

CHEROKEE BLUFF BAND ASSOCIATION, INC.

BYLAWS

Adopted: April 2018

ARTICLE 1: NAME

Section 1. The name of this organization shall be: Cherokee Bluff Band Association, Inc., hereinafter referred to as the Band Association. The Band Association is a not-for-profit corporation incorporated under the laws of the State of Georgia. The Band Association is organized exclusively for educational purposes.

Section 2. The principal office and place of business of said Band Association shall be 6603 Spout Springs Road, Flowery Branch, GA 30542. The Band Association may establish and maintain an office or offices at such other places, either within or without the State of Georgia, as the Executive Board may from time to time determine. The Band Association shall maintain a separate post office box for receipt of mail on a year round basis.

ARTICLE II: PURPOSES

Section 1. The purpose of this not-for-profit, volunteer organization shall be to provide support and assistance to the Cherokee Bluff Band Program, both Cherokee Bluff High School Band and Cherokee Bluff Middle School Band, to include:

- a. To cooperate with and support those in charge of the band program and the school administration to the end that the band program shall maintain the highest possible degree of efficiency.
- b. To build and maintain an organization of parents and members of the community, which will maintain an enthusiastic interest in, and help promote the general activities of the band program.
- c. To promote ways and means of providing for the moral, physical, or financial needs of the band program, over and above those supplied by Hall County Schools.
- d. Conducting all our financial activities in accordance with these bylaws and the budget as adopted and amended by the voting membership including the establishment and operation of the Cherokee Bluff Band Association, Inc. as a tax-exempt entity under the Internal Revenue Code.

ARTICLE III: BASIC POLICIES

Section 1. The Band Director(s) will be the final decision maker regarding all matters pertaining to the band program of the school.

Section 2. The Band Association will comply with published Hall County Schools, Cherokee Bluff High School, Cherokee Bluff Middle School guidelines and procedures.

Section 3. The Band Association agrees to undertake only those specific duties outlined in the Bylaws and in no way will interfere with the operations and administration of the band program of Cherokee Bluff High School and/or Cherokee Bluff Middle School.

Section 4. No part of the net earnings of the Band Association shall inure to the benefit of or be distributed to its members, officers, or other private persons, except that the Band Association shall be authorized and empowered to make payments and distributions in furtherance of its educational purposes, pursuant to Internal Revenue Code Section 501(c)(3).

Section 5. No substantial part of the Band Association's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Band Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 6. Notwithstanding any other provision of these bylaws, the Band Association shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 7. No officer, Director or member of the Band Association shall be liable for any of the debts of the Band Association, except as such party may personally endorse or guarantee such debt of the Band Association.

Section 8. Title to all equipment and uniforms purchased by the Band Association shall be retained by the Band Association until such time as the membership may elect to transfer ownership to the Hall County Schools.

Section 9. Upon dissolution of the Band Association, 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 public purpose.

ARTICLE IV: MEMBERSHIP

Section 1. Any parent and or legal guardian of a child who is a member of the Cherokee Bluff band program, either Cherokee Bluff High School or Cherokee Bluff Middle School is an automatic member of the Band Association without discrimination.

Section 2. Voting privileges shall be restricted to members who have children, or grandchildren, actively participating in the Cherokee Bluff band program, either at Cherokee Bluff Middle or Cherokee Bluff High, and are present at the meeting at which a formal vote is held. No voting by proxy shall be allowed. Each member shall be entitled to one vote.

Section 3. Termination of membership in the organization shall not result in the issuance of any refunding, returning or reimbursement of monies, merchandise, or materials paid to, or donated to the organization, unless by a majority vote of the Executive Board.

ARTICLE V: OFFICERS AND THEIR ELECTION

Section 1. The officers of the Band Association shall consist of President, First Vice-President, Second Vice-President, Secretary, and Treasurer.

Section 2. Each individual officer shall have one vote.

Section 3. To ensure a consistent level of knowledge and experience, the Band Association shall implement staggered officer terms, with the office of president and treasurer being elected on separate cycles.

Section 4. The following provisions shall govern the qualifications and eligibility of individuals to be officers of the Band Association:

- a. Each officer must have children or grandchildren actively participating in the band program, and must have been a member for at least one year before serving the current term.
- b. No officer may be eligible to serve more than two consecutive terms in the same office.
- c. The same person shall not hold two (or more) offices concurrently.
- d. Officer positions may not be held simultaneously by a husband and wife.
- e. Sharing of elected positions is not permitted in order to maintain clear lines of responsibility.

Section 5. The President shall announce the names of eligible candidates for election as officers at the March general meeting. The officer candidates shall attend without a vote the April and May Executive Board meetings to ensure a smooth transition of leadership.

Section 6. Officers shall be elected at the May general meeting.

Section 7. Election of officers shall be by a majority vote of members present and voting. Each office to be elected shall be voted upon individually. The vote shall be conducted by ballot. When there is but one candidate for an office, the ballot for that office may be dispensed with and election held by voice vote.

Section 8. Officers shall assume their official duties following the close of the May general meeting and serve for a term of 2 years or until their successor is elected.

Section 9. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Executive Board. A vacancy in the office of president will be filled the by First Vice-President; then the First Vice-President office will be filled by nomination from the floor and elected by a majority vote of the Executive Board. A vacancy exists when any officer resigns or is removed from office.

ARTICLE VI: DUTIES OF OFFICERS

Section 1. All officers of the Band association shall be responsible and accountable for their acts as such to the membership.

Section 2. The President shall execute the daily business of the organization and preside at all meetings of the Band Association; coordinate the work of the officers and committees of the Band Association in order that the purposes may be promoted; appoint special committees; sign and execute all contracts, agreements or other obligations in the name of the Band Association as authorized by the Executive Board; be a signatory on all financial accounts of the Band Association (unless that function has been expressly delegated to the Secretary by the Executive Board or is required by the Hall County Schools policy to be someone other than the President); serve as an ex officio member of all committees; and perform such other duties as may be provided for by these bylaws, or directed by the Executive Board.

Section 3. The First Vice-President – Ways & Means shall aide the President; perform the duties of the president in the president’s absence or inability to serve; shall serve as an administrative assistant to the President; will manage all general fundraising activities and committees to include but not limited to: Ways & Means, Concessions and Corporate Sponsorships and Donations; is an ex-officio member of these committees and will be the liaison between these committees and the Executive Board; and perform such other duties as may be provided for by these bylaws, or directed by the President, or the Executive Board.

Section 4. The Second Vice-President – Support Services shall serve as an administrative assistant to the President; will manage general activities and committees in support of the students and Band Director(s) to include but not limited to: Volunteers, Uniforms, Hospitality, Chaperones, Logistics, and IT/Communications; is an ex-officio member of these committees and will be the liaison between these committees and the Executive Board; shall also be a member of the Finance Committee; and perform such other duties as may be provided for by these bylaws, or directed by the President, or the Executive Board.

Section 5. The Secretary shall record the minutes of each general and Executive Board meeting; read or distribute printed copies of the minutes of the previous meeting for approval; have minutes from previous meeting for reference at each meeting; maintain Band Boosters meeting minutes for a period of five years; determine the presence of a quorum prior to any business being conducted; call the meeting to order in the absence of the president and first vice-president; register their signature at the bank as an emergency signatory; and perform such other duties as may be provided for by these bylaws, or directed by the President, or the Executive Board.

Section 6. The Treasurer shall be the custodian of and shall receive and safely keep, and account for, all monies and other property of the Band Association; shall make payments and disbursements as directed by the Executive Board and in accordance with the budget adopted by the membership; and shall deposit any funds of the Band Association in such banks as may be designated by the Executive Board; shall keep an exact account of the financial standing of all members wherein organization funds are affected, and shall render a complete financial report at each meeting of the Band Association; shall maintain a paper trail of all financial dealings of the Band Association to include the use of a check request form; shall present to the Executive Board and to the membership a monthly financial report showing all money received and disbursed, the balance in the treasury, other debt balances, and the Band Booster’s status relative to the annual budget; the budget report shall include the actual income and expenses in each

category and indicate the discrepancies between the budgeted and actual amounts; will ensure that all individuals being paid by the Band Boosters are paid in accordance with IRS guidelines to include the completion of all appropriate forms; shall co-sign checks with the President or Secretary; and shall have the books audited once each year by such auditor as the Executive Board may select.

ARTICLE VII: EXECUTIVE BOARD

Section 1. There shall be an Executive Board of the Band Boosters, the members of which shall be: all elected officers and the Band Director(s). The Band Director(s) shall be non-voting ex-officio members.

Section 2. Duties of the Executive Board shall be to:

- a. Have general supervision of the affairs of the Band Association, to include establishment of policy and control of the operation of the Band Association;
- b. Set long range goals including but not limited to approving the acquisition of major equipment, replacing uniforms, and generating community support;
- c. Transact such business as may be referred to it by the membership of the Band Boosters;
- d. Prepare and submit an annual budget to the Band Booster's general membership for adoption;
- e. Approve payment of routine bills within the limits of the approved budget;
- f. Fill all vacancies in office; and
- g. Have the power to act in the place of the membership on matters on an emergency basis that require immediate action.

Section 3. In the event a petition asking for a recall of any officer, and signed by, at least, one-third of the membership of the corporation, is delivered to the President or Vice Presidents, the membership shall be notified of the recall petition prior to the next general meeting, which is, at least, seven days from the date of such delivery, at which time a secret ballot vote shall be held. If the vote is affirmative by a majority of the members present and voting, the officer shall be immediately recalled.

- a. In the event of a recall of the entire slate of officers, the Band Director(s), as ex-officio member of the Executive Board, shall preside over the election of a new slate of officers at the same meeting.

Section 5. A board member may resign at any time by giving written notice to the Executive Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by a Board member and the acceptance of the resignation shall not be necessary to make effective. If a board member resigns during his term, except for extenuating circumstances shown, he may not be appointed or elected as an Officer until one year has passed from the date of his resignation.

ARTICLE VIII: COMMITTEES

Section 1. The Executive Board may create or dissolve standing and special committees as it may deem necessary to promote the purposes of the Band Association and carry on the work of the Band Association.

Section 2. Standing committees shall consist of a Chairperson and at least two members. The term of office of a committee chairperson shall be 1 year or until the selection of a successor.

Section 3. Special committees may be appointed to assist specific parts/duties of standing committees. The duties of all other special committees shall be outlined by the Executive Board at the time the committee is appointed. The committee shall serve until the need for the committee no longer exists at which time the committee shall be dissolved.

Section 4. The President may request written reports. All committee reports shall be presented to the Executive Board prior to reporting to the organization.

ARTICLE IX: MEETINGS

Section 1. General meetings of the membership shall be held monthly at Cherokee Bluff High School during the school year. Dates and times of meetings shall be determined by the Executive Board and announced at the April meeting. Three days' notice shall be given of a cancellation or change of date or time unless emergency conditions prevent such notice being given.

Section 2. The Executive Board shall meet prior to the general meeting each month at the agreed upon day/time to determine the business to be transacted at the general meeting.

Section 3. Special meetings of the Executive Board or general meetings may be called at any time by the President. Notice of the meeting shall be given to the Executive Board members or the regular membership not less than two days prior to such meeting, stating the time, purpose and place of the special meeting.

Section 4. At General, Executive Board and Special meetings a majority of the Executive Board must be present to constitute a quorum for the transaction of business. Any meeting lacking a quorum must be adjourned. The act of a majority of the members at a physical meeting in which a quorum exists shall be considered an act of the entire membership.

Section 5. For the transaction of business, all motions shall pass by a majority vote cast in person. There shall be no proxy voting.

Section 6. Action of the Executive Board may be taken by written consent action in lieu of a meeting. Any such consent action shall require the written consent of at least a majority of the members of the Executive Board in office at the time of the action (which consent may be evidenced by electronic submission by email or similar means).

Section 7. Meetings of all committees shall be held as necessary for performance of the duties of each committee. A majority of the members of each committee present at a committee meeting

shall be sufficient for transaction of business recognizing that all committee actions are subject to review by the Executive Board.

ARTICLE XI: FISCAL POLICIES

Section 1. The fiscal year of the Band Boosters shall begin on June 1 and end on the following May 31.

Section 2. The Executive Board may authorize any Officer or Officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation within the constraints of these Bylaws, amendments, and the approved budget. Such authority may be general or confined to specific instances.

Section 3. No loans shall be contracted on behalf of the Band Association and no evidences of indebtedness shall be issued in its name unless approved by the General Membership and authorized by a resolution of the Executive Board. Such authority will be confined to specific instances.

Section 4. All Checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Band Association, shall be signed by any two Officers listed on the signature card maintained by the bank. The Executive Board will designate officers to be added to the Band Association bank signature card for this purpose and for accessing information on the bank account(s). Any disbursement of funds shall not be cash, in order to maintain an audit trail.

Section 5. All funds of the Band Association not otherwise employed shall be deposited, from time to time, to the credit of the Band Association in such banks as the Executive Board may select.

Section 6. The Executive Board shall draft a budget for the up-coming school year. The proposed budget will be distributed and adopted by the membership at the May general membership meeting. The proposed budget shall include an estimate of expenditures by category for the next fiscal year as well as a plan for raising the funds to support the budget in the greatest detail possible. The budget will include a minimum carryover balance to seed the succeeding year of at least \$2,000.

- a. Fees. Marching Band participation fees will be assessed annually at times and in amounts determined by the Executive Board and approved by the membership. These fees should be adequate to meet the operational financial requirements of the Band Association. At the option of the Executive Board, fees may be collected in installments. A breakdown of the annual fees (by dollar or percent) will also be prepared to inform parents of the purpose and use of these fees.
- b. Non-payment Penalties. All annual marching band fees are due according to the payment schedule determined by the Executive Board and will become in arrears when not paid according to the payment schedule. Active members whose marching band fees are in

arrears shall not have any voice or vote in the affairs and/or management of the Band Association until such time as the fees are current.

- c. Budget Changes. The Executive Board shall recommend changes to the budget as shall be deemed desirable or necessary throughout the year. All changes to the annual budget will be approved by a majority vote of the membership present at a monthly or called meeting.

Section 7. An annual audit to examine and review the books, papers and accounts of the Treasurer, shall take place at the end of the fiscal year. An additional audit shall also be performed upon vacancy of the treasurer's position before the new officer assumes his or her duties, or upon the request of a member of the Band Association.

ARTICLE XII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rule of Order Newly Revised shall govern the Band Association and in all cases in which they are applicable and in which they are not in conflict with these bylaws, or the articles of incorporation.

ARTICLE XIII: STANDING RULES

Standing rules direct the administration of the organization. A standing rule can be added, deleted, or changed by a majority vote at a general meeting of the membership present and voting. A list of the current standing rules will be attached to these bylaws.

ARTICLE XIV: AMENDMENTS

These bylaws may be amended at any general meeting or at a meeting called specifically for the purpose of amending the bylaws. Any such proposed amendment(s) shall be submitted in writing to the Executive Board for distribution to the members at least two weeks prior to the meeting. Notice shall be given out as otherwise provided for. Amendments must be approved by a two-thirds vote of the members present and voting, and only after notice of the proposed action shall have been given at a previous meeting. The amendment(s) shall become effective immediately following the vote of approval.

ARTICLE XV: VIOLATION OF THE BYLAWS

Violation of any portion of these bylaws may result in arbitration hearings involving school administration, Band Director(s), involved Band Boosters member and a member of the Executive Board as specified by school administration or Board of Education.

END OF BYLAWS