

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

Constitution

Article I - Name

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

Section 1. *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.*

Section 2. *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.

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 August 31, 2007