

BY -LAWS OF EFFINGHAM COUNTY HIGH SCHOOL BAND BOOSTERS, INC.

ARTICLE I NAME

The name of the organization shall be Effingham County High School Band Boosters, Inc. (hereafter Band Boosters).

ARTICLE II OBJECTIVES

This corporation shall operate a nonprofit organization to:

- (a) Raise funds to support the Effingham County High School band program. In particular, the Band Boosters shall help purchase musical instruments, help pay the cost of road trips, and help pay other costs associated with the band program.
- (b) Cooperate with the Effingham County Board of Education, the Administration of the Effingham County High School, and the Effingham County High School Band Directors in promoting district-wide band programs.
- (c) Support the student band members in the achievement of their musical goals.

ARTICLE III MEMBERSHIP

1. REGULAR MEMBERSHIP:

- (a) Regular membership shall consist of parents and guardians of student members of the Effingham County High School Band Program, to include middle school participants in the High School Band Program (runners), or eighth grade middle school band members who anticipate attending Effingham County High School and participating in the band program.

The powers and duties of the regular membership shall include the following:

- (1) To elect at annual meetings the members of the Executive Board of the Band Boosters.
 - (2) To receive reports at the meeting of the membership of the activities of the Band Boosters and to have the right to require special reports from the Executive Board, the Executive Officers, and *any* other committee of the corporation.
 - (3) To refer to the Executive Board such situations or suggestions that the membership feels requires consideration or action.
- (b) **SPECIAL MEMBERSHIP:** Special membership shall consist of individuals expressing an interest in the furtherance of the goals of this corporation, specifically those having alumni parent status, which shall exist for no more than two (2) years past their child's graduation date. Special membership may also be extended to individuals if there is a membership need as designated by the Executive Board. Anyone with special membership cannot hold an Executive Officer position. This membership is as created by the active Executive Board with the powers and duties defined by the Executive Board.

(c) **BAND DIRECTORS:** Band directors shall be considered non-voting members of the association.

2. ANNUAL MEETING:

The membership shall meet at least once annually. The annual meeting of the members of the corporation may be held in the band room, or such other place as may be determined by the Executive Board in April of each year, or on such other date as may be designated by the Executive Board. Band Boosters shall cause to be served by mail at least ten (10) days prior to the meeting written notice thereof addressed to each member at his or her address as it appears in the corporation's record of membership.

3. REGULAR MEETINGS:

Regular meetings of the membership shall be held monthly during the school year as designated by the Executive Board.

4. SPECIAL MEETINGS:

Special meetings of the members of the corporation may be called by the President or by the action of any five (5) members of the Executive Board at any time, for the purpose of considering such matters as the President or the members of the Executive Board may determine necessary.

When any special meeting is called, the time and place of the meeting and the subject or subjects proposed to be considered shall be stated in the notice of the meeting which Band Boosters shall cause to be served by mail, at least seven (7) days before the meeting addressed to each member of the corporation's records of membership. Band Directors must be notified in writing of all special meetings. At special meetings, no action shall be taken on any subject other than those stated in the notice of the meeting.

5. QUORUM:

The members present at the annual meeting shall constitute a quorum for the transaction of business.

6. VOTING:

Voting at all meetings of the members of the Band Boosters shall be viva voice, but a vote by ballot shall be taken either before or after a viva-voice vote at the request of any two (2) members present. In the event of a tie, the Band Booster President will cast the deciding vote.

**ARTICLE IV
EXECUTIVE BOARD**

The affairs of the corporation shall be managed by the Executive Board serving without compensation, holding regular meetings and implementing effective administrative controls. The board is responsible for making policy determinations, budget approvals, and expenditures.

The members of the Executive Board shall be selected from the regular membership on the basis of demonstrated interest in the objectives and purposes of the corporation as well as the ability of the individuals to actively and effectively participate in fulfilling those purposes and objectives.

1. **COMPOSITION:** The Executive Board shall be composed of the Executive Officers and Chairperson of each of the Standing Committees. The Effingham County High School Band Directors shall serve on the board as non-voting members.
2. **REMOVAL OF EXECUTIVE BOARD MEMBER:** Any Executive Board member may be removed from office for cause by a majority vote of the remaining Executive Board Members at any duly constituted meeting. Absences at two (2) consecutive regular meetings may be considered due cause for removal. Written notice must be served to an Executive Board Member, by certified letter, at least ten (10) days prior to the meeting at which he or she is to be removed.
3. **REGULAR MEETINGS:** The Executive Board shall hold regular monthly meetings at a fixed time and place, except, at the discretion of the Executive Officers, when a meeting must be canceled for due cause. The board shall hold other meetings as may be necessary upon call of the President, or such other person as may call special meetings.
4. **SPECIAL MEETINGS:** Special meetings of the Executive Board may be called by the President, or, in his or her absence, by the Vice President, or by any Officer on written request of more than five (5) members of the Executive Board. When a special meeting is called, the time and place of the meeting and the subject or subjects proposed to be considered shall be stated in the written notice of the meeting which shall be sent to each member of the Executive Board at least seven (7) days prior to the meeting if delivered by the United States Mail or two (2) days prior to the meeting if delivered by facsimile, telegram, telex, graphic scanning, or other communication system. Band Directors must be notified of all special meetings. No action shall be taken on any subjects other than those stated in the notice of the meeting.
5. **QUORUM AND VOTING:** A majority of Executive Board in office shall constitute a quorum for the transaction of business, and the act of a majority of board members present at a meeting at which a quorum is present shall constitute the act of the Executive Board.

ARTICLE V EXECUTIVE OFFICERS

1. **PRESIDENT:** The President shall:
 - a) Be the chief executive officer of the corporation.
 - b) Be subject to the control of the Executive Board, supervise and control all of the business of the corporation.
 - c) When present, preside at all meetings of the shareholders and of the Executive Board.

2. **VICE-PRESIDENT:** The Vice-President shall:
 - a) Have all the powers and functions of the President in the absence of the President or in the event of the President's death, inability, or refusal to act.
 - b) Be responsible for managing the Runners and coordinating the Road Crew. This position shall be designated a key holder position. Vice-President can delegate keys to the Road Crew. Vice-President is also responsible for collecting the keys before leaving the school grounds.
 - c) Perform other such duties as the Executive Board shall determine.

3. **SECRETARY:** The Secretary shall:
 - a) Attend all meetings of the Executive Board and the regular members.
 - b) Record all votes and minutes of all proceedings in a book to be kept for that purpose.
 - c) Give notice of all meetings of shareholders and of special meetings of the Executive Board.
 - d) When required, prepare and make available at each meeting of members a list in alphabetical order of the names of members entitled to vote.
 - e) Keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner.
 - f) Perform other such duties as may be assigned by the Executive Board.

4. **TREASURER:** The Treasurer shall:
 - a) Have custody of the corporate funds.
 - b) Keep full and accurate accounts of receipts and disbursements in the corporate books.
 - c) Deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Executive Board.
 - d) Disburse the funds of the corporation as may be ordered or authorized by the Executive Board and keep vouchers for such disbursements.
 - e) Give to the President and Executive Board at the regular meetings of the Executive Board, or whenever they require it, an account of all his/her transactions as treasurer and of the financial condition of the corporation.
 - f) Give a full financial report at the annual meeting of the members, if so requested.
 - g) Perform other duties assigned by the Executive Board.
 - h) If required by the Executive Board, give a bond for the faithful discharge of his/her duties in an amount and with such surety or sureties as the Executive Board shall determine.
 - i) There will be a special election of Treasurer in order to properly train the Treasurer for their term. The Treasurer will serve in a Treasurer-elect status until they begin their term. If the Treasurer is incumbent, the special election is waived.

ARTICLE VI COMMITTEES

1. **STANDING COMMITTEES:**

All Committee chairpersons (Executive Board Members) upon election are able to staff their committees with persons of their choosing in order to make sure their committees are fully operational. Sub-committee members are not able to vote on behalf of their committee head during executive sessions. The following standing committees are established:

- (a) **Chaperone-** Arrange for chaperones for all football games, away and home; also arrange for all chaperones for any field trips as needed.
- (b) **Concession-** Arrange for workers for the concession stand during home games, order, inventory and keep stock in supply (food, beverages, paper goods and equipment), and report any repairs or major purchases of equipment as needed.
- (c) **Uniform-** Assign and fit all students (marchers and non-marchers) needing uniforms. This person is also responsible for checking uniforms back in at the end of the year and conducting inventory, as well as reporting missing or damaged items, and coordinating repairs as needed.
- (d) **Special Events Coordinator-** Coordinate meals for Coastal Empire Classic hospitality room, Jazz Night and Band Banquet.
- (e) **Coastal Empire Classic Coordinator-** Coordinate the Coastal Empire Classic.
- (f) **Financial Assistant-** Assistant to the Treasurer; works directly with the Treasurer.
- (g) **Meal Coordinator-** Coordinate meals for band camp, middle school band night, South Effingham Night (to include making sure student count is forwarded to South Boosters when they are hosting), and all pre-trip food.
- (h) **Publicity-** Manage all publicity for band events, work closely with all other committees, and maintain web site of ECHS Bands and the Facebook page. (Computer experience is a plus.)
- (i) **Fund-raising-** Arrange and organize all fund raising activities for the Band Boosters, occasionally collect orders and funds, and produce spreadsheets for Treasurer as needed.
- (j) **Alumni/Membership-** Coordinate alumni functions, registration night, preview night reception, as well as the ECMS and EMS 8th grade Spring Concert receptions.
- (k) **By-Laws -** Responsibilities include, but are not limited to, making corrections and recommending updates to the By-Laws as needed, keeping a permanent copy of By-Laws, and making sure the Band Booster meetings follow procedure as stated in *Robert's Rules of Order*. This person will also serve as the Nominating Committee coordinator, to advise and facilitate during the nominating process.

2. **OTHER DUTIES:**

Other duties may be assigned to a committee as needed by the Executive Board.

3. **SPECIAL COMMITTEES:**

Special committees may be appointed by the Executive Board for such special tasks or

duties as are warranted. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically authorized by action of the Executive Board.

(a) Upon completion of the task for which appointed, such special committee shall stand discharged.

ARTICLE VII INDEMNIFICATION

Section 7.1 -**RIGHT TO INDEMNIFICATION:** Band Boosters shall, upon a request to do so pursuant to Section 6.2 of these By-laws, indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was an officer, or committee member of Band Boosters or is or was serving at the request of Band Boosters as an officer, or committee member of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, to the maximum extent allowed by Section 14-3-850, et seq. of the Georgia Nonprofit Corporation Code, upon the determination by Band Boosters that such indemnification is proper in accordance with Section 14-3-850 et seq. of the Georgia Nonprofit Corporation Code.

Section 7.2- **PROCEDURE:** In order to obtain indemnification under Section 7.1 of these By-Laws, the persons seeking indemnification shall request such indemnification of Band Boosters by notifying Band Boosters of the following:

- (a) An identification of the claimant and the substance and amount of the claim or claims alleged against him or her;
- (b) the forum in which such claims have been asserted;
- (c) the date or dates upon which such claims were asserted;
- (d) the defenses made or intended to be made to such claims;
- (e) the current status of such claims;
- (f) the date upon which, or the period within which, resolution of such claims can reasonably be expected; and
- (g) the anticipated amounts, or probable range of amounts, for which the corporation will be responsible upon any such indemnification.

Within sixty (60) days of its receipt of such notice, Band Boosters shall arrange for and mail the determination as to whether indemnification is proper under the circumstances as provided in Section 14-3-850 et seq. of the Georgia Nonprofit Corporation Code. If Band Boosters fails to take such action, the person seeking indemnification may call a special meeting of the members of Band Boosters. Notice of the special meeting shall be given, and the special meeting shall be conducted, in accordance with Article IV of these By-Laws. The person seeking indemnification shall provide a copy of the notice sent to Band Boosters requesting indemnification with his notice to the members of the special meeting.

Section 7.3 - **PAYMENT OF INSURANCE PROCEEDS:** If Band Boosters purchases and maintains insurance on behalf of any person seeking indemnity from Band Boosters pursuant to this Article, and if proceeds of such insurance are paid to such person *in* connection with the matters upon which he has sought indemnification, Band Boosters shall not indemnify such person except to the extent that the amounts sought have not been paid by the proceeds of such insurance.

Section 7.4- **STATEMENT OF PAYMENT:** If any expenses or other amounts are paid by way of indemnification, otherwise than by court order, by action of the members or by an insurance carrier pursuant to insurance maintained by Band Boosters, not later than the next annual meeting of members, unless such meeting is held within three (3) months from the date of such payment, and *in* any event, within fifteen (15) months from the date of such payment.

Band Boosters shall, in accordance with the manner specified in Section 14-3-705 of the Georgia Nonprofit Corporation Code, send to its members entitled to vote for the election of The Executive Board a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

Section 7.5 -**CONTINUING RIGHT:** The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be an officer or committee member and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 7.6 -**EXCLUSIVITY:** The right of indemnification provided in this Article shall not be exclusive of any rights to which any director, officer, or committee member of Band Boosters may now or hereafter become entitled apart from this Article.

Section 7.7-**EFFECT OF REPEAL OR MODIFICATION:** Any repeal or modification of this Article or any applicable provision of the law of Georgia shall not affect Band Boosters' rights or obligations of indemnification as they relate to any action or proceeding instituted before any such repeal or modification, or thereafter brought or threatened based in whole or in part upon any events or occurrences prior to such repeal or modification.

ARTICLE VIII ELECTIONS

1. NOMINATING COMMITTEE:

The Executive Board shall appoint a nominating committee at least two (2) months prior to the annual meeting of the membership. The nominating committee shall consist of at least six (6) voting members, including one (1) freshman parent, one (1) sophomore

parent, and one (1) junior parent. At least half of the committee shall be made up of members who are not currently serving on the Executive Board. The Band Director(s) shall serve on the nominating committee as non-voting members. No Executive Officer shall serve on the nominating committee.

- (a) Duties: The Nominating Committee will submit to the full membership of the association a slate of candidates for the Executive Board. The committee shall select one candidate for each Executive Office, plus one candidate to chair each standing committee.
- (b) Chairperson: The Nominating Committee will elect one of its members to serve as chairperson.
- (c) Members of the nominating committee shall not serve two consecutive years.
- (d) Election/Nominating Committee meetings will be closed to non-committee membership.
- (e) The By-Laws Committee Chair shall serve as the nominating committee coordinator, as well as adviser and facilitator. Should the By-Laws Committee Chair be selected as a committee member, they will be bound by the same rules as any other member; however, they are not eligible to serve as chairperson.

2. ELECTION PROCEDURE:

- (a) The Nominating Committee shall, at the regular meeting of the full membership one-month prior to the Annual Meeting, present for review its nominations for the Executive Board. Additional candidates may then be nominated by any regular voting member of the association.
- (b) The Nominating Committee shall present all nominations for the Executive Board at the Annual Meeting. Additional candidates may then be nominated by any regular voting member of the association.
- (c) Voting for the Executive Board shall take place only at the Annual Meeting.
- (d) Voting shall be viva voce for candidates running unopposed. Voting for candidates with opposition shall be by written secret ballot. Secret ballots shall be tallied by the President, observed by the Band Directors, and recorded by the Secretary.

3. TERM OF OFFICE:

Each executive officer and committee chair shall serve for a term of one (1) year beginning on the first day of the fiscal year following their election. Executive Officers may not serve in the same office for more than two (2) consecutive years, except by two-thirds (2/3) vote of the regular membership at the Annual Meeting.

4. VACANCIES:

Vacancies occurring in the Executive Board may be filled by the Executive Board, with majority approval of those in attendance at a regular meeting of the association.

5. MARRIED COUPLES:

Married couples shall be permitted to serve together providing that only one member

serves in an executive role, and the other serves in a sub-committee role. Both spouses may serve on separate or even the same sub-committee at the same time, so long as there are not two (2) votes for one family.

ARTICLE IX FISCAL YEAR

The fiscal year of the corporation shall be from June 1 - May 31.

ARTICLE X DISSOLUTION

No contributor, director, officer of the corporation or any other private individual shall be entitled to share in any of the corporate assets upon dissolution of the corporation. Upon dissolution or the completion of its affairs, the assets of the corporation shall be distributed exclusively to charitable organizations, which would then qualify under the provisions of the Internal Revenue Code of the United States.

ARTICLE XI AMENDMENT OF BY-LAWS

The By-Laws of the corporation may, from time to time, be amended using the following procedure:

1. The proposed amendment or amendments shall be presented in writing at a duly constituted meeting of the Executive Board. No vote shall be taken at this first reading.
2. The proposed amendment or amendments shall be presented in writing at the next meeting of the regular membership of the association.
3. The proposed amendment or amendments shall then be presented to the Executive Board for approval by two-thirds (2/3) vote at the next meeting of the Executive Board.
4. The proposed amendment or amendments shall require final approval by simple majority vote of those present at the next regular meeting of the membership of the association.
5. The proposed amendment or amendments shall be in full effect immediately following the approval of the membership of the association.

Note: Modification of document language to change all references of Executive Directors to be changed to Executive Board. Director shall refer strictly to the Band Director. All references to the director will refer specifically to Band Director in order to eliminate ambiguity.

Amended March 10, 2014

Last Edited September 10, 2014 by Amy Hughes-Terry