

**BYLAWS
OF THE
ALLATOONA BAND BOOSTERS ASSOCIATION, INC**

ARTICLE I: INCORPORATION

SECTION 1. The corporate name of the organization is ALLATOONA BAND BOOSTERS ASSOCIATION, INC. For purpose of these Bylaws, ALLATOONA BAND BOOSTER ASSOCIATION, Inc. may be referred to as “ABBA” or the Association.

SECTION 2. The principal office and place of business of said corporation shall be 3300 Dallas-Acworth Hwy Acworth, 30101 in Cobb County, Georgia. The corporation may establish and maintain an office or offices at such other places, either within or without the State of Georgia, as the Board of Directors may from time to time determine.

SECTION 3. The fiscal year shall begin at 12:01 A.M. on June 1 and end at midnight on May 31 of the following year.

ARTICLE II: OBJECT AND PURPOSE

SECTION 1. The object and purpose of the Association shall be:

a) As a parent-teacher organization, to promote ways and means of providing for the needs of the Allatoona High School Band Program, above those supplied by the Cobb County School System. The Association shall seek neither to direct the administrative activities of the program, nor control its policies. Rather the Association shall support and implement the programs and policies recommended by the Director of Bands.

b) To function exclusively for the charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and Title 14 of the Code of Georgia (or corresponding section of any future Tax Code or Regulatory Code.)

SECTION 2. The activities of the association shall be consistent with the Guidelines and Procedures established by the Cobb County School District Administrative Rules, SECTION J, Student Activities.

SECTION 3. This Association shall possess all the powers granted by law to any corporation in the execution of its purposes described herein.

ARTICLE III: MEMBERSHIP

SECTION 1. All parents or legal guardians of Allatoona Band members interested in supporting the purpose of the Association and who agree to abide by the Bylaws described herein are eligible for membership in the Association.

SECTION 2. Only current members of the Association, as defined in SECTION 1 above are eligible to serve as Officers or Chairpersons of Standing and/or Ad Hoc Committees.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1. The Board of Directors, hereafter referred to as the Board, shall consist of the Officers of the Association as described in ARTICLE V of these Bylaws, and two Members at Large, one of whom shall be appointed by the President, and one of whom shall be appointed by the Band Director, and both approved by the Officers. The Director of Bands and Assistant Band Director(s), hereafter collectively referred to as Band Director, a school representative, the immediate past President (or co-Presidents,) and immediate past Treasurer (or co-Treasurers) shall be non-voting ex officio members of the Board.

SECTION 2. Each voting member of the Board shall have (1) one vote, including any Officer who holds an office jointly with another. Voting members shall include the Officers and Members at Large, as set forth in SECTION 1 above.

SECTION 3. The Board shall make recommendations to the membership for the establishment of policy and control of the operation of the Association.

SECTION 4. Terms of office for the Board shall be one (1) year, commencing May 1. Outgoing Board members may attend, without vote, a joint meeting with the newly elected and constituted Board. This joint meeting shall be held within one (1) month after the election of the new Board.

ARTICLE V: OFFICERS

SECTION 1. The Officers of this Association shall be the President (or Co-Presidents), Vice President, (or Co-Vice Presidents,) Secretary, and Treasurer (or Co-Treasurers.) Elected Officers must be the legal guardian of a band student for the fiscal year in which they serve and may not be a Cobb County School District Administrative Employee or an administrator of Allatoona High School. As used herein, the Officers shall be referred to singularly, whether their office is held individually or jointly with a Co-Officer. Co-Officers holding any Office pursuant to these Bylaws shall each be entitled to one vote on any business before the Board.

SECTION 2. The Officers of the Association shall be elected by a plurality vote of the members of the Association present at the April Association meeting.

SECTION 3. Officers shall hold office for one (1) year, commencing May 1, or until their successors are elected. Officers may be elected to one (1) additional consecutive term in the same office, with the exception of the Treasurer who may be elected for two (2) additional terms as Treasurer.

ARTICLE VI: DUTIES OF THE OFFICERS

SECTION 1. The President should have demonstrated active participation and be involved in band activities so as to be knowledgeable of the operations of the Association. The President is accountable to the membership of the Association for the actions of the Board. The actions of the Vice President, Secretary, Treasurer and Members at Large in the execution of their respective duties must therefore be accountable to the President.

a) The President shall preside at all meetings of the Association and Board, shall call meetings as provided in these Bylaws, and shall be an ex officio member of all committees.

b) The President shall ensure that all activities of the Board and the Association are consistent with the guidelines set forth in the Bylaws of the Association stated herein.

c) The President shall form committees and appoint Chairpersons of said committees as needed with the assistance and approval of the Band Director and Board.

d) In the event that the Secretary is unable to attend meetings, the President or his designee shall assure that minutes are taken and placed in public record within fourteen (14) working days of said meeting.

e) The President shall be empowered to conduct the day-to-day business of the Association on behalf of the Board between meetings, so long as such acts are reported to the Board at its next meeting. Should any such action require the expenditure of Association funds, such expenditure must have been included in the annual budget approved by the membership of the Association.

SECTION 2. The Vice President should have demonstrated active participation and be actively involved in band activities so as to be knowledgeable of the operations of the Association. The Vice President should perform the duties and exercise the power of the President in the absence of the President, and shall perform such other duties as may be assigned from time to time by the President.

SECTION 3. The Secretary should have demonstrated active participation and be actively involved in band activities so as to be knowledgeable of the operations of the Association.

a) The Secretary shall record the minutes of all meetings and the proceedings of the membership and the Board, and shall perform such other duties as may be assigned from time to time by the President.

b) The Secretary shall maintain accurate records of membership at all times.

c) The Secretary shall insure the minutes of all meetings and proceedings of the membership and the Board shall be available for approval at the following regularly called meetings.

d) The Secretary shall assure that all records of minutes of the meetings are available for public viewing within fourteen (14) working days of said meeting.

SECTION 4. The Treasurer should have demonstrated active participation and be actively involved in band activities so as to be knowledgeable of the operations of the Association.

a) The Treasurer shall be familiar with the finances of the Association and shall give a brief report, at least once each month to the membership and at regularly called meetings of the Board regarding the financial condition of the Association, and shall perform such other duties as may be assigned from time to time by the President.

b) The Treasurer shall be in charge of the receipt and disbursement of all funds of the Association.

c) The Treasurer shall be responsible to ensure the filing of all required tax forms in a timely manner in accordance with governing law and the filing of fees associated with yearly renewal of Incorporation status with the State of Georgia in a timely manner.

d) The Treasurer shall be bonded.

e) Whenever practicable the Treasurer or either one of the Co-Treasurers plus one other Officer (President, Co-President, Vice President, Co-Vice President, and Secretary) of the Association shall co-sign all checks for disbursement of funds. In the event the Treasurer or Co Treasurer is not available to co-sign any combination of two Officers whose signature is on file with the bank shall co-sign all checks for disbursement of funds.

f) The Treasurer shall oversee and account for all monies collected, as well as oversee student accounts. All information concerning student accounts, student payments, or the personal financial status of any member of the Association shall remain confidential, with such information to be imparted only to the President and the Band Director. If a student account

contains funds and the student has outstanding financial obligations to the band, the Treasurer is authorized to debit the student account until the student is in good standing.

f) To ensure the continued financial health of the organization, budget meetings may be held upon the motion of any Board member, and the notice and approval of the Band Director. The Treasurer and the Band Director shall meet periodically to discuss the finances of the organization.

ARTICLE VII: ELECTION OF OFFICERS

SECTION 1: A nominating committee shall be appointed by the President at the December general meeting. The committee shall contain an odd number of members, not less than five (5). The current President may not serve on the nominating committee; the Band Director shall serve on the committee as advisors and approve the slate of Officers before it is presented to the membership. Two alternates may be selected. When numbers are sufficient to reach the minimum number required (not less than five), the nominating committee may include Past Presidents who still have children in the band program, and senior parents.

SECTION 2. Election of Officers shall take place each year at the April meeting of the Association. The nominating committee will present a slate of qualified officer candidates as outlined in ARTICLE VI herein, by posting the slate on the organization website and in the Band Room a minimum of 30 days prior to the April election.

SECTION 3. If an office authorized to be filled by co-members has one member, and after the election another individual volunteers to fill the co-position, said position may be filled by temporary appointment by the President, upon the approval of the Board. At the next scheduled general meeting after such appointment, an election shall occur to fill the vacancy. The individual appointed is authorized to stand for election, and nominations may be received from the floor. Upon election the office is filled immediately for the remainder of the term described in these Bylaws.

SECTION 4. A vacancy in any office through resignation, removal, or the Officer's child leaving the band program may be filled by temporary appointment by the President, upon the approval of the Board. At the next scheduled general meeting after such appointment, an election shall occur to fill the vacancy. The individual appointed is authorized to stand for election, and nominations may be received from the floor. Upon election the office is filled immediately for the remainder of the term described in ARTICLE V of these Bylaws.

ARTICLE VIII: RESIGNATION/REMOVAL/RECALL

SECTION 1. As set forth in the Georgia Corporations Code, O.C.G.A. § 14-3-843, an Officer may resign at any time by delivering notice to the Association. A resignation is effective on the date of notice unless the notice specifies a future effective day. If a resignation is made effective at a future date and the Association accepts the future effective date, the vacancy may be filled pursuant to **ARTICLE VII, SECTION 4** of these Bylaws.

SECTION 2. Recall by the Board: The Board may remove any Officer at any time with or without cause, by motion and majority vote, at any meeting of the Board. In such case the vacancy may be filled pursuant to **ARTICLE VII, SECTION 4** of these Bylaws.

SECTION 3. Recall by the Membership: In the event a petition asking for the recall of any Officer and signed by at least one-third (1/3) of the membership of the Association is delivered to a Board member, the membership shall be notified of the recall petition at the next regular meeting. For purposes of this subsection only, "membership" shall mean the number of households listed in the current year's membership directory. Only one (1) signature per household shall count on such petition. A vote will then be held pursuant to SECTION 4 below.

SECTION 4. In case of a recall, voting shall be conducted by paper ballot. If the recall vote is affirmed by a majority of the members present and voting, the Officer shall be immediately recalled.

SECTION 5. In the event of recall of the entire slate of Officers, the Band Director, as ex officio members of the Board, shall preside over the election of new slate of Officers at the same meeting.

ARTICLE IX: COMMITTEES

SECTION 1. As deemed necessary on an annual basis by the President with approval of the Board, there shall be Standing Committees with a Chairperson or Co-Chairs appointed and duties designated by the President.

SECTION 2. Each committee consisting of more than one person shall have the option of appointing a Secretary for that committee to keep meeting notes or minutes, and provide copies of same to the Secretary of the Board on a monthly basis.

SECTION 3. Each committee chairperson shall be responsible for exercising fiscal responsibility for expenditures made on behalf of their committee. Expenditures in excess of line-item budget amounts or a maximum of five hundred dollars (\$500) require approval of the Board.

SECTION 4. Ad Hoc Committees may be formed as needed by the President with the approval from the Band Director and the Board.

SECTION 5. The term of office for committee Chairperson(s) will begin June 1st and will end on May31st of the following year. Chairpersons may serve consecutive terms but must be approved by majority vote of the Board.

SECTION 6. Committee members may be selected by the Chairpersons.

SECTION 7. All monies received by any committee will be tallied and given to the Treasurer or designee with an explanation for disposition, as outlined in ARTICLE VII, SECTION 4.

ARTICLE X: MEETINGS

SECTION 1. Regular meetings of the membership of the Association shall be held no less than six (6) times each fiscal year at the principal office. Notice of regular meetings shall be published two (2) weeks in advance on the Association web site.

SECTION 2. Members may request a special meeting of the Association by written request to the President. Such request shall set forth the purpose for which such meeting is requested, and the Board shall make a determination as to the validity of such request. Any meeting so requested shall be limited to the purpose set forth in the request.

SECTION 3. Members present shall constitute a quorum for the transaction of business at regular and special meetings of the Association.

SECTION 4. Regular meetings of the Board shall be held a minimum of one (1) week prior to the regularly called meetings at the principal office. In the event of an emergency which requires the immediate action of the Board, the President may call a special meeting of the Board upon notification of all members listed in **ARTICLE IV, SECTION 1** of these Bylaws.

SECTION 5. Fifty-one percent (51%) of the Board shall be necessary to constitute a quorum for the transaction of business at the meetings of the Board. Where no quorum is present, any action which might properly be taken at a meeting of the Board may be taken and shall be valid if approved and signed by the majority of the members of the Board within five (5) working days after the date of such meeting.

SECTION 6. Committee chairs and co-chairs may be invited to participate in Board meetings as deemed appropriate by the Board.

SECTION 7. A meeting of the Board may be held upon the written demand of any two (2) Board members to the President. If such procedure is invoked, the meeting shall take place within 10 days at the principal office.

SECTION 8. ROBERTS RULES OF ORDER, NEWLY REVISED shall govern all meetings when not inconsistent with these Bylaws.

ARTICLE XI: OWNERSHIP OF EQUIPMENT

SECTION 1. Title to any and all equipment purchased by the Association will be transferred to the Cobb County Board of Education.

ARTICLE XII: BUDGET

SECTION 1. The Band Director shall prepare an annual budget for the operation of the organization. This budget shall be presented to the board in February of each year. It shall be voted on by the Board at the March Board meeting of the year. The Board approved budget shall be presented to the membership at the March meeting of the Association and voted on by the membership at the April Association meeting.

ARTICLE XIII: FINANCIAL RESPONSIBILITY

SECTION 1. This Association shall not contemplate pecuniary gain or profit or distribution of profits or dividends to the members thereof. No Officer shall receive any financial remuneration from acting in such capacity. Notwithstanding this limitation, Officers and Band Director may be reimbursed for all reasonable and appropriate expenses incurred on behalf of the Association.

SECTION 2. All books, records and minutes of the Association shall be open to inspection at any reasonable time by any member, except as prohibited by ARTICLE VI, SECTION 4. Any request for such review shall be made in writing, not any less than five (5) days in advance of the requested review, to the Board. The Board shall confirm that the request made is in compliance with the Georgia Non-profit Corporation Code as set forth at O.C.G.A. § 14-3-1602, and shall direct the Secretary or Treasurer to provide such records as it deems appropriate. No records shall be given by the Secretary or Treasurer to any individual or member without prior authorization by the Board.

SECTION 3. By the end of the tax filing year, the annual financial report of the Association shall be given by the Treasurer. An independent review of the financial records of the Association shall be performed on an annual basis.

SECTION 4. No member of this Association shall be liable for any of the debts of the Association, except as such a member may personally endorse or guarantee, either written or implied, such debt of the Association.

ARTICLE XIV: MISCELLANEOUS

SECTION 1. All members shall have the obligation to keep the Secretary informed as to their current address and telephone number.

SECTION 2. Standing rules direct the administration of the Association. A standing rule may be added, deleted, or changed by a majority vote of the Board.

SECTION 3. For purposes of simplicity of language only, “he” or “she” in these Bylaws may be used interchangeably.

ARTICLE XII: SPHERE OF ACTIVITY

SECTION 1. For the purpose of definition, “Allatoona High School” shall be defined as “that institution of secondary education designed and designated by the Cobb County Board of Education.”

SECTION 2. In the event that the school should be closed or changed from an academic curriculum, or the Allatoona Band Program is dissolved, the Association shall be dissolved.

ARTICLE XIII: AMENDMENTS

SECTION 1. After review by the Board, the Bylaws of this Association may be amended or rescinded, or new Bylaws adopted only at a regular meeting by the affirmative vote of two-thirds (2/3) of the members present and voting, and only after notice of proposed action shall have been given at a previous meeting.

SECTION 2. Since the Bylaws of the Association must not be in conflict with Federal or State Constitutions, Federal or State law, any substantive amendment or revision to these Bylaws will be referred to legal counsel for review and approval.

Current version August 14th, 2014

STANDING RULES:

FINANCIAL

- 1.** Third parties only with no association to the ABBA or its members will file yearly tax returns and conduct financial reviews on behalf of the Association.
- 2.** All cash sales / proceeds from fund raisers or student dues payments will be counted by two members of the booster organization or directors before deposit into ABBA bank account.
- 3.** Paper ballots will be used to approve yearly budgets by the Booster organization and counted and recorded by non ABBA members. Ballots will be retained for 30 days after vote takes place for review by ABBA Board or Booster member.