

BY-LAWS OF THE SOUTH GWINNETT BAND ASSOCIATION, INC

ARTICLE I: INCORPORATION

SECTION 1: The corporate name of the organization is SOUTH GWINNETT BAND ASSOCIATION, INC. For the purposes of these By-Laws, South Gwinnett Band Association, Inc. may be referred to as the “Association”.

SECTION 2: The principle office and place of business of said corporation shall be 2288 E. Main Street, Snellville, Georgia 30078 in Gwinnett County. The corporation may establish and maintain an office or offices as 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 am on the first day of June and ends at midnight on May 31.

SECTION 4: The seal of the Association shall be in such form as the Board of Directors shall from time to time prescribe.

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 the needs of the South Gwinnett High School Bands Program, above those supplied by the Gwinnett County School System. The Association shall seek neither to direct the administrative activities of the band program, nor control its policies. Rather, the Association shall support and implement the programs and policies recommended by the Director of Bands.
- b) To have but not to be limited to, all the rights, powers, privileges, and immunities now or hereafter enumerated in Title 14 of the Official Code of Georgia Annotated as it may be hereafter given by law, or as now or hereafter may be enjoyed by a like non-profit organization, as those enumerated above, and said powers are made a part hereof to the extent as if they were quoted herein.

SECTION 2: This Association shall not contemplate pecuniary gain or profit or distribution of profits or dividends to the members thereof. No officer or Director shall receive any financial remuneration from acting in such capacity. Notwithstanding this limitation, Officers and Directors may be reimbursed for all reasonable and appropriate expenses incurred on behalf of the Association.

SECTION 3: 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.

SECTION 4: This Association shall possess all the powers granted by law to any corporation in the execution of its purposes as described herein.

ARTICLE III: MEMBERSHIP

SECTION 1: All parents or guardians of South Gwinnett Bands interested in supporting the purpose of the Association (Article II, Section 1.a) and who agree to abide by the By-Laws described herein are eligible for membership in the Association.

SECTION 2: By submission of a proper membership registration form to the Secretary, additional interested persons from the community at large may become non- voting members of the Association. The Board of Directors shall have the ability to offer multi-year membership to the community at its discretion.

SECTION 3: Only parents or guardians of current South Gwinnett Band students are eligible to serve as Executive officers or Chairpersons of Standing and/or Ad Hoc Committees.

SECTION 4: The Board of Directors may determine additional levels of membership.

SECTION 5: An annual Association membership fee of ten dollars (\$10.00) per membership household shall be collected to partially defray the cost of operation of the Association. The intent of this fee is to permit the sharing of the financial burden that might otherwise be borne by a few diligent fund raisers within the Association. Discretion should be used to protect those members unable to pay, and this inability should not exclude any member from participation in the Association.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1: The Board of Directors shall consist of the Executive Officers of the Association as described in Article VI of these by-laws, The Director of Bands, Assistant Band Director(s), and a school representative (if required by Gwinnett County Public Schools and/or South Gwinnett Administration), and standing committee chairs. The Executive Officers shall be elected as describe in Article VI of these by-laws. A school representative shall be appointed by the principle of South Gwinnett High School as outlined in the Gwinnett County Board of Education Volunteer Organizations (Booster Clubs, PTAs, and Foundations), number five (5).

SECTION 2: Each voting member of the Board of Directors (as defined in Section 1 above) shall have one vote. Voting members of the Boards of Directors shall include the Executive Officers, the Director of Bands, the Assistant Band Director(s), a school representative (if required by Gwinnett County Public Schools and/or South Gwinnett Administration), and standing committee chairs as set forth in Article V, Section 1 hereof.

SECTION 3: The Board of Directors shall make recommendations to the membership at a General Membership meeting the establishment of policy and control of the operation of the Association, acting through the President, other officers and Board members.

SECTION 4: The Board of Directors may be elected for unlimited terms of office provided it is approved by the Band Director. The Executive Officers of the Association, as described in Article VI of these by-laws shall be elected at an annual meeting of the membership, typically in April or May. The outgoing Board of Directors shall attend without vote, a joint meeting with the newly elected Officers. This joint meeting shall be held within one (1) month of the election of the Officers.

SECTION 5: A vacancy in any office shall be filled by an election, held at the next regular meeting upon occurrence of such vacancy, unless all of the offices become vacant by reason of rescission, in which event the vacancy shall be filled at the same meeting by which the vacancies were created. A vacancy exists when any officer resigns his or her office or is removed by recall or rescission.

SECTION 6: In the event a Board member's student withdraws from the band program, the Board member may continue in their position until the end of their term in office or may resign.

ARTICLE V: NOMINATING COMMITTEE AND ELECTION OF OFFICERS

SECTION 1: The President and the Band Director will jointly select a parent/ guardian who is active in the Association as the Committee Chairperson. The Nominating Committee will be formed for the purpose of nominating a new slate of officers (the "Recommended Slate") and will perform its duties in accordance with the Standing Rules of this Association.

SECTION 2: The Chairman of the Nominating Committee will present the Recommended Slate at the January general membership meeting. Nominations from the floor may be made during the January general membership meeting, with the prior consent of the nominee(s). Members who have contacted the Nominating Committee and volunteered to serve in a specific Board position but who do not appear on the Recommended Slate will be deemed to be nominations from the floor. Nominations will be closed at the January general membership meeting.

SECTION 3: Names of all nominees will be published publicly on some other medium used by the association and placed on a board in the band room for all to view. The names will also be emailed to all members prior to the next scheduled meeting (the "Election Meeting"). Election of the Board will take place by secret ballot at the Election Meeting. A committee of at least three (3) persons, headed by the Parliamentarian or his or her representative, will count ballots. The winners will be announced and installed prior to the adjournment of the election meeting.

SECTION 4: A plurality vote of members present and voting will constitute an election.

ARTICLE VI: OFFICERS

SECTION 1: The Officers of this Association will be the President, Vice President, Secretary, Treasurer, Financial Secretary, Director of Membership and Fundraising and Member-at-Large. No two (or more) such offices will be held by the same person concurrently. There may be co-persons for the Officer positions. The Officers of the Association shall also be known as the Executive Board.

SECTION 2: The President must have served on the Board for at least one term. The Secretary must have the capability of recording and maintaining accurate records of all meetings. The Treasurer must have a working knowledge of basic bookkeeping or accounting procedures.

SECTION 3: A vacancy in the office of President will be filled by the Vice President. A vacancy in any other office will be filled by an election at the next general meeting upon the occurrence of such vacancy. A vacancy exists when any officer resigns or is recalled by the Membership.

ARTICLE VII: DUTIES OF THE OFFICERS

SECTION 1: The President is accountable to the membership of the Association for the actions of the Board of Directors and Executive Board. The actions of the Vice President, Secretary, Treasurer, Financial Secretary, Director of Membership and Fundraising and Member-at-Large in the execution of their respective duties must therefore be accountable to the President.

SECTION 2: The President shall preside at all meetings of the Association, of the Board of Directors and Executive Board meetings, and shall call meetings as provided in these by-laws. The President(s) shall be ex-officio members of all committees.

- a) The President should be represented at Band Activities.
- b) The President shall ensure that all activities of the officers and the Association are consistent with the guidelines set forth in the By-Laws of the Association stated herein.
- c) The President shall form committees and appoint Chairpersons of said committees as needed with the assistance of approval of the Director of Bands and Executive 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 the public record within fourteen (14) working days of said meeting.

SECTION 3: The Vice President shall perform the duties and exercise the powers 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 4: The Secretary shall record and affix the seal of the organization to the minutes of all meetings and the proceedings of the membership and the Board of Directors, and shall perform such other duties as may be assigned from time to time by the President.

- a) The Secretary shall maintain accurate records of membership at all times.
- b) The Secretary shall assure that the minutes of all meetings and proceedings of the membership and the Board of Directors shall be available for approval at the following regularly called meetings.
- c) The Secretary shall assure that the records of the minutes of the meetings are available for public viewing as described in Article VII, Section 1, within fourteen (14) working days of said meeting.

SECTION 5: The Treasurer(s) shall be familiar with the finances of the Association and shall give a brief report, at least once each month of the membership and at regularly called meetings of the Board of Directors regarding the financial condition of the Association.

- a) The Treasurer(s) shall be responsible for the receipt and disbursement of all funds of the Association.
- b) The Treasurer(s) shall timely file all required tax forms in accordance with governing law, the timely filing of fees associated with yearly renewal of Incorporation status with the State of Georgia, shall perform such other duties as may be assigned from time to time by the President.
- c) The Treasurer(s) shall be bonded. Any one of three Executive Officers from the Board of Directors shall co-sign all checks for disbursement of funds. Those Executive Officers will be the President, Vice President, or the Secretary.
- d) The Treasurer(s) shall oversee and account for all monies collected, and as well shall oversee monies that are disbursed. All information concerning student payments, or the personal financial status of any members of the Association shall remain confidential, with such information to be imparted only to the President and the Director of Bands, except as set forth in Article XIII, Section 1 hereof.

SECTION 6: The Financial Secretary shall act as an aide to the Treasurer. The Financial Secretary shall maintain the records of payments due, payments collected and cause to be deposited all funds collected in the Organization's designated bank. The Financial Secretary shall also be bonded. The Financial Secretary shall assume the duties as Treasurer in the absence of the Treasurer.

SECTION 7: The Director of Membership and Fundraising shall be responsible for organizing band registration activities and will maintain accurate information in the band database system. The Director will also become familiar with the Fundraising of the Association and will receive and post all information from the various fundraising efforts of the Association.

SECTION 8: The Member-at-Large is a position that is appointed by the Association President. The responsibility of the Member-at-Large is to represent the general membership on issues of interest or concern relative to the charge for the South Gwinnett Band Association Executive Board. The Member-at-Large is expected to attend the SGBA Executive Board meetings and to participate in the business of the association. This appointment is for one year but can be extended by the President. There may be up to three Member-at-Large appointments made by the president.

SECTION 9: The Parliamentarian shall be appointed by the President and will ensure that the procedures at Board and General Membership meetings comply with basic parliamentary procedure set forth in *Roberts Rules of Order, Newly Revised* ("RONR") and the By-laws and Standing Rules of the Association. The Parliamentarian will be a non-voting member of the Board and of the Nominating Committee, will oversee the election of officers, and will determine the outcome of any floor vote during the membership meetings.

SECTION 10: The President shall be empowered to conduct the day-to-day business of the Association on behalf of the Executive Board between meetings, so long as such acts are reported to the Executive Board at its next meeting. Should any such action require the expenditure of Association funds, such expenditures must have been included in the annual budget approved by the membership of the Association.

ARTICLE VIII: COMMITTEES

SECTION 1: As deem necessary on an annual basis by the President, with approval from the Executive Board, the following Standing Committees may be included with Chairpersons appointed and duties designated by the President, but not limited to:

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|-------------------|---------------------|----------------------|
| - Chaperone Chair | - Concessions Chair | - Guard Liaison |
| - Hospitality | - Transportation | - Percussion Liaison |
| - Equipment | - Uniforms | |

SECTION 2: The actions of the Chairperson(s) of the Standing Committee in the execution of their duties are accountable to the President.

SECTION 3: The Chairperson(s) of the Standing Committees will perform such duties as may from time to time be assigned by the President relating to the committee and as are defined in the Standing Rules of the Association.

SECTION 4: The President may establish committees as necessary to conduct the affairs of this Association. Other Officers and Standing Committee Chairpersons may appoint such subcommittees as may be necessary to perform their assigned functions.

ARTICLE IX: MEETINGS

SECTION 1: Regular meetings of the membership of the Association shall be held no less than four (4) times each calendar year at the principal office. Customary meeting time shall be defined as the first Tuesday of the month at 6:30 P.M. Notice of a temporary change to customary meeting time and/or place shall be set by the President. Notice of regular meetings shall be published two (2) weeks in advance via email to the membership.

SECTION 2: Regular meetings shall be held by the Executive Board prior to the regular called meeting. Notice of temporary change of customary meeting time and/or place shall be set by the President.

SECTION 3: Special meetings of the membership of the Association may be called at any time by the President. Notice of the meeting shall be given to the membership no less than two (2) days prior to such a meeting, stating the time, place, and the purpose of the special meeting.

SECTION 4: Members may request a special meeting by written request to the President. Such request shall set forth the purpose for which such meeting is requested, and the Executive 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 5: Members present shall constitute a quorum for the transaction of business at regular and special meetings. Fifteen (15) members will be necessary to constitute a quorum for the transaction of business at Membership meetings.

SECTION 6: ROBERTS RULES OF ORDER, NEWLY REVISED shall govern all meetings when not inconsistent with these by-laws.

SECTION 7: Meetings of the Executive Board shall be held on the call of the President, or upon the written demand to the President by any two (2) officers of the Executive Board at least ten (10) days in advance.

SECTION 8: Fifty-on percent (51%) of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at the meetings of the Board of Directors. Where no quorum is present, any action which might properly be taken at a meeting of the Board of Directors may be taken and shall be valid if approved and signed by the majority of the members of the Board of Directors within five (5) days after the date of such meeting or motion.

SECTION 9: Meeting of all committees shall be held as necessary for the performance of the duties of each committee. All committees should submit a copy of their minutes and Secretary for inclusion in the Board Meeting minutes as set forth in Article VII, Section 4 hereof.

ARTICLE X: RESIGNATION/ REMOVAL/ RECALL

SECTION 1: Removal by the Board: 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 corporation. A resignation is effective when the notice is effective unless the notice specifies a future effective date. If a resignation is made effective at a future date and the corporation accepts the future effective date, the Executive Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. Further, the Executive Board may remove any officer at any time with or without cause, by motion and majority vote, at any meeting of the Executive Board.

SECTION 2: 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 the President, Vice President, or Secretary, the membership shall be notified of the recall petition at the next regular meeting, at which time a secret ballot vote will be held. For purposes of this subsection only, "current 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. If the recall vote is affirmative by a majority of the members present and voting, officer shall be immediately recalled.

SECTION 3: In the event of recall of the entire slate of officers, the Band Director(s), as ex officio members of the Board of Directors, shall preside over the election of a new slate of officers at the same meeting.

ARTICLE XI: EQUIPMENT AND UNIFORM OWNERSHIP

SECTION 1: Title to any-and-all equipment and uniforms purchased by or donated to the Association will be retained by the Association until such time as the Membership may elect to transfer the ownership to the South Gwinnett High School Fine Arts Department or to otherwise dispose of it as deemed necessary.

ARTICLE XII: SPHERE OF ACTIVITY

SECTION 1: For the purposes of definition, "South Gwinnett High School" shall be defined as "that institution of secondary education designed and designated by the Gwinnett County Public Schools."

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

SECTION 3: In the event of circumstances stated in Section 2 of this Article, ownership of equipment, uniforms, and funds on hand shall revert to the Gwinnett County Public Schools.

ARTICLE XIII: MISCELLANEOUS

SECTION 1: All books, records, and minutes of the Association shall be open to inspection at any reasonable time by any member. Any request for such review shall be made in writing, not less than five (5) days in advance of the requested review, to the Executive Board. The Executive Board shall confirm that the request made is in compliance with the Georgia Non-Profit Corporation Code as set forth a O.C.G.A. 14-3-1602, and the Executive Board shall direct the Secretary and/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 Executive Board.

SECTION 2: All members shall have the obligation to keep the Secretary informed as to their current address, telephone number, and current email for communication purposes.

SECTION 3: At the meeting closing the fiscal 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 by a certified public accountant.

SECTION 4: Standing rules direct the administration of the Association. A standing rule may be added, deleted, or changed by a majority vote of the Executive Board.

SECTION 5: For purposes of simplicity of language only, all references which may be gender specific shall be designated herein as “he” or “she.”

ARTICLE XIV: DISSOLUTION

SECTION 1: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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.

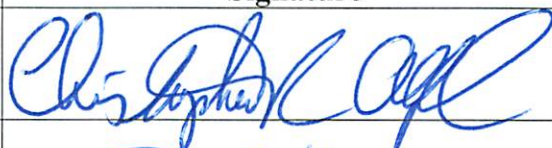






ARTICLE XV: AMMENDMENTS

SECTION 1: After review by the Executive Board, the by-laws of this Association may be amended or rescinded, or new by-laws 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 be given at a previous meeting.

SECTION 2: The by-laws of the Association, to be held valid must not be in conflict with Federal or State Constitutions, or State or Federal laws, and any amendment or revisions of these by-laws will be referred to legal counsel for review and approval, as required. Any part of these by-laws which are, or become, in conflict with applicable laws, or regulations, shall be null and void and shall not affect the validity of the remaining by-laws.

***END OF BY-LAWS* (signatures to follow on next page)**

These By-Laws were revised and approved on the 30th day of November, 2015 by the South Gwinnett Band Association, Inc. Membership.

OFFICER(s)	Signature
Christopher R. Alford, President, SGBA	
Sherica Horne, Vice President, SGBA	
LaShone Butler, Secretary, SGBA	
Larry Rogan, Treasurer, SGBA	
Vicki Lee, Financial Secretary, SGBA	
Lisa Graham, Director of Membership and Fundraising, SGBA	
Julie Hall, Member-at-Large, SGBA	
Ville Jones, Director of Bands	