

NORTH COBB BAND BOOSTERS, Inc.
Bylaws as amended October 2012

ARTICLE I: NAME

1. The name of the organization shall be NORTH COBB BAND BOOSTERS, INC.
2. The organization shall have a corporate seal which shall be impressed upon Exhibit "A," which is attached hereto and made a part thereof.

ARTICLE II: PURPOSE

1. The primary purpose of this organization is to further the moral and educational development of all students at North Cobb High School by providing moral, financial, and educational support and guidance to the members of the North Cobb High School Band Program.
2. The organization is organized exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Tax Code).

ARTICLE III: MEMBERSHIP AND DUES

1. Membership in this organization shall be open to any person interested in supporting and promoting the North Cobb High School Band Program.
2. All band members, color guard members, parents, and guardians of members are considered members of the North Cobb Band Boosters, Inc., and have voting privileges by virtue of their own or their students' participation in any part of the band program at North Cobb High School, with the exception that students are not allowed to vote on issues incurring financial liability.
3. Dues may be charged for membership in the organization, but will not exceed \$20.00 per family membership per school year to cover postage and printing of newsletters and notifications of meetings and events.

ARTICLE IV: MEETINGS

1. ANNUAL MEETINGS. The annual membership meeting of this organization shall be held in the second week of the month starting the North Cobb High School Year. This meeting is expected to occur in August or September of each and every year. The secretary shall ensure that notification is mailed to all members in good standing stating the date, time, and place for such meeting.
2. REGULAR MEETINGS. Regular meetings of the membership shall be held in the second week of each month.
3. SPECIAL MEETINGS. Special meetings shall be held at such time and place as determined by the Executive Committee. The Secretary shall ensure that notification is given to all members in good standing of the date, time, place, and topic of discussion for such meeting at least ten (10) days before the scheduled date.
4. EXECUTIVE COMMITTEE MEETINGS. The Executive Committee shall meet

- once each month prior to the regular membership meeting. Special meetings of the Executive Committee may be called at any time whenever required.
5. **BOARD/COMMITTEE MEETINGS.** The chair persons of all committees shall meet with the members of the Executive Committee at least once each quarter. This meeting may be held in conjunction with any meeting of the Executive Committee.
 6. **QUORUM.**
 - a. Ten (10) members shall constitute a quorum for the purpose of conducting the business of the Organization at any meeting of the membership except for the case of amending the Bylaws.
 - b. Twenty (20) members shall constitute a quorum for the purpose of amending the Bylaws.
 - c. Four (4) voting members shall constitute a quorum for the purpose of conducting the business of the Executive Committee.
 7. **ORDER OF BUSINESS.** The order of business for all meetings shall be as follows:
 - a. Call to Order.
 - b. Reading of the minutes of the preceding meeting.
 - c. Reports of the Officers.
 - d. Reports of the Committees.
 - e. Unfinished Business.
 - f. New Business.
 - g. Report of the Student Liaison.
 - h. Report of the Band Director.
 - i. Adjournment of meeting.
 8. **PARLIAMENTARY PROCEDURE.** The meetings of the Organization shall be conducted under the guidelines of Robert's Rules of Order.

ARTICLE V: VOTING

1. A voting right shall consist of one vote per officer at Executive Committee meetings and one vote per member at regular, special, or committee meetings. The office of President (or Co-Presidents) shall have only one vote, and shall only be cast in the event of a tie.
2. At all meetings, votes may be by voice or show of hands.
3. At any meeting, a two thirds (2/3) majority of members attending may require that any question be voted upon by written ballot.
4. Except as noted in three (3) above, all questions being resolved by voting shall pass upon receipt of 51 affirmative votes of the members present and voting.

ARTICLE VI: BOARD OF DIRECTORS

1. The Board of Directors of the corporation shall be the elected officers (Executive Committee) of the Organization.
2. In accordance with the laws of the State of Georgia, the President of the North Cobb Band Boosters, Inc. shall be the Chair Person of the Board of Directors and the Secretary of the North Cobb Band Boosters, Inc. shall be the Secretary of the Board of Directors.

ARTICLE VII: OFFICERS

1. QUALIFICATIONS, ELECTIONS AND TERM

- a. All officers of the Organization shall be residents of the State of Georgia. All voting members of the Executive Committee shall have a student(s) participating in the North Cobb High School Band Program.
- b. The elected officers of the Organization shall consist of a President or Co- Presidents, Two Vice Presidents, a Secretary, a Treasurer, and a Financial Secretary.
- c. Spouses may co-chair any office. However, they may not at any time serve as a separate officer on the Executive Committee.
- d. The immediate Past President shall be an ex-officio member of the Executive Committee.
- e. Elections of officers shall be held at the regular March Meeting.
- f. Officers shall serve for a term of one (1) year or until their successors are elected. All officers shall assume their official duties at the close of the Band Banquet, or the end of the month of May. The former officers shall remain in an advisory position until the end of the school year.
- g. A person may not serve in the same capacity for more than two terms.
- h. No officer of the Organization shall by reason of that office be entitled to any salary or compensation, but nothing herein shall be construed to prevent any officer from receiving any compensation from the Corporation for services other than the office.

2. VACANCIES

- a. In the event of a vacancy of any office other than President, the President shall appoint a successor for the remainder of the unexpired term.
- b. In the event of a vacancy of the office of President, the Vice Presidents shall serve notice to the membership of the date, time and place of an election to fill the President's position.

3. NOMINATING COMMITTEE

- a. A Nominating Committee consisting of the Band Director and four (4) persons from the membership will be established. The Executive

Committee shall discuss the Nominating Committee at the regular December meeting and appoint the four (4) persons the regular January meeting.

- b. The Nominating Committee shall meet and prepare a slate of nominees for officers to be presented to the membership for the election of officers at the regular March meeting.

ARTICLE VIII: DUTIES OF OFFICERS

1. The PRESIDENT shall:

- a. Preside at all meetings of the Organization and of the Executive Committee.
- b. Call special meetings.
- c. Be a member ex-officio of all committees except the Nominating Committee.
- d. Ascertain that all books, reports, and certificates required by law are properly maintained and filed with the appropriate authorities.
- e. Shall present at the April meeting of the Organization an annual report of the work of the Organization.
- f. Have such powers as may be reasonably construed as belonging to the Chief Executive of any organization.

2. The VICE PRESIDENTS shall:

- a. Act as an aide to the President.
- b. In their designated order, perform the duties of the President in the absence or inability of that officer to act.
- c. One Vice President shall be in charge of the Ways and Means, Newsletter, Telephone, Video and Welcome committees. The other Vice President shall be in charge of the Chaperone, Uniform, Color Guard, Front Line, Hospitality, and Steering Committees. The responsibilities of each Vice President shall be assigned and agreed upon before elections are held.

3. The SECRETARY shall:

- a. Record the minutes of all meetings of the Organization and the Executive Committee.
- b. Have a current copy of the Bylaws.
- c. File any certificates required by statute, federal or state.
- d. Give and serve all notices to members of the Organization.
- e. Be the official custodian of the records and the Seal of the Corporation.
- f. Present to the membership at any meeting any communication addressed to the Secretary as Secretary of the Corporation.

- g. Attend to all correspondence of the Organization.
- h. Maintain a current roster of all band members and color guard.
- i. Exercise all duties incident to the office of Secretary.

4. The TREASURER shall:

- a. Have the care and custody of all funds belonging to the Organization and shall be solely responsible for such funds or securities of the Organization.
- b. Cause to be deposited in a regular business bank or trust company designated by the Executive Committee the monies of the Corporation.
- c. Keep a full and accurate account of receipts and expenditures.
- d. Present a proposed budget for approval by membership at the September annual meeting.
- e. For expenses exceeding \$1,500.00, have checks or vouchers signed by two (2) persons from the following: President, Vice President, Treasurer and Financial Secretary.
- f. Have the accounts examined annually upon change of officers by an auditor or Auditing Committee of three (3) members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of the fact at the end of the report. The Auditing Committee shall be selected by the Executive Committee at least two (2) weeks prior to the meeting at which new officers assume duties.
- g. Submit all banking statements and financial account records to designated accountant, no later than one (1) month after Fiscal Year ends.
- h. Exercise all duties incident to the office of Treasurer.

5. The FINANCIAL SECRETARY shall:

- a. Act as an aide to the Treasurer.
- b. Maintain the records of payments due, payments collected and student's credits.
- c. Cause to be deposited all funds collected in the Organization's designated bank.

ARTICLE IX: REMOVAL FROM OFFICE

1. A member of the Executive Committee may be removed from office by a majority vote of the Executive Committee, upon being served written notice of the action.
2. Any elected officer so removed may, by submitting a written request to the Executive Committee within two (2) weeks after being served notice, appeal the decision of the Executive Committee in a hearing before the membership.

3. The Executive Committee shall hold an appeal before the membership at a meeting within two (2) weeks after being served the request for an appeal.

ARTICLE X: STUDENT LIAISON

1. The Student Liaison is the official voice of the band students and will be the communication link between the students and the officers of the Organization. The Student Liaison is the Band President appointed by the band Director.

ARTICLE XI: FISCAL RESPONSIBILITY

1. Any major financial decisions which would constitute a loan shall be voted on at a meeting of the membership after being given two (2) weeks' notice by mail.
2. All voting members of the Executive Committee shall be required to sign any and all legal contracts that involve incurring debt.
3. Any disbursements of monies of the Organization by any person(s) issuing checks or vouchers shall meet one (1) of the following criteria:
 - a. Be a legal requirement of a government agency.
 - b. Be an expenditure authorized by an approved budget.
 - c. Be approved by vote of the Executive Committee or the membership.
 - d. Be approved by the President as a miscellaneous or emergency expenditure in an amount up to but not exceeding \$200.00.
4. In addition to meeting a criteria (above), the Treasurer must confirm that funds are available for the purpose intended prior to issuance of a check or voucher.
5. Deposits cannot be held by any Officer more than five (5) business days.
6. The fiscal year of the corporation covers 12 months, beginning on June 1 and ending on May 31 of the following year.
7. On an annual basis, all financial records will be submitted to a Certified Public Accountant (CPA). The CPA will prepare a Federal Tax 990 Form by July 31 of each year.
8. On an annual basis, NORTH COBB BAND BOOSTERS, INC. shall submit IRS Form 990 to the Board of Directors at least ten (10) days prior to it being filed with the IRS. This form shall be submitted to each member of the Board of Directors via hard copy or e-mail.
9. All IRS 990 Tax Forms will be submitted electronically when possible. Alternatively, any mailed tax forms will be sent registered mail with return receipt requested. All return receipts, electronic or in paper form, will be maintained as a supplemental record attached to a copy of each tax form filed with the IRS.

ARTICLE XII: COMMITTEES

1. **OPERATING COMMITTEES.** The Executive Committee shall appoint all temporary or permanent committees for day-to-day operation of the Organization and their chairpersons.
2. **BYLAW COMMITTEE**

- a. The Executive Committee may appoint a committee of five (5) persons from the membership other than the Executive Committee to review, evaluate, and present to the Executive Committee any modifications and/or amendments to these Bylaws.
- b. The Executive Committee shall follow exact procedures of presentation and voting as defined herein for any and all changes to these Bylaws.

3. STEERING COMMITTEE

- a. The Executive Committee shall appoint a Steering Committee of twelve (12) adult members currently having students in the North Cobb High School Band Program.
- b. Members shall serve a term of two (2) years, with one-half of said committee being appointed annually. Members may only serve one consecutive term on the Steering Committee.
- c. The Steering Committee shall meet in January and May and report to the February and June membership meetings respectively.
- d. The Steering Committee shall provide continuity, direction, and suggestions and ideas for the betterment and future successes of the North Cobb Band Boosters, Inc.

ARTICLE XIII: CONFLICT OF INTEREST

1. STATEMENT OF POLICY

- a. A possible conflict of interest exists when an Executive Committee Member has a material personal interest, either direct or indirect, in a proposed transaction involving this organization. When an Executive Committee Member has an interest in a transaction being considered by the organization, he or she should disclose that conflict before the Executive Committee or Committee takes action on the matter. Any Executive Committee Member having a conflict of interest will not vote or use his or her personal influence on the matter and will not be present when the matter is discussed by the Executive Committee. The minutes of the meeting will reflect that a disclosure was made and the abstention from voting.
- b. This policy also will apply to immediate family members, the organization's committees, and its volunteers. Band directors, committee members, staff members, volunteers, and the Executive Committee, will be notified of this policy annually. North Cobb Band Booster members shall adhere to this policy and provide information concerning any possible conflict of interest so that disclosure, if necessary, is made.
- c. Staff members and their immediate families will not benefit materially from the organization beyond receipt of salaries, fringe benefits, and reimbursement for authorized expenses.

2. DEFINITION OF MATERIAL PERSONAL INTEREST

- a. A material personal interest is:
 - I. an ownership or investment interest in any entity with which this organization has a transaction or arrangement;
 - II. a compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 - III. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.
 - IV. Compensation includes direct and indirect remuneration as well as gifts, favors, and non-financial benefits that are not insubstantial.

ARTICLE XIV:

CONFIDENTIALITY FOR EMPLOYEES, VOLUNTEERS AND BOARD MEMBERS

1. Respecting the privacy of our clients, donors, members, staff, volunteers and of the North Cobb Band Boosters, Inc. itself is a basic value of North Cobb Band Boosters, Inc. Personal and financial information is confidential and must not be disclosed or discussed with anyone without permission or authorization from the Executive Committee. Care shall also be taken to ensure that unauthorized individuals do not overhear any discussion of confidential information and that documents containing confidential information are not left in the open or inadvertently shared.
2. Employees, volunteers and executive committee members of North Cobb Band Boosters, Inc. may be exposed to information which is confidential and/or privileged and proprietary in nature. It is the policy of North Cobb Band Boosters, Inc. that such information must be kept confidential both during and after employment or volunteer service. Staff and volunteers, including board members, are expected to return materials containing privileged or confidential information at the time of separation from employment or expiration of service.
3. Unauthorized disclosure of confidential or privileged information is a serious violation of this policy and will subject the person(s) who made the unauthorized disclosure to appropriate discipline, including removal/dismissal.

ARTICLE XX: RECORD RETENTION

1. General Guidelines
 - a. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be

eliminated from the files on a regular basis following the guidelines noted below.

- b. Detailed financial reports from accounting software should be stored as digital copies each year. The general ledger, detailed general ledger, accounts receivable aging, the detailed accounts receivable aging detail, accounts payable aging and accounts payable aging detail, balance sheet and income statement should be stored after the bank reconciliation is done for May 31 each year.

2. Document Retention Schedule

<u>Document Type</u>	<u>Retention Period</u>
Accounting and Finance	
Annual Financial Statements and Audit Reports	7 Years
Bank Statements, Reconciliation & Deposit Slips	7 Years
Business Expense Reports	3 Years
Canceled Checks	3 Years
Credit Card Receipts	3 Years
General Ledger	Permanent
Corporate and Exemptions	
Articles of Incorporation and Amendments	Permanent
Bylaws and Amendments	Permanent
IRS Exemption Determination Letter	Permanent
Electronically Stored Documents or Hard Copy	
Electronically stored documents (e.g., in pdf, text or other electronic format) comprising or relating to a particular document otherwise addressed in this Schedule should be retained for the same period as the document which they comprise or to which they relate, but may be retained in hard copy form (unless the electronic aspect is of significance).	
E-mails considered important to the organization or of lasting significance should be printed and stored in a central repository.	Permanent, subject to review
E-mails not included in either of the above categories	12 months
Legal	
Legal correspondence	Permanent

Tax

Tax exemption documents & correspondence	Permanent
IRS Rulings	Permanent
Annual information returns – federal & state	Permanent
Tax returns	Permanent

ARTICLE XXI: AMENDMENTS

- I. The North Cobb Band Boosters, Inc. Bylaws may be amended by members' vote at any regular meeting of the Organization where a quorum is present provided that written notice of the proposed amendments shall have been given to the membership at least thirty (30) days prior to said meeting.