

By-laws of West Forsyth Band Boosters, Inc.



Article I. PURPOSE

Section 1.01

The purpose of this association is to provide educational, financial, social, and other support for the various West Forsyth High School Bands and Band Auxiliaries, and their activities through any lawful and ethical means including, but not limited to, the following:

- (a) The West Forsyth Band Boosters (WFBB) and band students will organize, support, and operate various fund raising activities approved in accordance with these by-laws.
- (b) Receive direct payments by parents and students into the designated accounts for operating purposes.
- (c) Solicit and collect contributions from parents, WFBB members, and other interested parties, payable to the West Forsyth Band Boosters, Inc. or WFBB.
- (d) To support and provide interface with and between the students, their officers, the band director(s), and the Forsyth County Public Schools.
- (e) To encourage associate, non-voting membership and involvement of any interested individuals whose desire is to benefit the West Forsyth High School (WFHS) bands and the WFBB.
- (f) To conduct the WFBB in a manner that will present a positive public image of our students and WFHS while supporting music education and encouraging all students to participate in the band programs.
- (g) To conduct all our activities in a manner that will minimize the cost to students and their families.
- (h) To conduct all our financial activities in a manner in accordance with these bylaws and the budget as adopted and amended by the voting membership including the establishment and operation of the association as a tax-exempt 501(c)(3) entity under the Internal Revenue Code.

Article II. ORGANIZATION AND STRUCTURE

Section 2.01 Business Address

A post office box shall be maintained at a United States Post Office by the current Board of Directors in the name of the WFBB. This post office box address shall be the business address of the WFBB. If the Board of Directors acts to change the business address, the Board of Directors shall immediately notify all WFBB members. Mail shall be received at the post office box on a regular schedule by the Treasurer of the WFBB or a Board of Directors member designated by the President.

Section 2.02 Meetings

- (a) Regular Meetings - Meetings of the General Membership shall be held at a place designated by the current Board of Directors with such notice published to the membership of record.
- (b) Annual Meeting - The Annual Meeting of the WFBB shall be held each March at a time and place designated by the current Board of Directors with such notice published to the membership of record.
- (c) Meetings of the Board of Directors - Meetings of the Board of Directors shall be held prior to regular meetings at a time and place designated by the President with such notice published to the Board of Directors.
- (d) Special Meetings - Special meetings of the Membership or Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Directors may fix the place for holding any special meeting of the Membership or Directors called by them.
- (e) Notice of Special Meetings - Notice of any special meeting shall be given at least three (3) days previously thereto by written notice delivered personally, faxed, e-mailed, mailed, or text message to each Director or Member at his or her address. If faxed, e-mailed or text message, notice is deemed to be delivered when sent. If mailed, such notice must be postmarked at least five (5) days before the meeting and is deemed to be delivered when deposited in the United States mail so addressed, with adequate postage thereon paid.
- (f) Quorum - A quorum for the Annual Meeting is required and shall be counted as ten members of record. In case a quorum is unavailable at the point of conducting votes, a recess of 60 minutes may be called. In the event that no quorum is counted, the Annual Meeting can be rescheduled to occur no sooner than one week from the original date. In the event that no quorum exists at the rescheduled meeting, the Board of Directors is free to reschedule the meeting at will to best obtain a quorum.
- (i) A quorum for a regular or special meeting of the membership shall be not less than ten members of record not including the Board of Directors.
- (ii) A quorum for a regular or special meeting of the Board of Directors shall be sixty percent of the members of the Board of Directors.
- (g) Majority - A majority vote shall be as follows:
- (i) For the conductance of business at meetings of the General Membership including but not limited to elections, financial issues, fund-raisers, events, etc., a simple majority of fifty percent plus one of those voting members present shall constitute a majority vote.
- (ii) A two-thirds majority of the voting members present is required for the removal of a member or officer.

(iii) A majority at a meeting of the Board of Directors shall be a simple majority of those directors present.

(h) Method of Voting - The method of voting shall be determined by the President. However, a motion may be entered from the floor by any voting member prior to any vote for that vote to be conducted by secret ballot.

(i) Record Date - The record date to determine the members entitled to notice of the Annual or any other formally notified members meetings, to demand a special meeting to vote or take other action shall be 15 days prior to such vote, meeting, or action.

Section 2.03 Definition and Qualifications of Membership

(a) Membership is open to all adults who qualify in one of the following membership categories:

(i) General Membership will be open to all adults, with a maximum of two votes per family, interested in the purposes of WFBB as outlined in Article One. A General Member is defined as an adult parent or guardian of a present student member of the band who has signed a current registration, has provided to the WFBB other documents as required by the Board of Directors, and is current on all dues and assessments as approved by the Board of Directors per these by-laws.

(ii) Associate Membership will be open to all adults interested in the purposes of WFBB as outlined in Article One. The purpose of Associate Membership is to provide additional financial support for the band and auxiliaries. An Associate Member is defined as any other adult, business, or organization whose purpose is to aid and support the band, who has signed a current registration, has provided to the WFBB other documents as may be required by the Board of Directors, and is current on all associate membership dues as approved by the Board of Directors per these by-laws. Associate membership is subject to approval by the Board of Directors and is a non-voting membership.

(b) Term of Membership for General and Associate Members is for one calendar year beginning June 1st and running through May 31 of the year following. Renewal shall be made on an annual basis by registration and qualifications set forth herein. Honorary Membership shall be perpetual unless written notice of termination is given by the Member or by the Board of Directors.

(c) Right to Vote: Only General Members as defined above can vote on issues and candidates at Annual Meetings, General Membership, and Special Membership meetings. Each General Member as defined above shall be entitled to one vote. General Members must be in attendance at the time of a vote in order to exercise their right to vote. No voting by proxy shall be allowed.

(d) Revocation or Termination of Membership: Membership may be suspended or terminated by the Board of Directors for any member convicted of any felony or any conviction for an offense where moral turpitude or financial misconduct are involved that appear detrimental to the good name, reputation, and purposes of the WFBB. Membership may be terminated if the Board of Directors determines that the member has political or other purposes than providing financial support for the band. For hearing all such cases the following procedures will be followed:

- (i) A Special Board of Directors Meeting will be held to hear the complaint.
- (ii) Minimum 10 day written notice will be provided to the member with the specific complaints detailed.
- (iii) The Member's right to appear and speak is guaranteed.
- (iv) After deliberation and upon a two-thirds majority vote of the Board of Directors to terminate the member, the member is suspended or terminated. Termination or suspension shall be effective at such a time and for a duration as directed by the Board of Directors.
- (v) While the Board of Directors will attempt to judge these matters in a fair and temperate manner, there is no representation of a judicial proceeding with binding rules of evidence nor any suggestion of civil or criminal wrongdoing (other than any public record) for any member who is suspended or terminated.

Section 2.04 Board of Directors

(a) Description - Board of Directors - The legislative body of the WFBB is the Board of Directors each of whom must be Members per Section 2.03.a and who agree to cooperatively conduct the business of the association together with the Band Director(s) and General Membership. There should always be an odd number of directors to prevent a vote dead lock. When a board position is held in "co" the position only has one vote not two in any matter.

(b) Directors Number, Tenure, and Qualifications - The Board of Directors shall consist of the WFHS Band Director(s) and five directors elected from the General Membership who will serve one year or until their successors have been duly elected and qualified. There is no term limit. The number of Directors may be adjusted by the recommendation of the present Board of Directors and approval by a majority of the General Membership at the Annual Meeting of the corporation or at a Special Meeting for this purpose. President and Vice-Presidents Directors may be a "Co" position, as long as at the time of election the voting body is made aware that this position will be shared. Any net decrease in the number of Directors shall not deprive current directors of their seats until the next election cycle.

(c) Configuration of the Board of Directors - The following positions will populate the Board of Directors. Refer to Section 4.09 for Band Director(s) info.

- i. President
- ii. Vice President 1
- iii. Vice-President 2
- iv. Secretary
- v. Treasurer

(d) Executives of WFBB - The following executive positions must be filled by election from the General Membership to run the day-to-day affairs of WFBB:

(i) President - The President is the chief executive officer of the corporation who should execute the daily business of WFBB and preside at all Board of Directors', Annual, Special, and General Meetings. The President must be a Member (per Section 2.03.a) for at least one year before serving the current term, except in the year of WFBB formation. The major duties of this office are supervision and control of all the business and affairs of WFBB subject to the oversight of the Board of Directors. The President may sign (with the Treasurer or any other officer authorized by the Board of Directors) bonds, contracts, or other instruments obligating WFBB within the confines of the Board of Director's approved current budget and these bylaws and amendments unless that function has been expressly delegated to other WFBB members by the Board of Directors or is required by law to be someone other than the President. The President will serve as the WFBB representative to other WFHS organizations including but not limited to the West Forsyth Band Booster, Inc. Otherwise, the President shall perform any and all duties incident to the office and other such duties prescribed by the Board of Directors, from time to time.

(ii) Vice President (VP 1) - In the absence of the President or by Presidential delegation, or in the event of the President's incapacity or refusal to act, the VP shall assume the office of President with all Presidential powers (Section 2.04.d (i)) until such time as the President can resume the duties of the office or is replaced. Otherwise VP 1 will serve as an administrative assistant to the President and will manage the WFBB Committees. The VP 1 will be responsible for legislative activities and affairs of the Board. The VP 1 shall also perform other such duties as are assigned from time to time by the President and/or the Board of Directors. The Vice-President must be a Member (per Section 2.03.a) before serving the current term. Co-vice presidents may serve in this role following the nomination and election provisions of these by-laws provided that the membership is made generally aware prior to the election meeting of the intention to share the role.

(iii) Vice President (VP 2) – The VP 2 will serve as an administrative assistant to the President and will manage the WFBB Committees along with VP 1. The VP 2 will be responsible for legislative activities and affairs of the Board. The VP 2 shall also perform other such duties as are assigned from time to time by the President and/or the Board of Directors. The Vice-President must be a Member (per Section 2.03a) before serving the current term. Co-vice presidents may serve in this role following the nomination and election provisions of these by-laws provided that the membership is made generally aware prior to the election meeting of the intention to share the role.

(iv) Secretary (Sec) - The Secretary shall keep the minutes of all pertinent Board of Directors, General Membership, and Annual Meetings in appropriate media, see that all required notices be duly given in accordance with these by-laws, be custodian of the association records, and other such duties as are assigned from time to time by the President and the Board of Directors. The Secretary shall disseminate relevant information to the Booster Membership in a timely manner and at the direction of the Board for the purposes of communicating to the membership, constituency, and general public. The Secretary shall keep a current alphabetical list of all members and others entitled to notice of meetings and make same available for public examination by the membership beginning two business days after the notice is given of the meeting for which the list was prepared and continuing through the meeting. The Secretary shall make available for inspection all minutes for the current year's business at all General

Membership, Special, and Annual Meetings. The Secretary must be a Member (per Section 2.03.a) before serving the current term.

(v) Treasurer - The Treasurer shall have charge and custody of and be responsible for all funds and securities of the WFBB, receive monies due and payable to WFBB from whatever source, issue student account statements, collect dues, issue receipts, and deposit all monies in the name of WFBB in appropriate institutions as directed by the Board of Directors, and in general perform those duties incident with the office of Treasurer while, from time to time, performing those duties assigned by the President or the Board of Directors. The Treasurer shall ensure appropriate accounting for fund raising proceeds and the transfer of such funds and/or receipts into appropriate accounts. Additionally, the Treasurer shall provide a general financial statement which includes record of all cash flow and the check ledger at each General Membership and Annual Meeting while following the generally accepted accounting principles accompanied with quarterly audits in a manner directed by the Board of Directors. The Treasurer will maintain separate operational and fund raising records, budgets, and accounts as necessary and directed by the Board. The Treasurer shall be responsible for preparing and submitting all tax filings whose due dates, without regard for extensions, shall fall during that Treasurer's term of office. The Treasurer will be responsible for the filing of taxes and will be responsible to the signing and verification of all tax related documents during their term of office even after their term of office has been completed. The Treasurer must be a Member (per Section 2.03.a) before serving the current term.

Section 2.05 Standing Committees of the Board of Directors –

(a) Description – The Board of Directors may authorize standing committees to support the functions of the WFBB. Committees are recommended as follows but are not required or limited to the following:

- (i) Band Camp Coordinator – asks for volunteers and schedules them accordingly. Band Camp is typically 2 weeks in which you need to make sure you have someone monitoring the first aid tent and have volunteers throughout the day to serve snacks and meals. You are also responsible for ordering dinners, scheduling side dishes and various other food items to be donated. The coordinator also does the snack shopping for camp. You make sure the tents are set up on the field and that there are waters for the instructors. Band camp coordinator is a job that is often split between two people.
- (ii) Chaperones – is responsible for recruiting, training, scheduling, and coordinating chaperones in adequate numbers for all events. Responsible for health and safety for all student and parent/volunteer participants during sanctioned events including recruiting, training, scheduling, and coordinating all volunteers.
- (iii) Concert Season Attire – Coordination of measuring/ordering and distributing concert dresses for girls and send out tux information for guys.
- (iv) Concessions Coordinator - Coordinates with vendors or service providers. Obtains items to concessions stand(s) stock. Oversees the operations of the concessions stand(s) during events.
- (v) Concessions Volunteer Coordinator – Coordinates the volunteers working each home game or event to staff the concession stand(s). Assist Concessions Coordinator as required.

- (vi) Fund-raising - Assist with planned fund raising events and corporate sponsorship calls, and help identify new fund raising activities.
 - (vii) Guard Color/Winter Sponsor - Coordinates all guard participation and events.
 - (viii) Hospitality - Plan and prepare for celebrations and WFHS hosted events. Responsible for hospitality at all events as requested or required by the Board.
 - (ix) Marching uniforms - Responsible for all aspects of uniform management including design selection activities, issuance, storage, maintenance, fitting, cleaning, inventory, and component and replacement part ordering.
 - (x) Photographer - Take photos and/or video at each band event, and work with the webmaster to transfer to band website.
 - (xi) Publicity - Publicity for band events and activities. Responsible for creating and maintaining an archive of historical records and media of all activities of the organization including the Board, its committees, band and auxiliary members, and support volunteers.
 - (xii) Spirit Wear – Coordinates all Spirit Wear items not limited to design, purchasing, compiling, sorting and delivering Spirit Wear orders.
 - (xiii) Scrip – Coordination of SCRIP card purchasing and student account balances.
 - (xiv) Transportation/Pit Crew – Coordination of pit equipment, transportation of equipment on campus and to away events. Care and maintenance of all transportation equipment. Construction on equipment and props as required.
- (b) Committees may be formed and dissolved by majority vote of the Board of Directors and serve at the pleasure of the Board. Committee missions may be altered, modified, expanded, or contracted at the discretion of the Board. Special ad hoc committees with specific missions may be formed at the discretion of the President and must have a defined duration not to exceed 90 days without Board approval.
- (c) Committee chairs and members must be members of WFBB as defined in Section 2.03.a before serving the current term, except in the year of WFBB formation.

Article III. ELECTION OF OFFICERS AND DIRECTORS

Section 3.01 Election of Executive Officers

(a) The President, Vice President 1, Vice President 2, Secretary, and Treasurer shall be elected from the Membership and must receive a majority of the votes cast at the Annual Meeting in March. When there are more than two candidates for an office and a majority is not received by one candidate, there shall be a runoff between the two leading candidates unless the second place candidate concedes. Co-candidates shall be considered one candidate. The rules governing nominations and procedures shall be left to the Board of Directors. Methods of balloting (secret ballot, voice vote, acclamation, etc.) will be at the discretion of the chair. However, if any dispute arises over a result, the secret ballot is the default. The board positions of President and Treasurer may not be held by members from the same or single band student/family.

Section 3.02 Nominations and Elections

(a) Nominations for elected offices shall be made by a nominating committee and shall be announced at the general membership meeting in February prior to the regular meeting in March. The members of the nominating committee shall be appointed by the Board of Directors in January. The nominating committee shall number no fewer than three and no more than five members, and shall be announced immediately. The nominating committee shall receive requests for nominations during their term. Any and all nominations, upon qualification as a candidate as stated in these bylaws, and upon of the nominee's consent, shall be included on the ballot. Failure of the nominating committee to place a qualified name on the ballot shall cause the election to be invalid. All votes from the invalid election shall be destroyed. The vote shall be held after a ballot with all qualified nominees is presented to the membership. The President of the Association may not serve on the nominating committee.

(b) Ballots shall be counted by an elections committee. The elections committee shall consist of three persons nominated from the floor at the time of the elections. The votes shall be counted and verified by the committee members and the results announced at the meeting. The ballots and documentation of the counting of the votes shall be available for the scrutiny of the General Membership at the meeting and shall be kept on file by the Secretary until the following election.

(c) Board member and committee chair positions will have a term beginning May 1st and running through April 30 of the following year. It is expected that newly elected board members will also participate in band-related activities and meetings from the election to the new term starting on May 1st to shadow current office holders, participate in setting the budget they will be administering, and to assist in general with the transition from one administration to the next.

Article IV. OPERATIONS POLICIES

Section 4.01 Parliamentary Procedure

Orderly meetings are desirable such that the Robert's Rules of Order are the guide for conducting sound parliamentary business.

Section 4.02 General Powers of the Board of Directors

The business and affairs of WFBB shall be managed by the Board of Directors, in all cases acting as a unit, which may recommend to the General Membership such rules and regulations for the conduct of meetings and the management of the association, as they deem proper, consistent with these by-laws and the laws of the State of Georgia.

Section 4.03 Filling Vacancies

Vacancies occurring in the Board of Directors for any reason may be filled by appointment by the President of the Board. If a Director is not appointed by said President within thirty (30) days after a vacancy, the vacancy may be filled by nomination and approval by a vote of the majority of the Directors then in office. A Director appointed or elected to fill a vacancy caused by resignation, death, or removal, shall hold office for the unexpired term of his or her predecessor.

Section 4.04 Removal of Directors

Any request for removal of a Director must be presented in writing to the President. The President shall include the request in the agenda of the next Regular Meeting and allow the member to present his request to the General Membership. The Director shall be allowed time to present rebuttal to the request for removal. The request must be approved by a majority of the voting membership. Any and all of the Directors may be removed with or without cause.

Section 4.05 Resignation

A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer as specified above and the acceptance of the resignation shall not be necessary to make it effective.

Section 4.06 Compensation

No compensation shall be paid to any elected member of the Board of Directors, as such, for their services. Nothing herein contained shall be construed to preclude any Director from serving in any other capacity and receiving compensation therefore.

Section 4.07 Presumption of Assent

A Director of the association who is present at a meeting of the Directors at which action on any association matter is taken, shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she 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 a Director who voted in favor to such action.

Section 4.08 Ex-Officio Members

The Board of Directors may elect and appoint any number of ex-officio members to the Board of Directors who shall service in an advisory capacity at the pleasure of the other Board of Directors' members, but shall have no voting rights.

Section 4.09 Band Director(s)

The West Forsyth High School Band Director and/or Assistant Director(s) are designated an Ex-Officio Member(s) of the WFBB as an advisory member with no voting rights. When the Band Director and/or Assistant Director(s) have a student in the band program the Band Director and/or Assistant Director(s) do have the right to vote during general meetings.

Article V. FISCAL POLICIES

Section 5.01 Fiscal Year

The fiscal year of the association shall begin on June 1 of each year.

Section 5.02 Contracts

The Directors 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 association within the constraints of these bylaws, amendments, and the approved budget. Such authority may be general or confined to specific instances.

Section 5.03 Loans

No loans shall be contracted on behalf of the association and no evidences of indebtedness shall be issued in its name unless approved by the General Membership and authorized by a resolution of the Directors. Such authority will be confined to specific instances.

Section 5.04 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 association, shall be signed by such Officer or Officers, agent or agents of the association and in such manner as shall, from time to time, be determined by resolution of the Directors.

Section 5.05 Deposits

All funds of the association not otherwise employed shall be deposited, from time to time, to the credit of the association in such banks, trust companies or other depositories as the Directors may select.

Section 5.06 Budget

The Board of Directors and the Director of Bands shall draft a budget for the upcoming school year. The proposed budget will be distributed and adopted by the general membership at the May Booster Meeting.

(a) Dues:

- (i) Membership dues and fees will be assessed annually at times and in amounts determined by the Board and should be adequate to meet the operational financial requirements of the band and auxiliary units. At the option of the Board, dues and fees may be collected in installments.

Section 5.07 Student Accounts

The WFBB will maintain an individual Student Account for each band member for the purpose of paying fees, expenses and events at West Forsyth for individual band students, as approved by the Board of Directors.

- (a) Annual dues must be paid in full in order to maintain a student account with WFBB.

(b) Deposits to Student Accounts:

- (i) Deposits may be made directly to the Student Account by the student, parents, guardians or benefactors.

- (ii) Deposits may be made from funds raised by the student during fund raising activities organized and conducted on behalf of the band students by the WFBB and in cooperation with the West Forsyth Band Boosters, Inc.

- (c) Disbursements from student accounts will be made only for activities that are part of West Forsyth Band. Disbursements will be made when paperwork is filed requesting monies to be used for a specific event, expense or fee.

- (d) Refunds - There will be no refunds out of student accounts. Work credits and monies from fundraisers, SCRIP, etc. will not be disbursed to a student or parent/guardian. When a student graduates or leaves the band program, the monies in credit will either be transferred to a sibling's account or the general fund account.

- (e) Transfers – There will be no transferring of funds from one student account to another with exception to transfers to another sibling's account or a next school year rising 9th grade sibling that will be a member of the West Forsyth High School Band or Guard.

Article VI. WAIVER OF NOTICE

Section 6.01

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.

Article VII. AMENDMENTS

Section 7.01

The Board of Directors shall not have the power to alter, amend or repeal these Bylaws or adopt any new Bylaws. Amendments to the bylaws may be made only in the following manner: Proposed amendments must be presented in writing to the President. Any voting member or officer of the WFBB may present an amendment. The voting membership must be notified per notification procedures within two weeks of the next regular or special meeting that an amendment to the bylaws will be proposed at that meeting. The proposed amendment shall become an amendment to the bylaws upon acceptance by a 2/3-majority vote of the members present. Any amendments to the bylaws adopted by the membership shall not be altered, amended, or repealed by the Board of Directors. In no way shall an amendment to the bylaws violate the definition of bylaws as defined in the West Forsyth Band Boosters, Inc. Articles of Incorporation.

Article VIII. INDEMNITY

Section 8.01

The Corporation, West Forsyth Band Boosters, Inc., shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code and, if applicable, Section 4941 of the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a director or officer of the Corporation against liability incurred in the proceeding, if such individual conducted himself or herself in good faith, and (1) in the case of conduct in her or her official capacity, reasonably believed his or her conduct was in the best interests of the Corporation, (2) in all other cases, reasonably believed that his or her conduct was at least not opposed to the best interests of the Corporation, and (3) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Article IX. RACIALLY NONDISCRIMINATORY POLICY

Section 9.01

The West Forsyth Band Boosters, Inc. serves students of any race, color, national origin, and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to band students of West Forsyth High School's band programs. It does not discriminate on the basis of race, color, national origin and ethnic origin in administration of WFBB policies, scholarship programs, and other WFBB programs and services.


Article X. BYLAW EFFECTIVE DATES

Section 10.01


WFBB By-laws are effective immediately upon approval by the general membership.

Approval Date: 8/2/2013

Attestation:



Kevin Garrett, President



Joanne Garrett, Secretary