

**BY-LAWS OF HARRISON HIGH BAND BOOSTERS, INC.**

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HARRISON HIGH BAND BOOSTERS***

**July 20, 2009**

**Revision 4**

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## **ARTICLE I: INCORPORATION**

**SECTION 1.** The corporate name of the organization is HARRISON HIGH BAND BOOSTERS, INC., hereinafter referred to as the CORPORATION.

**SECTION 2.** The principal office and place of business of said corporation shall be 4500 DUE WEST ROAD, KENNESAW, GA 30152. 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 and budget year may begin at 12:01 A.M. on the first day of July and end at midnight on June 30. Should Federal regulations require the fiscal accounting year to be otherwise, the budget year will stay as indicated.

**SECTION 4.** The seal of the corporation 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 corporation shall be:

II: 1a To promote ways and means of providing for the needs of the HARRISON HIGH SCHOOL BAND PROGRAM above those supplied by the Cobb County School System. The corporation shall seek neither to direct the administrative activities of the band nor control its policies.

II: 1b To have but not limited to, all the rights, powers, privileges, and immunities now or hereafter given by law, or as now or hereafter may be enjoyed by a non-profit organization, as those enumerated above, and said powers are made hereof to the extent as if they were quoted herein.

**SECTION 2.** This corporation shall not contemplate pecuniary gain or profit or distribution of profits or dividends to the members thereof.

**SECTION 3.** No officer, Director or member of this Corporation shall be liable for any of the debts of the Corporation, except as such party may personally endorse or guarantee such debt of the Corporation.

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

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## **ARTICLE III: MEMBERSHIP**

**SECTION 1.** All members of the concert, marching, and jazz bands, percussion ensemble, color guard and winter guard, auxiliary units, and all parents and/or guardians of such students are automatically members of the corporation and are eligible for election to office of same. The Board of Directors may establish reasonable dues to the active membership.

**SECTION 2.** The Board of Directors may from time to time admit to membership interested persons who are not parents or guardians of band, color guard and winter guard, and auxiliary units' members.

## **ARTICLE IV: BOARD OF DIRECTORS**

**SECTION 1.** The Board of Directors shall consist of not less than nine (9) nor more than twenty (20) members. Members are defined as the position or title of the officers of the corporation. Each position, regardless if it is a singular person or 2 or more "co-" persons shall only count as one member (i.e., co-President = 1 member). The Board of Directors shall be elected by a plurality of the members of the Corporation present at the election meeting.

**SECTION 2.** Members of the Board of Directors shall be officers of the Corporation described in ARTICLE V of these By-Laws and a minimum of three (3) Members at Large. The Band Director(s) shall be non-voting ex-officio members.

**SECTION 3.** Each member of the Board of Directors shall have one vote.

**SECTION 4.** The Board of Directors shall have the power and duty to recommend to the membership the establishment of policy and control of the operation of the Corporation, acting through the President (or Co-Presidents), other officers and Board members.

**SECTION 5.** Term of Office. Directors shall hold office for a period of one (1) year, commencing June 1. No Director shall hold the same office for a period of longer than two (2) consecutive years. The newly and constituted Board of Directors shall be elected at the March meeting of the membership. The newly elected officers shall attend without a vote a joint Meeting of the Board of Directors along with the outgoing officers. This joint meeting shall be held after election and before April 15.

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## **ARTICLE V: OFFICERS**

**SECTION 1.** The officers of this Corporation shall be the President (or Co-Presidents), the Vice-President (or Co-Vice-Presidents) of Project Management, and Directors and/or Coordinators of each of the following: Operations, Guard, Student Attire, Fundraising, Events, Promotions, Public Relations, IT, Secretary, Treasurer (or Co-Treasurers), and Members at Large (ref: Addendum 1). The same person shall not hold two (or more) offices concurrently.

**SECTION 2.** The officers of this Corporation shall be involved in band, percussion, color, or winter guard activities. The Secretary shall have the capability of recording and maintaining accurate records of all meetings. The Treasurer (or Co-Treasurers) shall have a working knowledge of basic bookkeeping, or accounting procedures.

**SECTION 3.** The Officers of the Corporation shall be elected by a plurality of the members of the Corporation present at the regular March meeting. Each officer shall hold office for one (1) year or until he or she is removed from the office, commencing June 1.

**SECTION 4.** A vacancy in any office shall be filled by an election, held at the next regular meeting upon the occurrence of such vacancy, unless all of the offices become vacant by reason of a recall, 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 recalled by the members. (Recall procedures are described in ARTICLE IX of these by-laws).

## **ARTICLE VI: DUTIES OF THE OFFICERS**

**SECTION 1.** All officers of the Corporation shall be responsible and accountable for their acts as such to the membership.

**SECTION 2.** The President (or Co-Presidents) shall preside at all meetings of the Corporation and of the Board of Directors, shall call meetings as provided by the by-laws, and shall be ex-officio members of all committees. The President (or Co-Presidents) shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors.

**SECTION 3.** The Vice-Presidents (or Co-Vice-Presidents) shall perform the duties and exercise the powers of the President (or Co-Presidents) in the absence of the President (or Co-Presidents). The Vice-President(s) shall function as committee Chairpersons for their respective offices (unless they name a specific Chairperson), and shall perform such duties as may be prescribed by the Board of Directors from time to time, which shall include providing notification to members of all called sessions and special events, responsibility of timely publication of a newsletter, monitor expenditure of allocated budget, be responsible for liaison of Color/Winter Guard, Jazz and Percussion; and general assistance to the President (or Co-Presidents).

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**SECTION 4.** The Secretary shall record the minutes of all meetings and proceedings of the membership and the Board of Directors, and shall perform such other duties as may be assigned to him, or her, from time to time by the President(s) or the Board of Directors. The Secretary shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. (S)He shall serve all notices for the Corporation which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation other than the financial records kept by the Treasurer.

**SECTION 5.** The Treasurer (or Co-Treasurers) shall familiarize themselves with the finances of the Corporation, and shall report at least once each month to the membership regarding the financial condition of this Corporation and shall be responsible for receipt and disbursement of all funds for this Corporation. The Treasurer (or Co-Treasurers) shall be bonded. The Treasurer (or one of the Co-Treasurers) shall sign all checks for disbursement of funds up to and including the amount of \$1000.00. Disbursements exceeding this amount must be co-signed by a Band Director, President, Treasurer or designee of the President that is a voting member of the Board. The Treasurer shall have the care and custody of the funds, securities, and books of account of the Corporation, and shall oversee the deposit of said funds in the name of the Corporation into such bank accounts as the Board of Directors may from time to time determine. The Treasurer(s) shall have the books audited once each year by such auditor as the Board may select.

### **ARTICLE VII: COMMITTEES AND DIVISION OF RESPONSIBILITIES**

**SECTION 1.** The President (or Co-Presidents) may appoint special committee chairpersons as the need arises. Each Special Committee Chairperson shall appoint committee members from the organization and the committee shall serve until the need for the committee no longer exists at which time the committee shall be dissolved. All officers may appoint such subcommittees as may be necessary to perform their assigned functions.

**SECTION 2.** The Executive Committee shall be composed of the President(s), Vice-President(s), Secretary, and Treasurer(s) (Ref: Addendum 1). The Harrison High Band Director(s) and board Directors shall be ex-officio members of the Executive Committee. The Executive Committee shall have full power to take action requiring expediency between regular corporation meetings. Expenditure of funds by the Executive Committee between regular meetings for non-budgeted items shall be permissible but in no case shall the expenditure exceed one hundred (\$100.00) per week or five hundred (\$500.00) between regular corporation meetings. All actions taken by the Executive Committee between regular corporation meetings shall be brought before the club members at the next regular meeting for their information.

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The incoming Executive Committee, in conjunction with the Band Director(s), shall be responsible for the proposed budget preparation for the upcoming club year. The proposed budget, in expenditure priority order, shall be presented to the corporation membership after the installation of the incoming officers, at the regular May Corporation meeting for discussion and approval.

**SECTION 3.** The Director of Events shall be responsible for the planning, preparation, and completion of all organized special events, to be defined as Student Events and Community Events (i.e. Cobb Food & Arts, Hoya, etc), including the naming of sub-Chairpersons of any organized special event; and assist the President(s) in any way possible.

**SECTION 4.** The Director of Fundraising shall be responsible for the oversight of the planning, preparation, and completion of all organized and ad-hoc fundraising programs, to include Scrip and Corporate Sponsorship, including the naming of sub-Chairpersons of any fundraising program including the purchase and sale of all band or guard related promotional items (i.e., t-shirts, hats, sweatshirts, etc.); and assist the President(s) in any way possible.

**SECTION 5.** The Director of Public Relations shall be responsible for ensuring that the instrumental music program is brought to the attention of the public at large in such a manner as to reflect credit and pride upon the activities of the bands, guard, and the instrumental music program through local newspaper announcements, newsletters, e-mail, web site, and other means; and through the sale of band merchandise; and assist the President(s) in any way possible.

**SECTION 6.** The Director of Operations shall be responsible for inventory, maintenance, issuance and return of **student attire** (including, but not limited to: uniforms, tuxedos, and formal dresses) and shall insure that the uniform needs are brought to the attention of the Executive Committee; the coordination and training of **chaperones** for organization sponsored activities that involve students in non-classroom events, such as: after school rehearsals, football games, parades, trips, concerts, festivals, competitions, band camps, fund raisers, etc; ensuring the presence of **equipment**, including but not limited to trucks, vans, etc. for moving equipment and instruments to various activities, and shall maintain track of such equipment and instruments until safely stored back at Harrison; coordinating the **travel** details for band trips, such as hotel accommodations, food, etc., and coordinate transportation to and from organization sponsored activities; and for maintaining contact with color and winter guard members throughout the year and keep members informed of all Band/Color and Winter Guard activities. The Director of Operations can also name coordinators and/or sub-Chairpersons of any operational event or issue as necessary, and assist the President(s) in any way possible.

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**SECTION 7.** The Director of IT shall establish a phone tree and/or an e-mail list in order to make all necessary calls and/or e-mails to parents to keep them informed of band activities, last minute changes, meetings, and events, maintenance of website, website updates, etc., management of student database; including the naming of sub-Chairpersons for any communications needs; and assist the President(s) in any way possible.

### **ARTICLE VIII: MEETINGS**

**SECTION 1.** The Board of Directors meetings shall be held each month at the principal office on the second Tuesday of the month at 6 p.m. Regular meetings of the membership shall be held at the principal office on the second Tuesday of each month or on alternating months as determined by the Board of Directors. Notice of a temporary change of the Board of Directors or customary meeting time and/or place shall be set by the President (or Co-Presidents).

**SECTION 2.** Special meetings of the Board of Directors, Executive Committee, or regular membership may be called at any time by the President (or Co-Presidents) with the help of the Director of IT if required. Notice of the meeting shall be given to the Executive Committee members or the regular membership not less than two days prior to such a meeting, stating the time, purpose and place of the special meeting.

**SECTION 3.** A majority of the members of the Board of Directors, plus as many corporation members as required to constitute ten (10) percent of the organization's membership shall constitute a quorum for the transactions of business at meetings.

**SECTION 4.** ROBERTS' RULES OF ORDER, NEWLY REVISED, shall govern all meetings when not inconsistent with these by-laws.

### **SECTION 5. ORDER OF BUSINESS**

- Call to order
- Reading of the minutes of the preceding meeting
- Reports of the Committees
- Reports of the Officers
- Old business
- New business
- Report of Band Director
- Adjournment

**SECTION 6.** There shall be an annual meeting of the Board of Directors and other meetings of the Board of Directors shall be held on the call of the President (or Co-Presidents), or upon the written demand of any two (2) offices (i.e., as opposed to Officers) of the Board of Directors.

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**SECTION 7.** Fifty-one (51) percent 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 within five (5) days after the date of such meeting.

**SECTION 8.** Meetings of all committees shall be held as necessary for performances of the duties of each committee.

**SECTION 9.** A plurality vote of the members of each committee present at a regularly called meeting shall be sufficient for transaction of business recognizing that all committee actions are subject to review by Officers and Directors.

### **ARTICLE IX: RECALL**

**SECTION 1.** In the event a petition asking for a recall of any officer, and signed by, at least, one-third (1/3) of the membership of the corporation, is delivered to the President(s), or Vice-President(s), or Secretary, the membership shall be notified of the recall petition prior to the next regular meeting, which is, at least, seven (7) days from the date of such delivery, at which time a secret ballot vote shall be held. If the vote is affirmative by a majority of the members present and voting, the office shall be immediately recalled.

**SECTION 2.** In the event of a recall of the entire slate of officers, the Band Director(s), as ex-officio member of the Board of Directors, shall preside over the election of a new slate of officers at the same meeting.

### **ARTICLE X: EQUIPMENT AND UNIFORM OWNERSHIP**

Title to all equipment and uniforms purchased by the organization shall be retained by the organization until such time as the membership may elect to transfer ownership to the Cobb County Board of Education.

### **ARTICLE XI: SPHERE OF ACTIVITY**

**SECTION 1.** For the purpose of definition, Harrison High School shall be defined as “that high school, located at 4500 Due West Road, Kennesaw, GA 30152, which academically supports the area which this school serves and which may from time to time be defined and designated by the Cobb County Board of Education.”

**SECTION 2.** In the event that the school should be closed, or change from an academic curriculum, the term HARRISON HIGH SCHOOL, shall automatically apply to that school, or those schools, which absorb the students which this organization is avowed to support.

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**SECTION 3.** In the event of circumstances stated in Section 2 of this Article, equipment and monies on hand shall be apportioned on a band student pro rata basis using a straight line method of depreciation for the purpose of computation of undepreciated value of musical instruments on hand. If such circumstances result in the dissolution of the organization, this asset distribution will be in accord with sections of the USCA Internal Revenue Code relating the non-table transfers of such assets.

**SECTION 4.** Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from Federal income tax under Section 501 (1) and 5018 (c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Revenue Law or (b) a corporation, contribution to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

### **ARTICLE XII: MISCELLANEOUS**

**SECTION 1.** An annual financial review shall be performed by a party, not a member of the Board of Directors, but selected by the Board of Directors, and audits shall be conducted as required by law, or authorized by the Board of Directors.

**SECTION 2.** All members shall be requested to keep the Secretary informed as to their latest mailing address, e-mail address, and telephone number(s).

**SECTION 3.** At the meeting closing the fiscal year, the annual financial report of accomplishments shall be given by the Treasurer(s).

**SECTION 4.** Standing rules direct the administration of the organization. A standing rule can be added, deleted, or changed by a majority vote at a regular meeting of the membership. A list of the current standing rules will be attached to these by-laws.

### **ARTICLE XIII: AMENDMENTS**

**SECTION 1.** After review by the Board of Directors, the By-laws of the organization may be amended or repealed 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 have been given at a previous meeting.

**SECTION 2.** Since the By-laws of the organization, if valid, must not be in conflict with Federal, or State Constitutions, State or Federal Laws, any amendment or revisions of these by-laws will be referred for review and approval to legal counsel as required. Any portion of these by-laws which are, or become, in conflict the applicable laws, or regulations, shall be null and void and shall not affect the validity of the remaining By-laws.

**END OF BY-LAWS**

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## **STANDING RULES**

- I. UNIFORM REGULATIONS AND CARE
- II. STUDENT ACCOUNTS
  - a. An account will be created for each family that has a student(s) in the band program. All disbursements and receipts of “Points”, which will be referred to as “Band Bucks”, will be updated in the accounts monthly. A copy will be permanently displayed in the band room. All students “Band Bucks” should be held in a bank account and should be reflected in the books of the Corporation. Said accounts will be maintained by the Treasurer (Co Treasurers).
- III. TREASURY GUIDELINES
  - a. Normal business guidelines will be followed in that a fee will be assessed on all NSF checks. After two NSF check occurrences, future payments may be required to be paid by certified funds for the remainder of the school year.
  - b. When a payment is received all outstanding student debts are cleared first.
  - c. The Treasurer(s) will issue statements on a monthly basis to those members who owe monies to the band program.
  - d. Hardships - the Treasurer(s) will present to the board known cases of hardship for a decision based on current hardship policy.

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**Revision History**

<b>Revision #</b>	<b>Date</b>	<b>Created by / Title</b>	<b>Comment</b>
Original	Unknown	Unknown	Original document missing. Only selected pages were gathered from previous board members.
2	Nov-19-2002	Kent Sterrett / Co-President	Complete & major re-write of by-laws to re-establish purpose and membership of HHBB. Voted and approved by general membership during regular meeting held at HHS band room on Dec-03-2002.
2a	Apr-06-2004	Kent Sterrett / Co-President	Updated Article I, Section IV. Clarify definition of “membership” so as to prevent increasing membership numbers from exceeding previous limit of 15. Voted and approved by general membership during regular meeting held at HHS band room on Apr-13-04.
3	Feb-08-2008	Lisa Brennan / Co-President	Major re-write and update to reflect current operations to the following: <ul style="list-style-type: none"> <li>• Article V, Section 1 – redefine officers</li> <li>• Article V, Section 3 – changed election month to March and start month to June</li> <li>• Article VII – Modified title with the addition of “ ... And Division of Responsibilities”</li> <li>• Article VII, Section 2 – clarified board members with “Director” title to be ex-officio members of the Executive Committee.</li> <li>• Article VII, Sections 3-7 – removed all references to “committees” and updated with “Director” titles; clarified and re-organized responsibilities.</li> </ul>
4	July 20, 2009	Ed Labra / Co-President	Update to: <ul style="list-style-type: none"> <li>• Article VI, Section 5 - Add</li> </ul>

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			<p>designee of the President that is a voting member of the Board as check signer</p> <ul style="list-style-type: none"><li>• Article VI, Section 5 – Add: The Treasure ... shall <b>oversee the deposit of said...</b></li><li>• Article VII, Section 3 – Change Taste to Cobb Food &amp; Arts</li><li>• Article VIII, Section 1 – Add verbiage to allow booster meetings to be on alternating months or monthly as deemed by the board of directors.</li><li>• Standing Rule 3: remove cash as acceptable method of payment</li><li>• Standing Rule 3: modify part a. to say “After two NSF check occurrences, future payments may be required to be paid by certified funds for the remainder of the school year” to the end of the last sentence.</li></ul>
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**BY-LAWS OF HARRISON HIGH BAND BOOSTERS, INC.**

Addendum 1

***Harrison High School Band Booster Club  
Board of Directors Organization Chart  
Academic Year: 2009-2010***

