

BYLAWS
of
ALPHARETTA BAND BOOSTER ASSOCIATION, INC.
A Georgia Non-Profit Corporation

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BYLAWS OF ALPHARETTA BAND BOOSTER ASSOCIATION, INC.

ARTICLE I - NAME AND LOCATION

- 1.1 Name. The name of the corporation is Alpharetta Band Booster Association, Inc. and may also be referred to in these Bylaws as "ABBA" or "the Corporation".
- 1.2 Location.
- a. Mailing Address. A post office box shall be maintained at a United States Post Office by the current "Executive Board" [as described in Article IV (Executive Board/Officers), Section 4.1 (Composition) of these Bylaws]] in the name of the Corporation. This post office box address shall be the mailing address of the Corporation. Mail shall be received at the post office box on a regular schedule by the President of the Booster Club or an Executive Board member designated by the President
 - b. Business Address. The principal office address required by the Georgia Nonprofit Corporation Code shall be the business address for the Corporation. If the Executive Board acts to change the business address, the Executive Board shall immediately notify all Club members. See Article IV (Executive Board/Officers), Section 4.7 (Office) of these Bylaws.

ARTICLE II - PURPOSE

Alpharetta Band Booster Association, Inc. shall be operated exclusively for the support of musical education, and as such, will support the following objectives:

- To promote a strong advocacy among, students, the band director, and the administration of Alpharetta High School (AHS) and the Fulton County Public Schools.
- To assist the director in obtaining and maintaining facilities, equipment, voluntary staffing, and resources for the band program
- To help foster a deeper interest in music among the students, parents, school, and community.
- To encourage a positive working relationship between the band program, parents, school, and community.
- To support the concert and marching band programs (hereafter called Band) of Alpharetta High School in all matters pertinent thereto, subject to the policy of the Fulton County Public Schools and the ethics standards established by the State of Georgia regarding booster organizations.
- To conduct all 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 Alpharetta Band Booster Association, Inc. as a tax-exempt entity under the Internal Revenue Code.

ARTICLE III - MEMBERSHIP

- 3.1 Qualification. Membership in ABBA shall be open to all parents or guardians of participants, and to other individuals interested in the purpose of ABBA, as stated in Article II (Purpose) of these Bylaws, and who are willing to take an active part as a volunteer. Current band students and the band director(s) are members in a non-voting capacity. Membership in ABBA shall not be transferable.
- 3.2 Privileges. Membership dues, if any, must be paid in full in order to be considered a member in good standing. Members in good standing are eligible to:
- a. Vote. Each member shall be entitled to one vote. Voting by written proxy is not prohibited.
 - b. Hold office. Each officer or committee chairperson must be a member in good standing.
 - c. Inspect and copy records of ABBA. A member's right to inspect and copy records of ABBA is governed by O.C.G.A. § 14-3-1601 *et seq.*, or its successor. (Refer to ABBA's Document Retention Policy)
Exception: Any member who has received any direct financial benefit as a result of any decision of the membership of ABBA shall not vote on such a matter. Direct, as used herein, means receives any monetary consideration as a result of the decision of ABBA's membership.
 - d. School/County Faculty and Administration. The Band Director(s) are not entitled to vote or hold office. Members of the faculty or administration of either Alpharetta High School or Fulton County School Administration are similarly prohibited with the exception of those that have students who are active members of either the marching band, color guard and/or concert band and are members in good standing.
- 3.3 Dues.
- a. Annual Dues. Dues, if any, will be collected annually at or before the first General Meeting as described in Article VII (Membership Meetings), Section 7.1 (General Meetings) The Executive Committee shall determine Membership dues, if any, annually, subject to modification by a majority vote of the Members at a duly called meeting at which a quorum is present.
 - b. Waiver of Dues. The Executive Board may waive dues, if any, on a case by case basis upon request.
- 3.4 Revocation or Termination of Membership.
- a. Behavior. Abusive, profane, or violent behavior or language by any member of ABBA at any Band function may result in suspension or expulsion of membership by the Executive Board. No alcoholic beverages or other intoxicating substances may be consumed by members of ABBA who are actively engaged as chaperones, supervising students or other team functions. An exception is alcoholic beverages are allowed for ABBA sponsored social functions that are conducted off of school property but this does not relieve members of the responsibility to adhere to all other behavioral standards when in the conduct of or participating in school or ABBA sponsored activities.
 - b. Non-Payment of Dues. A person's membership may be suspended or terminated for nonpayment of dues, if any, as provided in Article III (Membership), Section 3.3 (Dues), subject to subparagraph b. (Waiver of Dues).

ARTICLE IV- EXECUTIVE BOARD/OFFICERS

4.1 Composition.

- a. Officers. ABBA shall be represented by an Executive Committee (hereinafter referred to as "Executive Board" or "Board") composed of the elected officers listed in Article IV (Executive Board/Officers,) Section 4.4 (Officers and Officers' Responsibilities) and the chairpersons of the standing committees listed in Article V (Committees), Section 5.1 (Standing Committees) below.
- b. Ex-Officio Members. In addition to the school sponsor of ABBA, the Executive Board may elect and appoint any number of members to serve as ex-officio members of the Executive Board who shall serve in an advisory capacity, but shall have no voting rights.

4.2 Election and Tenure

a. Election of Officers.

- (1) At the Spring meeting, a nominating committee of not fewer than three members shall be selected from the General Membership by the Executive Committee and approved by the general Membership to present a slate of officers at the April meeting. Nominations may also be made from the floor at the April meeting.
- (2) Officers of the Boosters shall be elected at the regular May meeting and shall assume their duties at the beginning of the next fiscal year.

b. Tenure.

- (1) Officers shall be elected for a term of one (1) year. The term of office shall coincide with the fiscal year of the Corporation [See Article VI (Fiscal Policies), Section 6.1 (Fiscal Year)].
- (2) No member shall hold more than one office at a time.
- (3) No member shall serve more than two consecutive terms in the same office and no person shall serve more than four consecutive years as a member of the Board. An exception to this rule will be allowed if the nominating committee or Membership is unable to nominate and elect a willing nominee to replace an Executive Board member. An additional exception is that the chair of the Uniform Committee will be permitted to serve up to, but no more than 4 consecutive terms in this role and may serve no more than 4 consecutive years as a member of the Executive Board.

c. Chairpersons.

- (1) Chairpersons of committees for which the entitlement to vote as a member of the Executive Board is afforded may not be appointed.
- (2) All such chairpersons must be elected or confirmed by the general membership after notice of the opening and opportunity for nominations has been given.
- (3) Vacancies at the beginning of each year shall be filled in like manner as nominations and elections of officers.

4.3 Attendance/Removal/Resignation/Vacancies.

- a. Attendance. All Executive Board members are expected to attend all Board and Club meetings on a regular basis and must receive Board approval to miss more than three (3) meetings in succession. Any officer or committee chairperson who has failed to attend three consecutive scheduled meetings of the board for any reason other than illness of such member or immediate family shall be subject to removal by a majority vote of the Board. The President shall notify the Board in writing when any such member has failed to attend three consecutive scheduled board meetings.

- b. Removal By Request. Any request for removal of a Board member must be presented in writing to the President. The President shall include the request in the agenda of the next General Meeting and allow the member to present his request to the general membership. The Board member shall be allowed time to present rebuttal to the request for removal. The request must be approved by a two-thirds vote of the members of ABBA present and voting. Any and all of the Board members may be removed with or without cause.
- c. Resignation. A Board member may resign at any time by giving written notice to the Executive Board, the President or the Secretary of ABBA. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such Board member as specified above and the acceptance of the resignation shall not be necessary to make it 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 the next regular election of officers.
- d. Vacancies. In the event that an Executive Board member is unable to complete term, the nominating committee shall present one or more candidates for the vacancy at the first general meeting following the vacancy. Additional nominations may be made from the floor. The Members present at such meeting shall vote on the person to fill such vacancy. This elected officer shall assume the duties of the office for the remainder of this term.

4.4 Officers and Officers' Responsibilities. The elected officers of ABBA shall consist of the President, Co-President (if elected), one or more Vice-Presidents, a Recording Secretary, and a Treasurer. All officers shall serve without bond. Subsequent references to "President" will apply to Co-Presidents if elected. Each officer shall maintain a document of their responsibilities and activities to share with subsequent officers. Such documents should be stored on the Band website.

- a. President. The President shall prepare the agenda and preside over all business meetings of the Executive Board and Membership Meetings. The President shall put all motions, when seconded, to a vote at any meeting of the General membership or of the Executive Committee, as applicable.

The President shall coordinate Executive Committee meetings at least four times during the year and any additional, special meetings as needed. If the President refuses or is unable to do so, a Vice President shall coordinate such meeting.

The President shall maintain communication with the Band Director(s) and the Executive Committee of the organization throughout his/her term.

The President shall be an ex-officio member of all committees formed by ABBA except the nominating committee; however, the President shall not be entitled to vote at any such committee meeting unless he is also a member of such committee irrespective of his capacity as President.

The President or the Executive Board shall create any special committees deemed necessary to fulfill the objectives of ABBA provided however, only the chairpersons of the committees listed in Article V (Committees), Section 5.1 (Standing Committees) below shall be entitled to a vote on the Executive Committee by virtue of such positions.

The President shall enforce a strict observance of the Bylaws of ABBA.

The President shall work with the Treasurer to prepare a proposed budget as described in Article IV (Executive Board/Officers), Section 4.6.b (Budget) below.

The President shall have the authority to sign checks, subject to the provisions of Article VI (Fiscal Policies) below.

- b. Vice-President. The Vice-President shall assist the President and perform duties of the President in his absence and, in case of death or resignation, shall fill the un-expired term. In the event of Co-Presidents, the Co-President will perform duties of the President in his absence and, in case of death or resignation, shall fill the un-expired term. In the event of multiple vice-presidents, the Executive Board shall vote on and appoint one as the President-assist for the purpose of performing duties of the President in his absence and in case of death or resignation. If more than one Vice-President is deemed necessary, the creation of the position must be approved by the Executive Board and the general membership in the same manner as bylaw changes are made. Filling the position must follow guidelines for filling vacancies set forth in Article IV (Executive Board/Officers), Section 4.3.d. (Vacancies) above. The Vice President shall also be responsible for any other duties agreed upon by the Executive Board.
- c. Recording Secretary. The Recording Secretary shall keep the minutes of all Executive Board and general Membership meetings. The minutes can be obtained through a written request to the Secretary. The Recording Secretary shall be responsible for any other duties agreed upon by the Executive Board.
- d. Treasurer. The Treasurer shall work with the President to prepare a proposed budget as described Article IV (Executive Board/Officers), Section 4.6.b (Budget) below. The Treasurer shall be responsible for the maintenance of ABBA's general fund. The Treasurer shall be responsible for collecting all money, writing checks, issuing receipts, and depositing funds in ABBA's account. The Treasurer shall keep a ledger, make a written report to the membership at each meeting, and make disbursements upon the approval of the Executive Board or upon the vote of the general Membership of ABBA.

The Treasurer must maintain all appropriate accounting records and file all required tax returns in order to comply with the requirements of law and, if applicable, retain the exempt tax status of the Corporation.

The Executive Committee shall appoint at least one assistant Treasurer. The intent of this role is to train a successor for the Treasurer position.

- 4.5 Authority. The business and affairs of ABBA shall be managed by the Executive Board, in all cases acting as a unit, subject to modification or direction by a majority vote of the Members at a duly called meeting at which a quorum is present. The Board shall be vested with the responsibilities of the day-to-day implementation of policies set forth by the members. The Board may recommend to ABBA membership such rules and regulations for the conduct of meetings and the management of the Corporation, as they deem proper, consistent with these Bylaws and the laws of the State of Georgia. The Board shall have the power to act in the place of ABBA membership on matters on an emergency basis that require immediate action, as provided by Article VIII (Corporate Powers), Section 8.3 (Emergency Powers) of these Bylaws.

4.6 Expenditures/Budget.

a. Expenditures.

- (1) The Treasurer shall have authority to approve all expenditures of ABBA that are included in the budget including contractual obligations, and items not in the budget of up to \$500 individually and up to \$1000 in the aggregate.
- (2) All non-budgeted expenditures in excess of \$500 individually and \$1000 in the aggregate up to and including \$5000 must be approved by the Booster Officers. The general Membership of the Boosters shall approve any non-budget expenditure by the Boosters or band director in excess of \$5,000 in the aggregate.

- (3) Authorization for non-budget expenditures requiring general Membership approval must be recommended by the Executive Committee in the form of a motion for approval by the membership of the Boosters before the expense is incurred.
- (4) ABBA can never operate or undertake an initiative that would cause a financial deficit.

b. Budget.

- (1) The President and Treasurer shall prepare a proposed budget (in consultation with the Executive Board) to be presented for approval of the Executive Board and the general Membership on an annual basis at a properly announced Membership meeting by the end of September.
- (2) The budget shall be reviewed and category (or line item) real locations approved in the monthly Executive Committee meetings.

4.7 Office. The Corporation shall maintain an office in such place as may from time to time be designated by the Executive Board. The Executive Board shall have the power to provide for the conduct of such office by the secretary to the President of ABBA and such assistants as may from time to time be provided. Such office personnel need not be members of ABBA.

4.8 Meetings of the Executive Board.

- a. Regular Meetings. The Executive Board shall meet as needed to carry out the duties and responsibilities imposed by the Articles of Incorporation and these Bylaws. Executive Board meetings shall be held prior to each general meeting of the entire Membership. All meetings of the Executive Board shall generally be held at Alpharetta High School, subject to special circumstances.
- b. Special Meetings. The President of ABBA may call special meetings of the Executive Board. Any three (3) members of the Executive Board may, by a joint action, request that the President call a special meeting for some specific purpose and it shall be mandatory for the President to call such meetings.
- c. Quorum. No action may be taken at any meeting of the Executive Board unless a quorum is present. A quorum of the Executive Board shall consist of 50% of the Officers identified in Article IV (Executive Board/Officers), Section 4.4 (Officers and Officers' Responsibilities) above plus one-fourth (1/4) of the standing committee chairpersons Identified in Article V (Committees), Section 5.1 (Standing Committees) below.
- d. Presumption of Assent. An Executive Board member of the Corporation who is present at a meeting of the Executive Board at which action on any Corporation matter is taken, shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereto , or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to an Executive Board member who voted in favor of such action.

4.9 Reports. The Executive Board shall report at least twice each year to the membership, advising the membership fully of its activities and its financial status.

ARTICLE V - COMMITTEES

5.1 Types of Committees. There shall be two types of committees, Standing and Special.

- a. Standing Committees. Standing Committees are those that handle the established, necessary function of ABBA Each standing committee will have a chairperson. Chairpersons of each standing committee serve on Executive Board and are allowed one vote. If necessary as deemed by the Executive Board and approved by general membership, an ABBA member can chair more than one committee; but shall only have one vote on the Executive Committee regardless of number of committees chaired. Committee Chairpersons may establish and appoint chairs for subcommittees with the approval of the Executive Board.
- (1)**Ways and Means (fundraising) Committee.** This Committee shall be responsible for coordinating all fundraising activities.
 - (2)**Volunteer Coordinator (non-fundraising)** . This committee shall be responsible for obtaining an adequate number of adult chaperones for any activity away from the school grounds and for coordinating logistics and staffing events. As a standard there should be at least 1 chaperone per 10 students. The Chairperson shall be responsible for ensuring the first aid kit and keep on file a notarized medical form and liability waiver for each band student. This committee shall be responsible for all matters pertaining to the loading, unloading, setting-up and transportation of the band equipment. They will provide operators for all trucks used, and be responsible for all equipment needed to move the band locally or outside of the city of Alpharetta.
 - (3) **Communications Committee.** This committee provides the tools necessary to establish and maintain communications for the Booster organization. It will consist of at least 3 individuals with the following titles: Communications Liaison, Webmaster, and Registrar. The Communications Liaison is responsible for coordinating all communications with the membership and the community including regular band newsletters and other relevant updates on events and happenings to our membership. In addition, the Community Liaison works closely with local papers and other media outlets to disseminate information relevant to the community as a whole. The Webmaster is responsible for maintaining the Website and other social media outlets of the band or ABBA – this person operates and modifies the website for use by the band executive committee and the band director(s). The website provides the backbone for all band communications to the students and parents. The Registrar maintains the band roster with phone numbers, addresses and email addresses and coordinates the registration of new students in the spring for the following school year. Each of these three members is entitled to voting rights on the executive committee. If necessary, a new student coordinator can be appointed for the special communication needs of the incoming band students. This role can either be filled from within this committee or be assigned to any member of ABBA.
 - (4) **External Liaison Committee.** This committee will be the Boosters liaison to AHSMA, the city of Alpharetta, AHS Foundation and other external entities as deemed by the Executive Committee as critical. They will ensure we are represented at all meetings such as those at Alpharetta City Hall that pertain to fund raising events such as the Dannon 10K Marathons and the Taste of Alpharetta. This committee will report back to the Executive Committee after these meetings. This committee will also keep abreast of any new fund raising initiatives being developed by the Alpharetta City Council.
 - (5) **Uniform Committee.** The Uniform Committee shall be responsible for fitting/assigning a uniform and accessories to each band student The Committee will be responsible for managing and maintaining the uniform inventory, maintaining a list of assigned uniforms and for ensuring uniforms as returned as appropriate. They will also make arrangements for uniform dry cleaning after marching season and as otherwise needed. The chairperson of the Uniform Committee serves on the Executive Board and is entitled to full voting rights. In addition, the individual assuming this role may serve up to, but no more than 4 consecutive terms in this role and no more than 4 consecutive terms on the Executive Board

- (6) **Internal Liaison Committee:** The Internal Liaison Committee will consist of two roles – Concert Band Liaison and Guard Band Liaison. Each will be members of the Executive Board with full voting rights. This committee is designed to act as the direct link to represent the unique needs of parents and their students who participate in Concert Band (but not Marching Band) and Color Guard. The individuals nominated as Concert Band Liaison may have students in either Color Guard or Concert Band but not Marching Band. If the status of the individual in this role changes such that their student does choose to participate in marching band, that individual will need to resign from the board and a replacement nominated from membership unless the Executive Board specifically chooses to waive this requirement on a case by case basis.
- b. Special Committees. Special Committees are those appointed to handle subjects and activities that are not part of the regular necessary functions of ABBA. The Executive Board, shall appoint these special committees, as necessary; however, the chairpersons of special committees shall not serve as members of the Executive Board.
- c. Band Students. Nothing in these Bylaws shall prohibit student band members from serving on a committee (other than as chairperson) where appropriate and where their input is desired.

ARTICLE VI - FISCAL POLICIES

- 6.1 Fiscal Year. The fiscal year of ABBA shall begin July 1 and end June 30 of the following year.
- 6.2 Contracts. The 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.
- 6.3 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless approved by ABBA's general membership and authorized by a resolution of the Board. Such authority will be confined to specific instances.
- 6.4 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by either the President or Treasurer of the Corporation listed on the signature card maintained by the bank. No two Officers who sign on behalf of the organization shall reside in the same residence. The Board will designate officers to be added to the Corporation's bank signature card for this purpose and for accessing information on the bank account(s). All check signers shall be bonded. Any disbursement of funds shall be by check, not cash or debit card, in order to maintain an audit trail.
- 6.5 Deposits. All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.
- 6.6 Budget.
- a. Budget Development. A budget shall be developed annually by the President and the Treasurer, with input from the other members of the Executive Board and/or any other source solicited by the Executive Board. Once approved by the Executive Board, the budget shall be presented to the membership of ABBA for ratification
- b. Budget Ratified. The budget must be ratified by a quorum present at a general meeting of ABBA.
- c. Budget Changes. The Executive Board shall recommend such 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.

- 6.7 Out of Pocket Expenses. Only Officers, as listed in Article IV (Executive Board/Officers) Section 4.4 (Officers and Officer's Responsibilities) of these Bylaws have the authority to pre-purchase items "out-of-pocket" and obtain reimbursement for the expenditure. This option should be reserved for emergency expenditures only at times when a written check request to the Treasurer is not available prior to the need for the purchase. General membership will not be reimbursed for prior out-of-pocket expenditures.
- 6.8 Treasurer's Report. A Treasurer's Report shall be presented at every Executive Board meeting and at every General Meeting.
- 6.9 Records. A copy of the Bylaws, the annual financial report, and minutes of each meeting shall be kept on file in the office of the Alpharetta High School Band Director and posted on the Band website.
- 6.10 Property. Instruments, uniforms, and all equipment purchased by the AHS Band Boosters, Inc. for use by the Alpharetta High School band program shall be classified as property of the Fulton County School System and shall be placed on the inventory.
- 6.11 Audits. The Executive Committee has the responsibility to assure that the books are audited prior to the end of the fiscal year. An audit committee of at least three persons, (at least one of which does not serve as a member of the Executive Board), shall be appointed by the Executive Board. The audit committee at the August business meeting shall present the audit report of the prior fiscal year's activities to the membership.
- 6.12 Capital Improvements. In accordance with Fulton County Public Schools' policy, any capital improvements funded by ABBA must be approved in advance. The order of approval is Head Coach, Athletic Director, Principal and Area Superintendent. Funding for any capital improvement project must be allocated and available in ABBA's budget prior to the start of such project.

ARTICLE VII - MEMBERSHIP MEETINGS

- 7.1 General Meetings. General membership meetings of ABBA shall occur at a time and place designated by the current Executive Board with notice published to the membership of record. Regular meetings of the Membership shall be held periodically during the year with a minimum of three meetings held each year. All meetings of the general membership shall generally be held at Alpharetta High School, subject to special circumstances.
- 7.2 Special Meetings. Special Meetings may be called at any time by ABBA's President, by no fewer than 30% of the Executive Committee, or no fewer than 30% of general Members.
- 7.3 Quorum. A quorum at any properly announced meeting of the general Membership shall consist of the Members present at such meeting. Voting shall be by majority vote cast in person. There shall be no proxy voting. At any meeting a majority of the Executive Board members 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.
- 7.4 Reports. A written report (minutes) of the business transacted at each General or Special Meeting shall be distributed by the Secretary at the next meeting of ABBA members.
- 7.5 Notice. Advance notice of the time and place of all General and Special Meetings shall be given to all members at least two days in advance and shall be given by posting a notice in the band room at Alpharetta High School and/or posting to the Band website, and by email to all members at the email addresses provided by the members to ABBA from time to time, and by other currently accepted means of communication (e.g.. message broadcasts). It is the responsibility of members to ensure that ABBA has their current contact information. Any member not providing current contact information shall not be entitled to any other form of notice other than the notice posted in the band room or the Band website.

- 7.6 Waiver of Notice. Attendance at or participation in a meeting waives any required notice to the time of the meeting unless such person at the beginning of the meeting, or promptly upon his arrival, objects to the holding of the meeting or transactions of business because the meeting is not lawfully convened and such person does not thereafter vote for or assent to action taken at the meeting.
- 7.7 Action Without a Meeting. Any action required or permitted by the Georgia Nonprofit Corporation Code to be taken at a members' meeting may be taken without a meeting if all the members entitled to vote on such action, sign and date one (1) or more written consents describing the action taken and the consents are delivered to the Corporation for inclusion in the minutes or filing with the corporate records.
- 7.8 Rules of Order. Robert's Rules of Order shall govern all meetings of ABBA. The President shall appoint a parliamentarian from the membership of ABBA or in the absence of such appointment, the Secretary shall serve as parliamentarian.

ARTICLE VIII - CORPORATE POWERS*

- 8.1 Duration. The Corporation shall have perpetual duration and succession in its corporate name.
- 8.2 Powers. The Corporation has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including without limitation those powers enumerated in and by Section 14-3-302 of the Georgia Nonprofit Corporation Code, Official Code of Georgia Annotated (O.C.G.A.), in effect on the date of ratification of these Bylaws, or as expanded by amendment thereafter by the Georgia General Assembly, which powers are incorporated herein by reference.
- 8.3 Emergency Powers. In addition to the powers to which reference is made in Article VIII (Corporate Powers). Section 8.2 (Powers) of these Bylaws, the Corporation's Executive Board shall have the powers in anticipation of or during an emergency enumerated in and by Section 14-3-303 of the Georgia Nonprofit Corporation Code, O.C.G.A., in effect on the date of ratification of these Bylaws, or as expanded by amendment thereafter by the Georgia General Assembly, which powers are incorporated herein by reference. An "emergency" exists for the purpose of this section if a quorum of ABBA's Executive Board cannot readily be assembled because of some catastrophic event, in accordance with O.C.G.A. § 14-3-303(d).
- 8.4 Indemnification. The Corporation shall indemnify its Officers and Executive Board for those amounts authorized by Title 14, Chapter 3, Article 8, Part 5 of the Official Code of Georgia Annotated (O.C.G.A. § 14-3-850 ff); provided, however, indemnification shall only be made upon compliance with the requirements of, and only in those circumstances in which indemnification is authorized under, those provisions.
- 8.5 Insurance. Liability insurance may be purchased by the Corporation on behalf of those persons for whom it is entitled to purchase and maintain such coverage under, and to the extent permitted by, O.C.G.A. § 14-3-857.

ARTICLE IX - COMPLIANCE WITH INTERNAL REVENUE CODE*

- 9.1 Corporation Assets. No part of the Corporation's assets or net earnings may inure to the benefit of any individual. This does not preclude the payment of reasonable amounts for goods or services provided to the Corporation.

- 9.2 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.
- 9.3 Political Activity. The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted by IRC § 501(h), nor shall it participate to any extent in any political campaign for or against any candidate for public office.
- 9.4 Section 501(c)(3). It is intended that the Corporation shall be entitled to exemption from federal income tax under IRC § 501(c)(3). Notwithstanding any other provision of these bylaws, the Corporation is organized exclusively for one or more purposes specified in IRC § 501(c)(3), and shall not carry on any activities prohibited for an organization exempt from Federal income tax under IRC § 501(c)(3) or corresponding provisions.

ARTICLE X - RESOLUTION OF DISPUTES*

Any claim, controversy or dispute arising from or relating to the Articles of Incorporation or Bylaws of the Alpharetta Band Booster Association, Inc. ("ABBA"), or the breach thereof (hereinafter "dispute" which term is to be interpreted expansively), shall be settled by mediation and, if mediation is unsuccessful, arbitration in accordance with the Rules of Procedure for Dispute Resolution (the complete text of which is available from www.WMApeace.com). The methods described in this paragraph shall be the sole remedy for any such dispute, except to enforce an arbitration decision. This paragraph is governed by the Federal Arbitration Act (9 USC §§ 1-16) (except grounds for vacatur, which shall be governed by O.C.G.A. § 9-9-13), and shall continue to govern any dispute that may arise during or relating to any term of membership in or with ABBA, even after such membership is terminated for any reason.

ARTICLE XI - INTERPRETATION AND DEFINITIONS*

- 11.1 Guiding Principles. Alpharetta Band Booster Association, Inc.'s Articles of Incorporation and Bylaws shall be construed in accordance with the laws of the State of Georgia as they pertain to nonprofit corporations, except as stated in Article X (Resolution of Disputes) of these Bylaws.
- 11.2 Headings. All paragraph headings appearing herein are intended to facilitate references to the terms and provisions hereof and are not in any manner to be deemed to affect the construction or meaning of any term or provision.
- 11.3 Use of Masculine and Singular Pronouns. Throughout these Bylaws the use of masculine pronouns (e.g., "he") includes the feminine (e.g., "her"), and the neuter (e.g., "it") where applicable. Use of singular pronouns includes the plural where applicable.

ARTICLE XII - SEAL

The seal of the Corporation (if applicable) shall be circular in form, bearing its name, the state of incorporation and the year of its incorporation. The Treasurer shall have custody of the seal and may affix it (as may any other officer if authorized by the Board) to any instrument requiring the corporate seal.

ARTICLE XIII- AMENDMENTS

These Bylaws may be amended with the approval of the Executive Board and a quorum of ABBA membership represented at a General Meeting or at a meeting called specifically for the purpose of amending the Bylaws. Proposed amendments shall be read at a general Membership meeting at which they are first presented. Any such proposed amendment shall then be carried over for a vote at the next regular meeting. Copies of the proposed amendment must be posted in a conspicuous location in the Band Room, posted on the Band website and emailed to all Members whose email addresses are on file with the Communications Committee for at least three weeks prior to the regularly scheduled meeting at which the vote on such amendment shall be taken. Amendments must be approved by a two-thirds (2/3) of the Members present to vote during the meeting specifically called for the purpose of amending the Bylaws.

ARTICLE XIV ADOPTION OF BYLAWS

- 14.01 Membership. All members of the Alpharetta Band Booster Association, Inc. at the time of adoption of these Bylaws shall remain members, unless suspended or expelled as provided in Article III (Membership), Section 3.2 (Privileges) and Section 3.4 (Revocation or Termination of Membership) of these Bylaws.
- 14.02 Officers. The officers of the Alpharetta Band Booster Association, Inc. at the time of the adoption of these Bylaws shall remain the officers of the Corporation and shall continue to serve in such offices for the terms to which they were elected.
- 14.03 Effective Date. These Bylaws shall take effect immediately upon approval by the Executive Board.

These Bylaws were ratified by Executive Board of the Alpharetta Band Booster Association, Inc. as of this
day of December 13, 2018.

President
Printed Name: William P. Matthes

Secretary
Printed Name: Gregg Plimpton
SEAL

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