

CONSTITUTION AND BYLAWS
OF
PEPPERELL BAND BOOSTERS ORGANIZATION, INC.

ARTICLE I

NAME OF ORGANIZATION

The name of the organization shall be PEPPERELL BAND BOOSTERS ORGANIZATION, INC. (hereinafter referred to as "band boosters", "the corporation"). The place in this state where the principal office of the Corporation is to be located is: PEPPERELL HIGH SCHOOL; 3 DRAGON DRIVE; LINDALE, GEORGIA 30147. The county of the registered office is FLOYD COUNTY. The mailing address of the corporation's principal office is: P.O. BOX 117; LINDALE, GEORGIA 30147.

ARTICLE II

STATEMENT OF PURPOSE

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code. Said Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

PURPOSE: To establish a booster organization and maintain a membership to support and promote the Pepperell High School Band.

MISSION: The Pepperell Band Boosters is established to support and promote the Pepperell High School Band (Lindale, GA), which includes all auxiliary units and other organizations that falls under the Pepperell High School Band program (Lindale, GA). The organization is guided by a core principle: engaging supporters to help support and promote the education and associated activities of the Pepperell High School Band (Lindale, GA) through effective fundraising, logistical support, and positive encouragement.

ARTICLE III

POLICIES

The corporation, as a group or any individual representative, shall abide by all published guidelines, rules, and policies set forth by the Floyd County Board of Education, State Board of Education, Georgia High School Association, and all local, state, and federal laws.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including

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the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation 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 the 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 the corresponding section of any future federal tax code.

ARTICLE IV

MEMBERSHIP

Membership shall be open to any and all who are interested in the support and progress of the Pepperell High School Band. Parents or legal guardians of active band members shall be voting members. Each parent or guardian shall have one vote when personally in attendance at a regularly scheduled band boosters meeting. Other interested persons shall be non-voting members. Dues, if applicable, shall be decided upon by the Executive Board and approved by the membership.

ARTICLE V

EXECUTIVE BOARD

The affairs of the band boosters shall be controlled and administered in accordance with these bylaws by an Executive Board (the "Board of Directors" or the "Board") which shall be composed of no less than three (3) and no more than ten (10) members.

SECTION 1. OFFICERS The officers of the Pepperell Band Boosters shall consist of the following elected offices and appointed officers (hereinafter referred to as "Elected Officers", "Officers" or "Offices"): a President, a Vice-President, a Secretary and a Treasurer. Any two officers, except President and Treasurer, may be held by the same person. Each office may be held by a couple or by an individual and each office has one single vote.

SECTION 2. EX OFFICIO OFFICERS The Pepperell High School principal or his/her designated representative and the Pepperell High School Band Director(s) shall serve as non-voting members of the Executive Board.

SECTION 3. ELGIBILITY Adults selected for elected offices and appointed officers must be a parent and /or guardian of a minimum of one participating band student, be a member of the band boosters, and be in good standing with the Pepperell school district and its community.

SECTION 4. TERM OF OFFICE Each term of office shall be for one (1) fiscal year. No elected officer shall serve in the same capacity in office for more than two (2) consecutive terms. An exception will be allowed if the nominating committee or membership is unable to nominate and elect a willing nominee to replace an Executive Board member.

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SECTION 5. COMPENSATION The Executive Board shall serve without compensation.

ARTICLE VI

DUTIES OF OFFICERS

SECTION 1. THE PRESIDENT:

1. Shall preside at all meetings of the band boosters and of the Executive Board.
2. Shall personally represent the band boosters or appoint a delegate where representation is deemed advisable.
3. Shall appoint committees and committee chairpersons.
4. Shall effect compliance with the rules, regulations, and policies of the Floyd County Board of Education and Pepperell High School.

SECTION 2. THE VICE PRESIDENT:

1. Shall have such powers and perform such duties as may be delegated to him/her by the President.
2. In the absence or disability of the President, he/she shall perform the duties and exercise the powers on the President.

SECTION 3. THE SECRETARY:

1. Shall keep the minutes of all meetings of the Executive Board and all meetings of the membership.
2. Shall keep such other records as directed by Executive Board.
3. Shall perform all the duties usually incident to the office of Secretary, subject to the control of the Executive Board.

SECTION 4. THE TREASURER:

1. Shall keep an accurate record of all monetary collections and disbursements of the band boosters, collect dues, pay bills on approval of the Executive Board., and have custody of all funds and property of the band boosters.
2. Shall have the authority to approve purchases and /or disbursements of band booster funds in accordance with the guidelines as set forth in these by-laws.
3. Shall perform all the duties usually incident to the office of the Treasurer, subject to the control of the Executive Board.
4. Shall be bonded as prescribed by the Executive Board.

ARTICLE VII

ELECTIONS AND VACANCIES

SECTION 1. ELECTIONS

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1. Nominations will be taken from the floor at the April general meeting, provided the consent of the nominee has been obtained.
2. Those seeking nominations must have the endorsement of the Pepperell High School Band Director(s).
3. Before the acceptance of a nominees, each candidate will have read and understood the duties required of their position, the bylaws of the band boosters and will be a member in good standing with the band boosters.
4. The officers shall be elected at the May general meeting through an open vote of the membership.
5. All materials, documentation, records, receipts, and any other supporting documentation in the possession of any past officer will be transferred and delivered to the newly elected officer(s) at the May meeting or earlier, if desired. The newly elected officer(s) will assume their positions and duties June 1.

SECTION 2. REMOVAL FROM OFFICE Each officer may resign at any time and/or may be removed, with or without cause, by a two-thirds vote of the remaining Executive Board. A replacement may be appointed by the remaining Executive Board. An officer shall be considered incapacitated if for any reason he shall be unable to fulfill their duties of his elected office and the remaining officers shall have declared such officer incapable of service by a two-thirds vote of the remaining Executive Board. "Cause" shall mean (a) conviction of a felony; (b) knowing participation in transactions or activities which could jeopardize the band members or band boosters; (c) theft, embezzlement or commingling of the funds of the band boosters with the funds of any such person; (d) failure to fulfill their duties of their elected office or in some way not in good standing with the band or the school.

SECTION 3. VACANCIES A vacancy occurring during an elected office term shall be filled by the remaining Executive Board, providing consent of the individual selected has been obtained. The individual shall serve until the expiration of the term of the officer whose place had become vacant.

ARTICLE VIII

MEETINGS

SECTION 1: Meetings may be scheduled as approved by the Executive Board, but may be cancelled or rescheduled at the discretion of the Executive Board or the President in which case it shall be the responsibility of one or more members of the Executive Board to notify the membership.

SECTION 2: A simple majority of the Executive Board, of which one must be a President or a Vice-President, and a Band Director shall constitute a majority for the transaction of business at meetings.

SECTION 3: Members present shall constitute a quorum for the transaction of business at meetings.

SECTION 4: General Membership Meetings may be held monthly from August through May at a place, date and time that shall be fixed by the President.

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SECTION 5: Meetings of the Executive Board may be held monthly from August through May at a place, date and time that shall be fixed by the President.

SECTION 6: Meetings of all committees shall be held as necessary for performance of the duties of each committee.

SECTION 7: A majority vote of the members of each committee present at a regularly called meeting shall be sufficient for transactions of business recognizing that all committee actions are subject to review by the Executive Board.

SECTION 8. ITEMS OF BUSINESS The items of business at all regular meetings shall be as follow:

- Attendance sheet sign-in
- Reading and approval of Secretary's report including the minutes of preceding meeting
- Reading and approval of the Treasurer's report
- Reports of the President and Vice-President
- Reports of the Band Director(s)
- Committee reports
- Old and unfished business
- New business
- Good and welfare
- Adjournment

SECTION 5. PARLIAMENTARY AUTHORITY "Robert's Rules of Order Revised" shall be the authority on all questions of procedure not specifically stated in the Constitution and Bylaws.

ARTICLE IX

COMMITTEES

The Executive Board shall appoint and organize any committees as appropriate or necessary to carry out the functions and purposes of the band boosters. The Chairperson of each committee shall be appointed by the Executive Board and the Executive Board retains the right and final authority to determine the subject matter of programs and activities of each committee. All ex-officio officers may serve as an ex-officio member on any committee.

ARTICLE X

FINANCIAL

FISCAL YEAR The fiscal year of the corporation shall begin June first and end May thirty-first.

BUDGET A proposed budget shall be presented by the Executive Board at the end of each fiscal year at the monthly Executive Board meeting and approved at the first general meeting of each fiscal year.

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TRANSACTIONS Funds are to be deposited in a bank approved by the Executive Board and may be withdrawn on the signature of the President, Vice-President or Treasurer. There shall be no pre-signing of blank checks. The Executive Board shall be accountable for the disbursement of all funds.

EXPENDITURE LIMITS

1. Expenditures of up to \$100 may be made if approved by the President or Treasurer or Band Director and President or Treasurer.
2. Expenditures of \$100.01 to \$600.00 must have approval of at least two of the following: President, Vice-President, Secretary, and Treasurer.
3. Expenditures of \$600.01 to \$2500.00 must have the approval of a majority of the Executive Board.
4. Expenditures of over \$2500.00 must be approved by at least a majority vote of the Executive Board and two-thirds majority vote of the membership of a regularly scheduled Band Boosters meeting.
5. Expenditures of over \$2500.00 must have the signatures of both the Treasurer and the President on the check.
6. Expenditures of rollover money (money collected for a specific reason) may be made at any time.

TREASURER REPORT The Executive Board shall, through the office of the treasurer, make available monthly and annual financial summaries regarding all transactions including payments, receipts, and deposits. There will be a monthly bank reconciliation (re-balancing of the checkbook) performed by an organization officer other than that officer (usually the Treasurer) normally responsible for banking functions.

ANNUAL AUDIT The Executive Board shall conduct an annual audit of financial records through the commission of an unrelated entity such as CPA or financial consultant for the purposes of making suggestions regarding operations and procedures.

ARTICLE XI

AMENDMENTS

These bylaws govern the affairs of the PEPPERELL BAND BOOSTERS ORGANIZATION, INC. (the "Corporation"), a nonprofit corporation organized under the Georgia Nonprofit Corporation Code and are set forth in the Articles of Incorporation filed with the Secretary of State of Georgia, as the same may from time to time be amended. These bylaws are subject to the provisions of the Articles of Incorporation.

SECTION 1. The bylaws of the corporation may be amended by a majority of the membership in good standing who are present at any regular meeting of the membership, provided that the amendment has been submitted in writing to the Executive Board prior to the first reading by the full membership.

SECTION 2. Upon amendment of the existing bylaws of the corporation, it shall be the duty of the secretary to ensure that a complete copy of the active bylaws is available via the corporation's website.

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ARTICLE XII
DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted: September 4, 2018