

Pebblebrook Band Booster, Inc.

Bylaws and Constitution

Article I: INCORPORATION

SECTION 1: The corporate name of the organization is Pebblebrook Band Booster, Inc. For purposes of these Bylaws, Pebblebrook Band Booster, Inc. may be referred to as the “Band Booster”.

SECTION 2: The principal office and place of business of said corporation is 991 Old Alabama Rd. Mableton, GA in Cobb County. The corporation may establish and maintain an office(s) at such other places, either within or without of the State of Georgia, as the Board of Directors may determine from time to time.

SECTION 3: The fiscal year shall begin at 12:01 AM on the first day of June and ends at 12:00 AM on May 31.

Article II: PURPOSE AND OBJECTIVES

SECTION 1: The object and purpose of the Band Booster shall be:

- a) As a parent-teacher organization, to promote ways and means of providing for the needs of the Pebblebrook High School Bands Program, above those supplied by the Cobb County School System. The Band Booster shall seek neither to direct the administrative activities of the band program, nor control its policies. Rather, the Band Booster 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.
- c) The activities of the Band Booster shall be consistent with the Guidelines and Procedures established by the Cobb County School District Administrative Rules, Section J, Student Activities.

SECTION 2: This Band Booster 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 Band Booster.

SECTION 3: No member of this Band Booster shall be liable for any of the debts of the Band Booster, except as such a member may personally endorse or guarantee, either written or implied, such debt of the Band Booster.

SECTION 4: This Band Booster 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 Pebblebrook Bands interested in supporting the purpose of the Band Booster (Article I, Section 1.a) and who agree to abide by the Bylaws described herein are eligible for membership.

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 Band Booster with full rights of membership.

SECTION 3: Only parents or guardians of current Pebblebrook Bands students, or community members approved by the Director of Bands, 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 Band Booster membership fee of five dollars (\$5.00) per membership household shall be collected to partially defray the cost of operation of the Band Booster. 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 Band Booster.

Discretion should be used to protect those members unable to pay, and this inability should not exclude any member from participation in the Band Booster.

Article IV: BOARD OF DIRECTORS

SECTION 1: The Board of Directors shall consist of the Executive Officers of the Band Booster as described in Article V of these by-laws, The Director of Bands, Associate/Assistant Director(s) of Bands, and a school representative (if required by Cobb County/ School District and/or Pebblebrook Administration), and standing committee chairs. The Executive Officers shall be elected as described in Article VI of these bylaws.

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 Associate/Assistant Director(s) of Bands, a school representative (if required by Cobb County School District and/or Pebblebrook 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 for the establishment of policy and control of the operation of the Band Booster.

SECTION 4: Term of office of the Board of Directors shall be one (1) year, typically commencing June 1. 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 new Officers.

Article V: EXECUTIVE BOARD AND OFFICERS

SECTION 1: The Executive Officers of this Band Booster shall be the President, Vice President, Secretary, Treasurer - 1, and Treasurer - 2. They may be re-elected for a maximum of one consecutive additional term to the same office. 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, and Associate/Assistant Director(s) of Bands.

SECTION 3: The Executive Officers of the Band Booster shall be elected by a plurality of the members of the Band Booster present at the General Meeting held in April or May. 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. Once a term limit is met, and a period of one year has passed, former officers become eligible to serve an additional term for the original office previously held as long as all other requirements set forth in these bylaws are met including Article V, Section 1.

SECTION 4: A vacancy exists when any officer resigns his or her office or is removed by recall or rescission. 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.

ARTICLE VI: NOMINATING COMMITTEE AND ELECTION OF OFFICERS

SECTION 1: A nominating committee will be elected at the April 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. The Director of Bands and Associate/Assistant Director(s) of Bands 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 General Member Meeting for elections.

SECTION 3: In the event an office becomes vacant due to resignation, or in the event the officer's band student leaves 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 Band Booster for the actions of the Board of Directors and Executive Board. The actions of the Vice President, Secretary, and Treasurer(s) 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 Band Booster, of the Board of Directors and Executive Board meetings, and shall call meetings as provided in these Bylaws. 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 Band Booster are consistent with the guidelines set forth in the Bylaws of the Band Booster 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, 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 always maintain accurate records of membership.
- 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 Band Booster 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 Band Booster.

- a) The Treasurer(s) shall be responsible for the receipt and disbursement of all funds of the Band Booster.
- 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 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 Band Booster 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.

d) The Treasurer(s) shall secure any receipts and expenditures from the Pebblebrook High School Bookkeeper pertaining to the Band Account maintained by the school.

SECTION 6: The President shall be empowered to conduct the day-to-day business of the Band Booster 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 Band Booster funds, such expenditure must have been included in the annual budget approved by the membership of the Band Booster.

Article VIII: STANDING COMMITTEES

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

*Chaperone

*Transportation/Logistics

*Uniform

*Hospitality

*Fundraising

*Concessions

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

SECTION 3: Each committee consisting of more than one person shall appoint a Secretary for that committee to keep meeting notes or minutes. The Secretary will need to 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. ALL expenditures require approval of the Executive Board in order to be reimbursed.

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. The duties of the ad hoc committees will be limited to the purpose for which the committee is formed

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 a term of

longer than 2 consecutive years as chair of the same committee must be approved by a majority vote of the Executive Officers.

SECTION 7: Committee members may be selected by the Chairpersons. However, committee members will be encouraged to volunteer for the committee that most matches their interest.

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 Band Booster shall be held no less than four (4) times each calendar year at the principal office. Customary meeting time shall be defined as the second Tuesday of the month at 6:30 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 Pebblebrook Bands web site.

SECTION 2: Regular Meetings shall be held by the Executive Board 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 Band Booster may be called at any time by the President. 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 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 decide 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.

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

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-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 confirmed by the majority of the members of the Board of Directors within five (5) days after the date of such meeting or motion. This confirmation can be in writing via email.

SECTION 9: 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 4 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 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: In the event the entire slate of officers becomes vacant, the Director of Bands and Associate/Assistant Director(s) of Band, 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: MISCELLANEOUS

SECTION 1: All books, records, and minutes of the Band Booster 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 at 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 Band Booster meeting that closes the fiscal year, the annual financial report of the Band Booster shall be given by the Treasurer. An independent review of the financial records of the Band Booster shall be performed by a certified public accountant, if the total income reaches more than \$250,000.00 total.

SECTION 4: Contracts: Only the President of the Band Boosters has the authority to execute contracts for a non-budgeted expense on behalf of the organization, and only with the approval of a majority vote of the Board of Directors.

SECTION 5: Accounts: Only the Treasurer/Asst. Treasurer, President and Vice President are authorized to establish bank accounts or other financial accounts for the Band Boosters and shall have prior approval with a majority vote of the Executive Committee. These officers will also be included as “signers” on the account. All checks for \$1500 or above shall require two signatures.

SECTION 6: Dissolution: In the event the Pebblebrook High School Band Booster should dissolve, all inventory, equipment and funds belonging to the organization shall revert to Pebblebrook High School for its use in the band program.

Article XII: AMENDMENTS

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

Article XIII: APPROVAL

The Bylaws of the Pebblebrook Band Booster have been amended and adopted on the 10th day of September, 2019. They shall be in effect from this date forward and will supersede all previous Bylaws.

Officer	Signature
LeResa James, President	
Chandra Miles, Vice President	
Ronda Shepard, Secretary	
Charlotte Woods, Treasurer	
Kim Cameron, Treasurer	
Eulas Kirtdoll, Director of Bands	
Isaac Wimberly, Associate Director of Bands	