporation and shall present a report of such audit at the meeting of the Executive Board next following the completion of the audit; and

(d) perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President.

Section 10. Secretary. The Secretary shall:

(a) be the custodian of the corporate records other than those records which are within the custody of the Treasurer; and

(b) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Executive Board.

Section 11. Other Officers and Committees. Other officers and Committees of the Corporation shall have such duties and powers as may be assigned to or vested in them by the Executive Board.

Section 12. Vacancies. Any vacancy occurring in any office as a result of death, resignation, removal or inability or unwillingness to serve shall be filled by the Executive Board.

Section 13. Compensation of Officers. The Officers shall not receive compensation for their services as Officers, and no Officer shall directly or indirectly receive any profit from his or her position, but an Officer may be reimbursed for actual expenses incurred in discharging the business of the Corporation.

ARTICLE IV.

EXECUTIVE BOARD

Section 1. Meetings. Meetings of the Executive Board may be held at such time and place within or without the State of Ohio as the Executive Board may from time to time determine, and unless any meeting is a regularly scheduled meeting of the Board, it shall be called at any time by the President or Secretary or any two members of the Executive Board, and shall be held at such time and place within or without the State of Ohio as the person or persons calling such meeting may direct.

Section 2. Notice of Executive Board Meetings. Notice of every meeting of the Officers, whether or not regularly scheduled, shall be given to each Officer by the Secretary, Assistant Secretary, if any, or the person or persons calling the meeting. Unless a different type of notice is expressly required by any other provision of these Regulations, notice of each meeting shall be given to each Officer either by personal delivery or by mail, telephone or email to the usual address of each such Officer, not less than two days prior to the meeting. Unless otherwise provided by these Regulations, such notice need not specify the purposes of the meeting; however, in the case of a special meeting, the purpose for which the meeting is called shall be stated in the notice. An Officer may waive any notice required to be given to him or her by law or under these Regulations. Attendance at a meeting by an Officer without stating an objection to the form of notice at the commencement of such meeting shall be deemed to be a waiver of notice by such Officer.

Section 3. Action Without Meeting. The Executive Board may act without a meeting, upon the unanimous written consent, including email, of all Officers then in office.
Section 4. Meetings Held Through Communications Equipment. Meetings of the Executive Board or any committee of the Board may be held through communications equipment if all persons participating can hear each other, and such participation shall constitute attendance at such a meeting.

Section 5. Advisory Committees. The Executive Board may at any time appoint advisory committees to assist it in the performance of its functions, the members of which advisory committees need not be Members. The name and purpose of each such advisory committee shall be determined by the Executive Board.

ARTICLE V.

BOARD OF DIRECTORS

Section 1. Authority. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Meetings. Meetings of the Board of Directors may be held at such time and place within or without the State of without the State of Ohio as the Board of Directors may from time to time determine, and unless any meeting is a regularly scheduled meeting of the Board of Directors, it shall be called at any time by the President or Secretary or any two members of the Board of Directors, and shall be held at such time and place within or without the State of Ohio as the person or persons calling such meeting may direct.

Section 3. Notice of Board of Directors Meetings. Notice of every meeting of the Officers, whether or not regularly scheduled, shall be given to each Officer by the Secretary, Assistant Secretary, if any, or the person or persons calling the meeting. Unless a different type of notice is expressly required by any other provision of these Regulations, notice of each meeting shall be given to each Officer either by personal delivery or by mail, telephone or email to the usual address of each such Officer, not less than two days prior to the meeting. Unless otherwise provided by these Regulations, such notice need not specify the purposes of the meeting; however, in the case of a special meeting, the purpose for which the meeting is called shall be stated in the notice. An Officer may waive any notice required to be given to him or her by law or under these Regulations. Attendance at a meeting by an Officer without stating an objection to the form of notice at the commencement of such meeting shall be deemed to be a waiver of notice by such Officer.

Section 4. Action Without Meeting. The Board of Directors may act without a meeting, upon the unanimous written consent, including email, of all Officers then in office.

Section 5. Meetings Held Through Communications Equipment. Meetings of the Board of Directors or any committee of the Board of Directors may be held through communications equipment if all persons participating can hear each other, and such participation shall constitute attendance at such a meeting.

Section 6. Meetings of the Board of Director. A regular meeting of the Board of Directors shall be held, without other notice than this Bylaw, immediately after, and at the same place as the annual meeting of the members.

Section 7. Waiver of Notice Requirement. The attendance of a Board of Director member at any meeting shall constitute a waiver of notice of such meeting, except where a Board of Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

ARTICLE VI.

MEMBER MEETING

Section 1. Meetings. The members shall hold at least one (1) meeting each fiscal year in September at such time and place as determined by the Executive Board.

(a) At such annual meeting, the members shall elect the officers by the membership and any resolution may be adopted without prior notice to the members.

(b) In the event that the Executive Board does not give notice to the membership of an annual meeting within twelve (12) months of the previous meeting any group of members comprising of not less than the lesser of ten percent (10%) of the membership as of the time of the previous annual meeting or one hundred (100) members, may fix a reasonable time and place for such annual meeting and hold such meeting upon notice to the membership.

(c) A special meeting of the members may be called at any time by the President, at least two (2) of the Executive Board members or any group of members comprising not less than the lesser of ten percent (10%) of the membership as of the time of the previous annual meeting or one hundred (100) members. The Executive Board shall fix a reasonable time and place for such special meeting and hold such meeting upon notice to the membership.

(d) At a special meeting, only matters that were specified in the notice may be addressed and only resolutions that are directly related to such matters may be adopted.

(e) Notice shall be provided to each member as of the date the requirements to call a meeting are met not less than fourteen (14) nor more than twenty-eight (28) days prior to the special or annual meeting.

(f) Each member shall be conclusively presumed to have received notice, in such notice is distributed to the attending member of Olentangy High School or Olentangy Orange High School instrumental or vocal music group or other music group sponsored by the OLSD during the normal course of the school activities and posted in a conspicuous place at each high school or middle school.

(g) Members may vote in person or by proxy.

(h) Ten members shall constitute a quorum.

(i) Each member shall have one (1) vote.

ARTICLE VII.

CONTRACTS AND ADMINISTRATION OF FUNDS

Section 1. Contracts. The Executive Board may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Regulations, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Executive Board.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Board may select.

Section 4. Gifts and Contributions. Voluntary gifts and donations and contributions of cash, securities, or other property from any source whatever, either outright or in trust, may be made to the Corporation; subject, however, to acceptance thereof by the Executive Board, to enable the Corporation to carry out its purposes as set forth in its Articles of Incorporation. The Corporation, by its Executive Board, may accept devises, bequests, donations, contributions, and gifts of property of any kind and agree to administer the same in accordance with any conditions which the testator or donor may impose, provided the conditions and purpose of any such devises, bequests, donations, contributions, and gifts of property shall be consistent with and in furtherance of the purposes and within the powers of the Corporation.

Section 5. Investments. The Executive Board may retain and hold property of any kind or nature given to the Corporation by will, deed, or gift or otherwise without incurring any liability to any person or entity for any subsequent depreciation thereof, and may manage and control any funds, money, property, or proceeds of property or proceeds of the sale of property coming into the hands of the Corporation from any source and may invest and reinvest the same in such loans, stocks, bonds, securities, or other property of any duration, character or kind as the Executive Board may from time to time determine, notwithstanding any rule of court or statute now or hereafter in force to the contrary, and in so doing shall incur no liability to any person or entity for any act taken or omitted in good faith.

Section 6. Management of Assets. The Executive Board may compromise, settle, and adjust any claims on behalf of or against the Corporation arising from or by reason of any devises, gifts, contributions, or donations of property to the Corporation, or otherwise, on such terms and conditions and at such time or times as it may decide, without liability to any person or persons whomever for any such compromise, settlement, or adjustment of any claim made by the Executive Board in good faith. No person or entity, being or claiming to be a beneficiary of any of the purposes of the Corporation shall, as such, have or be given any claim or right of action against the Corporation by reason thereof.

Section 7. Use of Income and Principal. Any money or other property of the Corporation, whether income or principal, shall be used or distributed by the Executive Board as it may from time to time determine, in accordance with the purposes set forth in the Articles of Incorporation of the Corporation. The Executive Board may establish such mechanisms, criteria or committees as may be selected by it to effectuate said purposes. Without limitation upon the generality of the foregoing, the funds of the Corporation may be distributed for the purposes of paying all charges and expenses incidental to the care, management, and preservation of the property of the Corporation, including attorneys' and accountants' fees and expenses and reasonable compensation to any person or persons whom the Board may deem it advisable to employ in order to effectively carry out the purposes of the Corporation.

Section 8. Accounts. The Executive Board shall cause to be kept adequate and correct accounts and records of its assets, liabilities, receipts, disbursements, gifts, and donations.

ARTICLE VIII.

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Executive Board and committees having any of the authority of the Executive Board. All books and records of the Corporation may be inspected by any Officer, or his or her agent or attorney, for any proper purpose at any reasonable time. The Board of Directors will maintain Officers and Directors Errors and Omissions and other appropriate insurance.

ARTICLE IX.

FISCAL YEAR

The fiscal year of the Corporation shall be the period beginning July 1 and ending June 30, unless otherwise specified by the Executive Board.

ARTICLE X.

DISSOLUTION AND LIQUIDATION

The Corporation may be dissolved upon the affirmative vote of a majority of the Officers present at any meeting of the Executive Board at which a quorum is present and acting, or upon the written consent of all the Officers. Written notice of a meeting of Officers at which a vote is to be taken to dissolve the Corporation shall be given to all the Officers at least 10 days in advance of such meeting. The Executive Board shall thereupon take such actions as may be necessary to wind up the affairs of the Corporation and to effect the termination of its corporate existence, and shall distribute the property of the Corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as the Executive Board may select, or to the federal government, or to a

state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI.

INDEMNIFICATION OF OFFICERS AND EMPLOYEES

The Corporation shall indemnify and reimburse any person who then is or shall have been an Officer, Member or employee of the Corporation, or who then is serving or shall have served at its request as an Officer, member or employee of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, for expenses (including attorneys' fees), judgments, decrees, fines, penalties or settlements incurred or paid in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which he or she then is or may be made a party by reason of being or having been such Officer, Member or employee, other than an action by or in the right of the Corporation; provided that:

(1) it shall be determined that he or she acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or other corporation or entity of which he or she then is or shall have been an Officer or employee; and

(2) in any matter the subject of a criminal action, suit or proceeding, it shall be determined that he or she had no reasonable cause to believe that his or her conduct was unlawful. The determination with respect to (1) or (2) of the preceding paragraph shall be made as follows:

(a) By the Executive Board of the Corporation acting at a meeting at which a quorum consisting of Officers who shall not be parties to or threatened with any such action, suit or proceeding shall be present, provided that any Officer who shall be a party to or threatened with any such action, suit or proceeding shall not be qualified to vote on such determination.

(b) If a quorum of qualified Officers cannot be obtained to vote on such determination, it shall be made by independent legal counsel, selected by the Officers, in the form of a written opinion.

The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which such person may be entitled, and shall inure to the benefit of the heirs, executors and administrators of such person. The Corporation may purchase and maintain insurance against any liability asserted against or incurred by any person who, in his or her capacity of being or having been an Officer, Member or employee as aforesaid, may be indemnified or

reimbursed pursuant to the provisions of this Article XI, whether or not the Corporation would have the power to indemnify or reimburse such person under the provisions of this Article XI.

ARTICLE XII.

AMENDMENTS

These Regulations may be amended, altered, repealed, or superseded, either in whole or in part, by the affirmative vote greater than two-thirds (66.67%) of the members present at any meeting at which quorum is present and acting.

ARTICLE XIII.

WHISTLEBLOWER PROTECTION

Notwithstanding anything to the contrary contained herein, no provision in this Code of Regulations shall be interpreted so as to impede any Officer, Member, or employee from reporting possible violations of these regulations, or any federal or state law to the Olentangy Local School District, Olentangy Orange High School, or any governmental agency. Any Officer, Member, or employee does not need the Corporation's prior authorization to make any such reports or disclosures. The individual shall not be required to notify the Corporation that such statements or disclosures have been made. The Corporation shall not take any adverse action against an individual for such statements or disclosures.

ARTICLE XIV.

CONFLICT OF INTEREST AND ANTI-NEPOTISM

Section 1. Conflict of Interest. All Officers, Members, and employees shall always act in the best interests of the Corporation and shall not permit outside interests from interfering with their duties. Officers, Members, or employees shall not engage in any work or activity that creates a direct conflict of interest that materially and substantially disrupts or are adverse to the Corporation's interest. Such work or activity shall include but is not limited to, directly or indirectly, providing or obtaining a benefit, of any kind, to a select group of PopArts to the determent of other groups or Members.

If the Corporation or Officers believe such a conflict exists, the Corporation may ask the Officer, Member, or employee to discontinue such work or activity voluntarily. If the conflict is not resolved within a reasonable time, the Corporation may terminate or remove the Officer, Member, or employee under Article III, Section 5 of the Bylaws. Failure by an Officer, Member, or employee to report a conflict of interest may result in termination, removal, or any additional action the Corporation deems appropriate.

Section 2. Anti-Nepotism. No Officer, Member, or employee may make, participate in, or attempt to influence any business decisions involving a relative, or pressure, cause, or force others to do so without prior notification of such relationship to the Executive Board. No Officer, Member, or employee, without prior approval from the Executive Board, may disburse or authorize the disbursement of any funds for the sole purpose of the benefit of a relative. No Officer, Member, or employee may directly supervise, appoint, or hire a relative, for compensation or on a voluntary basis, without an affirmative vote greater than two thirds (66.67%) of the Executive Board and Members present at any meeting at which a quorum is present and acting.