

**BY-LAWS OF THE
SPRAYBERRY BAND BOOSTERS ASSOCIATION, INC.**

As of April 24, 2009

Mission Statement

To instill in all students a lifelong appreciation of music and to develop skills, disciplines, and attitudes equipping them for productive adulthood.

To work in partnership with the Band Director and Staff to enhance the Sprayberry High School Band program with volunteerism, materials, monies and gifts.

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SPRAYBERRY BAND BOOSTERS ASSOCIATION, INC.**

Article I. INCORPORATION

Section 1.01 Corporation Name

The corporate of the organization is **SPRAYBERRY BAND BOOSTERS ASSOCIATION, INC.** (the “Association”).

Section 1.02 Corporate Offices

The principal office and place of business of said corporation shall be 2525 Sandy Plains Road, Marietta, Cobb County, Georgia 30066. The corporation may establish and maintain an office or offices at such other places, either within or without the State of Georgia, as the Board of Directors may from time to time determine.

Section 1.03 Fiscal Year

The fiscal year will begin at 12:01A.M. on the first day of May and end at midnight on the last day of April. Should Federal Regulations require the fiscal accounting year to be otherwise, the budget year will stay as indicated.

Section 1.04 Corporate Seal

The seal of the Association shall be in such form as the Board of Directors shall from time to time prescribe.

Section 1.05 Corporate Powers

The Association will have, but not be limited to, all rights, powers, privileges, and immunities now or hereafter enumerated in Title 14 of the Official Code of Georgia Annotate (“O.C.G.A.”) as it may be amended by legislative act, or its successor by constitutional revision, and specifically those rights, power, privileges, and immunities as may hereafter be given by law, or as now or hereafter may be enjoyed by a like non-profit organization, as those enumerated above, and said powers are made a part hereof, to the extent as if they were quoted herein.

Section 1.06 Parent-Teacher Association

The Association will be deemed a parent-teacher association.

Section 1.07 Corporate Tax Status

The Association is not a private foundation and will be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any superseding statute thereto.

Article II. OBJECT AND PURPOSE

Section 2.01 Objective

The object and purpose of this Association will be:

- a) To supplement the needs of the Sprayberry High School Band Program not supplied by the Cobb County School System. To seek to neither direct the administrative activities nor control its policies, but rather to work in partnership with the Director(s) of the Band and Band Staff to develop, implement and support the programs and goals of the Band.

- b) To foster, conduct and coordinate the activities of the Association and cooperate with the Director(s) of the Band and other school authorities in matters of education, recreation and the financial support of the needs and activities of the Sprayberry High School Band Program.

Section 2.02 Asset Stewardship

This Association will not contemplate pecuniary gain or profit or the distribution of profits or dividends to the members thereof, but will endeavor to act as efficient stewards of all assets.

Section 2.03 Debt Liability

No officer, Director or member of this Association will be liable for any of the debts of the Association, except as such party may personally endorse or guarantee such debt of the Association.

Section 2.04 Association Power

This Association will possess all the powers granted by law to any corporation in the execution of its purposes as described herein.

ARTICLE III. MEMBERSHIP

Section 3.01 Membership Description

All parents or legal guardians of students in the Sprayberry High School concert band(s), marching band, jazz band, percussion ensemble, color guard, winter guard, and auxiliary units are voting members of the Association (each a "Member" and collectively, the "Membership") and allowed one vote on any issue brought to the general membership for voting and are eligible or election to office of same. The Board of Directors may establish reasonable dues to the Membership.

Section 3.02 Non-voting Membership

The Association may admit non-voting members to the Membership. By submission of a membership registration form and payment of membership fees, additional interested persons from the community at large may become non-voting members of the Association. The yearly fee shall be determined by the Board of Directors on an annual basis no later than the first registration period for that fiscal year. The Board of Directors shall have the ability to offer multi-year membership to the community at its discretion.

Article IV. BOARD OF DIRECTORS

Section 4.01 Board of Directors

The Board of Directors (the “Board”) will consist of Officers of the Association as described in Article V of these By-laws and the Chairpersons of the Standing Committees as described in Article VII of these By-laws. The Band Director(s) will be non-voting member(s) with full privileges of the floor. The voting members of the Board will be elected by a plurality of the members of the Association present at the Election Meeting as described in Article X, 10.04 of these By-laws.

Section 4.02 Voting Rights

Each elected position of the Board will have one vote.

Section 4.03 Board of Directors Authority

The Board will have the power and duty to recommend to the Membership at a General Membership meeting the establishment of policy and control of the operation of the Association, acting through the President, other officers and Board members.

Section 4.04 Term of Office

The Board will hold office for a period of fourteen (14) months beginning at 12:01A.M. on March 1st, and ending at midnight on April 30th. The newly selected and constituted Board will be elected and installed at the February meeting of the Membership. The newly elected members of the Board will attend with voting privileges all joint meetings of the Board along with the outgoing officers. These joint meetings will be held after the election of the incoming officers.

Section 4.05 Withdrawal of Student from Band

In the event a Board member’s student withdraws from the band program, the Board member may continue in their position until the end of their term in office or may resign.

Section 4.06 Eligibility to Serve

Anyone may serve on the Board pending approval of the Band Director.

ARTICLE V. OFFICERS

Section 5.01 Officers

The Officers of this Association will be the President, Vice President, Secretary, Treasurer of Receipts and Disbursements, and Treasurer of Student Accounts. No two (or more) such offices will be held by the same person concurrently. There shall be no co-persons for the Officer positions. The Officers of the Association shall also be known as the Executive Committee.

Section 5.02 Officer Requirements

The President must have served on the Board for at least one term. The Secretary must have the capability of recording and maintaining accurate records of all meetings. The Treasurer must have a working knowledge of basic bookkeeping or accounting procedures.

Section 5.03 Officer Vacancy

A vacancy in the office of President will be filled by the Vice President. A vacancy in any other office will be filled by an election at the next general meeting upon the occurrence of such vacancy. A vacancy exists when any officer resigns or is recalled by the Membership.

ARTICLE VI. DUTIES OF THE OFFICERS

Section 6.01 Accountability to the Membership

The President is accountable to the membership of the Association for the actions of the Board. The actions of the Board in the execution of their duties must therefore be accountable to the President.

Section 6.02 President

The President will preside at all meetings of the Association, the Executive Committee and the Board and will call meetings as provided in these By-laws. The President will be empowered to conduct the day-to-day business of the Association, so long as such acts are reported to the Board at its next meeting. Should any such action require a major expenditure of Association funds, such expenditure must have been included in the annual budget approved by the Membership.

Section 6.03 Vice President

The Vice President will perform the duties and exercise the powers of the President in the President's absence. The Vice President will assist the President in the day-to-day business of the Association.

Section 6.04 Secretary

The Secretary will record the minutes of all meetings and proceedings of the Membership and the Board. The Secretary will have custody of the seal of the Association and will affix and attest the same to documents duly authorized by the Board. The Secretary will serve all notices for the Association which are authorized by the Board and will have charge of all books and records of the Association other than the financial records kept by the Treasurer.

Section 6.05 Treasurer of Receipts and Disbursements

The Treasurer of Receipts and Disbursements ("R&D Treasurer") will become familiar with the finances of the Association, and will report at each general membership meeting, or as otherwise requested by the President, regarding the financial condition of this Association and will be responsible for receipt and disbursement of all funds for this Association. The R & D Treasurer shall have care and custody of the funds, securities, and books of account of the Association and shall deposit said funds in the name of the Association into such bank accounts as the Board may from time to time determine.

Section 6.06 Treasurer of Student Accounts

The Treasurer of Student Accounts ("TSA") will become familiar with the Fundraising of the Association, will receive and post all information from the various fundraising efforts of the Association to the fundraising points accounting information system and deliver information for the previous calendar month to the R&D Treasurer no later than the 10th of each month.

Section 6.07 Parliamentarian

The Parliamentarian shall be appointed by the President and will ensure that procedures at Board and General Membership meetings comply with basic parliamentary procedure as set forth in *Roberts Rules of Order, Newly Revised* ("RONR") and the By-laws and Standing Rules of the Association. The Parliamentarian will be a non-voting member of the Board and of the Nominating Committee, will oversee the election of officers, and will determine the outcome of any floor vote during the membership meetings.

Section 6.08 Other Officer Assignments

The Officers will perform such other duties as may from time to time be assigned by the President, the Board or as are defined in the Standing Rules of this Association.

Article VII. STANDING COMMITTEES

Section 7.01 Standing Committees

The Standing Committees of this Association will be:

Fundraising
Equipment
Uniforms
Communications
Chaperone
Hospitality
Guard Liaison

No two, or more, such offices will be held by the same person concurrently.

Section 7.02 Chairperson(s)

The actions of the Chairperson(s) of the Standing Committee in the execution of their duties are accountable to the President.

Section 7.03 Chairperson(s) duties

The Chairpersons of the Standing Committees will perform such duties as may from time to time be assigned by the President relating to the committee and as are defined in the Standing Rules of the Association.

Article VIII. GENERAL COMMITTEES

Section 8.01 General Committees

The President may establish committees as necessary to conduct the affairs of this Association. Other Officers and Standing Committee Chairpersons may appoint such subcommittees as may be necessary to perform their assigned functions.

Article IX. NOMINATING COMMITTEE

Section 9.01 Chairperson

The President and the Band Director will jointly select a parent/guardian who is active in the Association as the Committee Chairperson.

Section 9.02 Nominating Committee

The Nominating Committee will be formed for the purpose of nominating a new slate of officers (the "Recommended Slate") and will perform its duties in accordance with the Standing Rules of this Association.

Article X. ELECTION OF OFFICERS

Section 10.01 Presentation of Nominees

The Chairperson of the Nominating Committee will present the Recommended Slate at the January general membership meeting. Nominations from the floor may be made during the January general membership meeting, with the prior consent of the nominee(s). Members who have contacted the Nominating Committee and volunteered to serve in a specific Board position but who do not appear on the Recommended Slate will be deemed to be nominations from the floor. Nominations will be closed at the January general membership meeting.

Section 10.02 Nominee Announcement

Names of all nominees will be published on the current Association website and in at least one newsletter following the January Membership meeting prior to the February Membership meeting (the "Election Meeting").

Section 10.03 Election Control

Election of the Board will take place by secret ballot at the Election Meeting. A committee of at least three (3) persons, headed by the Parliamentarian or his representative, will count ballots. The winners will be announced and installed prior to the adjournment of the Election Meeting.

Section 10.04 Election

A plurality vote of members present and voting will constitute an election.

Article XI. MEETINGS

Section 11.01 General Meetings

General Meetings of the Membership ("General Meetings") will be held each month at the Association's principal office. Notice of General Meetings stating the time and place of the meeting will be published in the weekly

newsletter. Notice of any temporary change of the customary meeting time and/or place will be sent to the Membership not less than two (2) days prior to the meeting stating the time and place of the meeting. Single month meetings may be cancelled by the Board with prior notice of not less than two (2) days. In the event school is closed for weather or other hazardous conditions on the day of a scheduled General Meeting, the General Meeting shall be deemed cancelled without any additional notice to the Membership.

Section 11.02 Special Membership Meetings

The President may call special meetings of the Membership at any time. Notice of the special meeting will be sent to the Membership not less than two (2) days prior to the meeting stating the time, purpose and place of the special meeting.

Section 11.03 Member Requested Special Meeting

Members may request a special meeting by written request to the President. Such request will set forth the purpose for which such meeting is required and any special meeting will be limited to the purpose specifically stated in the request. The Board will determine the urgency of the request and whether to call a special meeting or defer the issue until the next Membership meeting.

Section 11.04 Quorum

Fifteen (15) members will be necessary to constitute a quorum for the transaction of business at Membership meetings.

Section 11.05 Parliamentary Government

RONR will govern all meetings when not inconsistent with these By-Laws and the Standing Rules of the Association.

Section 11.06 Board Meetings

Board meetings will be held prior to the General Meeting each month or upon the written request of any two (2) offices (i.e., as opposed to officers) of the Board.

Section 11.07 Board Quorum

Fifty-one percent (51%) of the Board offices will be necessary to constitute a quorum for the transaction of business at the meetings of the Board. Where no quorum is present, any action which might properly be taken at a meeting of the Board may be taken and will be valid if approved via email, fax or written vote administered by the Parliamentarian by the majority of the members of the Board within five (5) days after the date of such meeting or motion.

Furthermore the President has the ability to submit a motion for review, discussion and voting via email. If twenty-five (25%) of the Board believes

that the motion should be tabled until the next Board meeting then the effect will be tabling of the vote on that item until the following Board meeting.

Section 11.08 Committee Meetings

Meetings of all Committees will be held as necessary for the performance of the duties of each committee.

Article XII. RESIGNATION/REMOVAL/RECALL

Section 12.01 Resignation

As set forth in the O.C.G.A., an officer may resign at any time by delivering written notice to the Association. A resignation is effective when the notice is received unless the notice specifies a future date. If resignation is made effective at a future date and the Association accepts the future effective date, the Board may fill the pending vacancy prior to the effective date if the Board stipulates that the successor does not take office until the effective date.

Section 12.02 Removal by the Board

The Board may remove any Board member at any time with or without cause, by motion and majority secret ballot vote, at any meeting of the Board.

Section 12.03 Recall by the Membership

In the event a petition asking for a recall of any Board member and signed by at least fifteen (15) members of the current voting membership of the Association is delivered to the President, Vice President or the Secretary, the Membership will be notified of the recall petition at least seven (7) days prior to the next General Meeting, at which time a secret ballot vote will be held. If the vote is affirmative by a majority of the members present and voting, the officer(s) will be immediately recalled.

Section 12.04 Recall of the Entire Board

In the event of a recall of the entire Board, the Band Director(s) as non-voting member(s) of the Board will preside over the election of a new slate of Board members at the same meeting.

Article XIII. EQUIPMENT AND UNIFORM OWNERSHIP

Title to all equipment and uniforms purchased by or donated to the Association will be retained by the Association until such time as the Membership may elect to transfer ownership to the Cobb County Board of Education or to otherwise dispose of it as deemed necessary.

Article XIV. SPHERE OF ACTIVITY

Section 14.01 Sprayberry High School Definition

For purposes of definition, Sprayberry High School will be defined as “that high school located at 2525 Sandy Plains Road, Marietta, Georgia that academically supports students from a geographic area defined by the Cobb County Board of Education.”

Section 14.02 Sprayberry Name Change/Closure

In the event the school should be closed or changed from an academic curriculum, the term Sprayberry will automatically apply to that school or those schools that absorb the students that this organization is avowed to support.

Section 14.03 Apportionment

In the event of circumstances stated in Section 2 of this Article, equipment and money on hand will be apportioned on a pro rata basis per band student using a straight line method of depreciation for the purpose of computation of undepreciated value of musical instruments on hand.

Section 14.04 Permitted Activities

Notwithstanding any other provision of this By-laws, the Association will not carry on any activities not permitted to be carried on by (a) an organization exempt from Federal income tax under Section 501(1) and 501(c)(3) of the Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision or any future United States Internal Revenue Law.

Article XV. INDEMNIFICATION AND INSURANCE

Section 15.01 Indemnification

In the event that any person serving as an Officer or Chairperson of a Committee of this Association is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, administrative or investigative, seeks indemnification from the corporation for expenses, including attorney’s fees (and in the case of action other than those by or in the right of the corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by them in connection with such action, suit or proceeding while acting in their official capacity as an Officer or Chairperson of this Association, then unless such indemnification is ordered by a court, the Association shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstance because the person

claiming such indemnification has met the applicable standards of conduct set forth in Georgia law, and to the extent it has so determined that such indemnification is proper, the person claiming such indemnification may be indemnified to the fullest extent now or hereafter permitted by Georgia law.

Section 15.02 Non-exclusive Indemnification

The indemnification provided above will not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation or By-Laws, or any agreement, vote of members or otherwise, both as to action in their official capacity while holding such office, and will continue as to a person who has ceased to be an officer, employee, trustee, or agent, and will inure to the benefit of the heirs, executors and administrators of such person.

Section 15.03 Insurance

To the extent permitted by Georgia law, this Association may purchase and maintain professional liability insurance on behalf of any person who is or was an officer, employee, trustee or agent of this Association.

Article XVI. MISCELLANEOUS

Section 16.01 Standing Rules

Standing Rules will direct the administration of this Association. A Standing Rule may be added, deleted or changed by a majority vote of the Membership. A list of the current Standing Rules is attached to these By-laws.

Section 16.02 Books, Minutes and Records

All books, minutes and records of the Association will be open to inspection at any reasonable time by any member. Any request for such review will be made in writing, not less than five (5) business days in advance of the requested review, to the Board. The Board will confirm that the request made is in compliance with the Georgia Non-Profit Corporation Code as set forth in O.C.G.A. and the Board will direct the Secretary and/or the Treasurer(s) to provide such records as it deems appropriate. Neither the Secretary nor the Treasurer(s) will make any records available for review without prior authorization by the Board.

Section 16.03 Annual Budget

The budget will be approved by the General Membership.

Section 16.04 Annual Financial Report

At the meeting closing the fiscal year, the annual report of the financial condition will be given by the R&D Treasurer. An annual financial review shall be performed by a party, not a member of the Board, but selected by the

Board and audits shall be conducted as required by law, or authorized by the Board.

Section 16.05 Database Management

All Members will be requested to keep the TSA informed as to their latest mailing address, telephone number and email address.

Section 16.06 Confidentiality

Information gathered from the Membership will not be made available to any outside organization. The Association will take reasonable measures to safeguard the personal information of its members and students. Students featured on this Association's webpage will not be identified by name outside the secure area.

Section 16.07 Financial Confidentiality

All information concerning student accounts, student payments, or the personal financial status of any member of this Association will remain confidential, with such information to be imparted only to the Executive Board and Band Director, except as set forth in Article XVI, Section 2 hereof.

Section 16.08 Salaries

All information concerning individual salaries paid by the Association to independent contractors or instructors will remain confidential, with information to be imparted only to the Executive Board and Band Director, except as set forth in Article XVI, Section 2 hereof.

Section 16.09 Membership Directory

The Membership Directory of this Association will not be made available nor provided to any individual or organization outside of this Association.

Section 16.10 Reimbursement Policy

No Member (as defined in Article III) of this Association nor any band students will be paid for services provided to any band, this Association, or any activities sponsored by this Association. Members of this Association who incur expenses pre-approved by the Band Director or President will be reimbursed upon written request accompanied by appropriate supporting documentation to the R&D Treasurer.

Section 16.11 Major Non-budgeted Items

Any major non-budgeted items must be approved by the Membership prior to commitment of expenditures.

Section 16.12 Minor Non-budgeted Items

All minor non-budgeted expenditures may be approved by the President and R& D Treasurer with subsequent reporting to the Membership in the form of a statement of financial condition.

Section 16.13 Additional Income

Spending or the allocation of income that is in excess of the yearly budgeted amount, if any, will be made at the discretion of the “Budget Committee” (as defined in the Standing Rules).

Section 16.14 Notification

Notifications from the Association will always include electronic devices (email newsletters, email correspondence, web site postings) and may include postal mail.

Article XVII. DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article XVIII. AMENDMENTS

Section 18.01 Amending By-laws

After review by the Board of Directors, the By-laws of the organization may be amended or repealed or new By-laws adopted only at a General Meeting by the affirmative vote of the majority of those members present and voting, and only after notification of proposed action shall have been given no less than 15 days prior to the General Meeting.

Section 18.02 By-law Validity

The By-laws of this Association, to be held valid must not be in conflict with Federal or State Constitutions, or State or Federal laws, and any amendment or revisions of these By-laws will be referred for review and approval of legal counsel as required. Any portion of these By-laws which are, or become, in conflict with applicable laws, or regulations, shall be null and void and shall not affect the validity of the remaining By-laws.

END OF BY-LAWS