

**BY-LAWS
OF THE
HILLGROVE BANDS BOOSTER ASSOCIATION, INC.**

ARTICLE I: INCORPORATION

SECTION 1. The corporate name of the organization is HILLGROVE BANDS BOOSTER ASSOCIATION, INC. For purposes of these By-Laws, Hillgrove Bands Booster Association, Inc. may be referred to as the “Association”.

SECTION 2. The principal office and place of business of said corporation shall be 4165 Luther Ward Road, Powder Springs, Georgia in Cobb County. 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 the first day of June and ends at midnight on May 31.

SECTION 4. The seal of incorporation shall be circular in form and shall be as follows:

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 Hillgrove High School Bands Program, above those supplied by the Cobb 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 be limited to, all the rights, powers, privileges, and immunities now or hereafter enumerated in Title 14 of the Code of Georgia 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.

Amended at the _____ General Meeting

c) 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 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 described herein.

ARTICLE III: MEMBERSHIP

SECTION 1. All parents or guardians of Hillgrove Bands interested in supporting the purpose of the Association (Article I, 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 members of the Association with full rights of membership.

SECTION 3. Only parents or guardians of current Hillgrove Bands 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 V of these by-laws, The Director of Bands, Assistant Band Director(s), a school representative, and a member of the community at large. The immediate past-President (or Co-Presidents), and Treasurer (or Co-Treasurers) will be non-voting ex officio members of the Board of Directors. The Board of Directors shall consist of not less than five (5) members. The Executive Officers shall be elected as describe in Article VI of these by-laws. A school representative shall be

appointed by the principal of Hillgrove High School as outlined in Cobb County Schools Booster Club Guidelines, number four (4). A member of the community-at-large shall be appointed by the Director of Bands and approved by the Executive Officers.

SECTION 2. Each voting member of the Board of Directors (as defined in Section 1 above) shall have one vote. Voting members of the Board of Directors shall include the Executive Officers, the Director of Bands, the Assistant Band Director(s), a school representative, and community member, as set forth in Article V, Section 1 hereof.

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

SECTION 4. Term of office of the Board of Directors shall be one (1) year, typically commencing June 1. The Executive Officers of the Association, as described in Article V of these by-laws shall be elected at an annual meeting of the membership, typically held in May. The outgoing Board of Directors shall attend, without vote, a joint meeting with the newly elected and constituted Board of Directors. This joint meeting shall be held within one (1) month of the election of the new Board of Directors.

ARTICLE V: EXECUTIVE BOARD AND OFFICERS

SECTION 1. The Executive Officers of this Association shall be the President (or Co-Presidents), Vice President (or Co-Vice Presidents), Secretary, and Co-Treasurers. They may be re-elected for a maximum of one consecutive additional term to the same office. Elected Executive Officers must be a 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 Hillgrove High School. For definitive purposes, each Executive officer represents one (1) member on the Board of Directors. As used herein, the officers shall be referred to singularly, whether their office is held individually or jointly with a co-officer.

SECTION 2. The Executive Board shall be composed of the Executive Officers, The Director of Bands, Assistant Band Director(s), and the chairperson(s) of each standing committee. Ad Hoc Committee Chairperson(s) may be included on the Executive Board for their term of service in said capacity with the approval of the Executive Officers.

SECTION 3. The President should have demonstrated and be involved in band activities so as to be knowledgeable of the operations of the association. The Vice President should be involved in band activities, and ready to assume the duties of the President. The Secretary should have the capability of recording and maintaining accurate records of all meetings and maintaining accurate membership records. The Treasurer should have a working knowledge of basic bookkeeping or generally-accepted accounting procedures.

SECTION 4. The Executive Officers of the Association shall be elected by a plurality of the members of the Association present at the May meeting. Executive Officers shall hold office for one (1) year, commencing June 1, or until their successors are elected. Executive Officers may be elected to one (1) additional successive term as described in Article 5, Section 1 herein.

SECTION 5. 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 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.

ARTICLE VI: ELECTION OF BOARD OF DIRECTORS AND EXECUTIVE OFFICERS

Section 1: A nominating committee will be elected at the January general meeting. The committee will contain an odd number of members, not less than five (5). The current President may not serve on the nominating committee. Band director(s) may serve on the committee as non-voting members. Two alternates may be elected. Members may not serve on the nominating committee if they were members of the nominating committee the prior year.

Section 2: The Nominating Committee will present a slate of qualified officer candidates as outlined in Article VII, herein by posting the slate on the organization website and in the Band Hall a minimum of 30 days prior to the May election.

Section 3: In the event an office become vacant due to resignation or in the event the officer's band student leave the band, a replacement shall be selected by a majority vote of the Executive Board

ARTICLE VII: DUTIES OF THE EXECUTIVE 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, and Treasurer 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, and of the Board of Directors, shall call meetings as provided in these by-laws, and shall be an ex officio member 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.

- a) The Vice President shall preside as focal of all individually chaired fund-raising committees.

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 all records of 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 to 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, and 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.
- d) The Treasurer(s) shall oversee and account for all monies collected, and as well shall 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 Director of Bands, except as set forth in Article 13, Section 1 hereof.

SECTION 6. 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 expenditure must have been included in the annual budget approved by the membership of the Association.

ARTICLE VIII: COMMITTEES

SECTION 1. As deemed necessary on an annual basis by the President with approval of the Executive Board, there shall be the following Standing Committees with Chairpersons appointed and duties designated by the President:

- Chaperone
- Guard Activities
- Hospitality and Food
- Music Institute
- Photography/Audio-visual
- Points & Awards
- Publicity & Public Relations
- Spirit wear

- Telephone
- Transportation
- Uniform
- Ways & Means/Fundraising
- Webmaster

SECTION 2. For definitive purposes, each committee (not committee member, committee Chairperson or Co-Chairperson) represents one (1) member on the Executive Board.

SECTION 3. Each committee consisting of more than one person shall appoint a secretary for that committee to keep meeting notes or minutes, and provide copies of same to the Secretary of the Board of Directors on a monthly basis.

SECTION 4. Each committee chairperson shall be responsible for exercising fiscal responsibility for expenditures made on behalf of their committee. Expenditures in excess of five hundred dollars (\$500) require approval of the Executive Board.

SECTION 5. Ad Hoc Committees may be formed as needed by the President with the approval from the Director of Bands and the Executive Officers.

SECTION 6. The term of office for committee chairperson(s) will be June 1st and will end on May 31st of the following year. Chairpersons may serve consecutive terms but must be approved by a majority vote of the Executive Officers.

SECTION 7. Committee members may be selected by the Chairpersons.

SECTION 8. All monies received by any committee will be tallied and given to the Treasurer or designee with an explanation of expenditure for disposition as outlined in Article VII, Section 5.

ARTICLE IX: 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. Customary meeting time shall be defined as the second Tuesday of the month at 7:30 P.M. Notice of a temporary change of customary meeting time and/or place shall be set by the President. Notice of regular meetings shall be published two (2) weeks in advance on the Association web site.

SECTION 2. Regular Meetings shall be held by the Executive Board one (1) week prior to the regularly called meeting. Notice of a 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 with the help of the Telephone Committee Chairperson. Notice of the meeting shall be given to the membership not less than two (2) days prior to such a meeting, stating the time, place, and the purpose of the special meeting.

SECTION 3. 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 Board of Directors 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 4. Members present shall constitute a quorum for the transaction of business at regular and special meetings.

SECTION 5. ROBERTS RULES OF ORDER, NEWLY REVISED shall govern all meetings when not inconsistent with these by-laws.

SECTION 6. Meetings of the Board of Directors shall be held on the call of the President, or upon the written demand to the President by any two (2) officers of the Board of Directors at least ten (10) days in advance.

SECTION 7. Fifty-one 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 8. Meetings 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 to the President and Secretary for inclusion in the Board Meeting Minutes as set forth in Article VII, Section 3 hereof.

ARTICLE X: 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 Board of Directors 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 Board of Directors may remove any officer at any time with or without cause, by motion and majority vote, at any meeting of the Board of Directors.

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 shall 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, the officer shall be immediately recalled.

SECTION 3. In the event of recall of the entire slate of officers, the Band Directors, 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 OWNERSHIP

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

ARTICLE XII: SPHERE OF ACTIVITY

SECTION 1. For the purpose of definition, “Hillgrove 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, the Association shall be dissolved.

SECTION 3. In the event of circumstances stated in Section 2 of this Article, ownership of equipment and funds on hand shall revert to the Cobb County Board of Education.

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 Board of Directors. The Board of Directors 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 the Board of Directors 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 Board of Directors.

SECTION 2. All members shall have the obligation to keep the Secretary informed as to their current address and telephone number

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: AMENDMENTS

SECTION 1. After review by the Board of Directors, 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 have been given at a previous meeting.

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

End of By-laws

These By-Laws were approved on the _____ day of _____, 2006 by the Hillgrove Band Boosters Association, Inc. Executive Board.

These By-Laws were adopted on the _____ day of _____, 2006 by the Hillgrove Band Boosters Association, Inc. Membership.

Officer	Signature
Gerald Nelms, President, HBBA	
Pam Payne, Vice President, HBBA	
Matilda Bean, Secretary, HBBA	
Michael Stewart, Treasurer, HBBA	
Ray Bovard, Treasurer, HBBA	
Christopher Ferrell, Director of Bands, HHS	
Patrick Erwin, Assistant Director of Bands, HHS	