

Brookwood Band Association, Inc.

Association By-Laws

Ratified March 2013

BROOKWOOD BAND ASSOCIATION, INC.
1255 DOGWOOD ROAD
Snellville, Georgia 30078

Article I - Name of the Association:

The name of this association shall be Brookwood Band Association, Inc. and shall be referred to in these bylaws as “the Association.”

Article II – Purpose:

The purpose of the Brookwood Band Association is:

1. To promote and support the activities of the Brookwood High School Band program, including but not limited to purchasing and maintaining music, instruments and supplies for the band, the publishing of websites, newsletters, and press releases, and execution of band operations, special projects, concerts, and fundraising to support the Association;
2. To conduct operations necessary and incidental to the accomplishment of the foregoing;
3. To develop and promote with the Brookwood High School Band Directors such unified efforts required to maintain a high level of participation and performance;
4. To build and maintain an association of parents and other interested individuals who will help promote the activities under the auspices of the Brookwood High School Band Directors.

Nothing in these bylaws shall imply that the Association has any authority through any of its policies or actions to determine membership or qualifications or conditions of membership in the Brookwood High School band program.

The Association is organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (hereinafter “Internal Revenue Code”)

Article III – Membership:

Membership is open to all adults who qualify in one of the following categories:

A general (voting) member in good standing is defined as an adult parent and/or legal guardian of a participating or future student in the Brookwood High School band and auxiliary units who has signed a current registration, has provided the Association documents as required by the Board of Directors, is current on all dues or in payment status and assessments as approved by the Board of Directors and is interested in furthering the objectives set forth in Article II.

An Associate membership is open to all adults interested in the purposes of the Association as outlined in Article II, without voting privileges. The purpose of an Associate Membership is to provide additional program support.

The designated school sponsors, typically the Band Director(s), will be the liaison with the Association, attend and participate in the general membership meetings, and be ex-officio (non-voting) members of the Board of the Directors and the Association's committees.

Article IV - General Membership Meetings:

There shall be no fewer than two membership meetings per school year, times and dates to be determined by the Board of Directors.

All meetings will be held in the Brookwood High School Band Room unless otherwise designated.

The President or the Board of Directors may call special membership meetings. Such meetings shall be announced at least seven days in advance to the membership via email and/or the band website.

The general membership meetings of the Association and the meetings of the Board of Directors shall be open to all members of the Association with the exception of Executive Sessions. Meetings or meeting changes will be announced at least seven days in advance via e-mail and the band website posting. A schedule of planned meetings for the year will be published at the beginning of the school year, and shall be considered sufficient notification.

A quorum shall consist of the voting members present at the general membership meeting.

Article V - Board of Directors:

Section 1 - Membership:

There shall be a Board of Directors of the Association consisting of elected directors who are members of the Association in good standing, the designated school sponsors (typically the Band Directors), and the immediate Past President of the Association. The designated school sponsors and Past President (if not on the board) shall be ex-officio (non-voting) members of the board. There shall be no compensation to the director or officers for serving on the Board

Section 2 - Terms of Office:

The term of four (4) Directors shall be fixed at one (1) year and the terms of up to five (5) Directors shall be fixed at two (2) years. At the expiration of the initial term of office of each respective member of the Board of Directors, a successor shall be elected to serve for a term of two (2) years.

The term of office for each board member commences on the first day of the fiscal year following their election.

A member in good standing each may serve an unlimited number of terms of office.

Section 3 - Duties, Powers and Responsibilities

- a. The Board of Directors shall have general supervision of the affairs of the Association between established membership meetings. The property, affairs and activities of the Association shall be managed and controlled and its powers exercised by the Board.
- b. The Board of Directors will make recommendations to the Association and perform other such duties as specified in these Bylaws.
- c. The Board of Directors shall be held accountable to the Association and its acts shall not conflict with the direction of the band directors.
- d. The Board of Directors may establish policies and procedures for the operation of the Association.
- e. The Board of Directors may enter into an agreement with certain individuals to assist the Band Directors with the instruction of the concert band, marching band and/or any auxiliary units.

Section 4 - Quorum:

A majority of the voting Directors shall constitute a quorum.

Section 5 – Voting:

All matters shall be decided by a vote of a majority of the voting Directors present and voting at which there is a quorum. All voting will be by voice, however, the President may, at his or her discretion, call for a roll call vote or by secret ballot.

Section 6 – Number of Directors:

The board shall consist of up to nine (9) voting directors

Section 7 – Meetings:

- a. The Board of Directors will meet at least twice each semester. Dates and times of this meeting will be determined by a majority vote of current Board members after a recommendation by the President.
- b. All meetings to be held in the Brookwood High School Band Room, unless otherwise designated.

Section 8 - Resignation of Board Members:

- a. A member of the Board of Directors may resign at any time upon written notice to the Board.

b. Upon notification of the resignation of a member of the Board of Directors the board will vote to appoint an individual from the General Membership to fill the outgoing officer's position for the remainder of the term of office.

c. All vacated committee chairs, not served by elected officers, will be filled by appointment of the President with approval of Board of Directors.

Section 9 – Removal:

Any Director can be removed at any time, with or without cause, by a two-thirds (2/3rd) affirmative vote of the membership.

Article VI - Officers of the Association:

The Officers of the Association shall consist of a President, Vice President(s), Secretary, Accounts Treasurer, and Financials Treasurer. No person may hold two or more offices of the Association. No person may hold any individual office for more than two consecutive terms of office (four years). An Officer must be a Voting Director.

The Officers shall be elected by the Board of Directors at the first meeting of the Board

An Officer may be removed by a two-thirds (2/3rd) vote of the Board.

Section 1 - Duties of the President:

a. The President shall preside at all Board of Directors and membership business meetings, prepare an agenda, and ensure all meetings are conducted in a manner consistent with these Bylaws.

b. The President shall submit an annual report of all activities of the Association at the end of the election term.

c. The President will serve as the liaison with the Brookwood High School Band Director(s) and as liaison will oversee the coordination of all Association activities and correspondence.

d. The President shall appoint chair and co-chairpersons to standing and special committees authorized under these Bylaws, except where committees are otherwise designated as responsibilities of elected officers.

e. The President shall serve as a voting member of all standing and ad-hoc committees.

f. The President shall monitor the progress and hold committees accountable for executing their assigned duties.

g. The President shall perform other such duties as may be assigned from time to time by the Board of Directors or resolution of the Association.

h. The President may divide the duties of Vice President in order to allow for efficient operation of the Association. The structure must be approved with by the Board of Directors.

Section 2 - Duties of the Vice-President(s):

a. A Vice President shall assume the duties of the President in his/her absence.

b. The Vice President shall oversee committees as assigned annually by the President.

c. The Vice President shall perform other duties from time to time as assigned by the President.

d. The Vice President will oversee operations and volunteers at all events including but not limited to game day equipment setup, uniform distribution, transportation, etc.

e. The duties of Vice President may be divided among up to four (4) board members by the President to allow for efficient function of the Association. Such structure may include, Executive Vice President, Vice President of Operations, Vice President of Logistics and Equipment, and Vice President of Ways and Means.

f. Fulfillment of duties of an absent president, including succession shall follow the order listed in Section 4, part e.

g. The Vice President shall be responsible for the promotion of membership in the Association and shall encourage participation in the Association's activities.

Section 3 - Duties of the Secretary

a. The Secretary shall record the minutes of all Board of Director and membership business meetings of the Association along with a record of attendance and shall submit a copy of such minutes along with any reports to the President and Band Director after each meeting.

b. The Secretary will maintain a record book in which the Bylaws, policies, procedures, special rules and all meeting minutes are entered with any amendments to these documents properly recorded and documented. The record book should be available to any member in good standing. Minutes must be posted within 10 days of a meeting on the band website.

c. The Secretary will assist the President and Band Director with correspondence, as required.

d. The Secretary shall oversee committees as decided annually by the Board of Directors.

e. The Secretary shall coordinate communication efforts for the band and Association

f. The Secretary shall maintain the sponsorship list and ensure that each sponsorship donation is properly acknowledged.

Section 4 - Duties of the Treasurers

There shall be two positions for treasurer, the Accounts Treasurer and the Financials Treasurer. The duties of each are described below.

a. Accounts Treasurer

i. The Accounts Treasurer shall keep an accurate record of all receipts and disbursements and provides a monthly accounting of funds and showing each activity separately, as well as a complete record of all funds, in accordance with generally accepted accounting practices.

ii. The Treasurer shall establish and implement a system for monitoring students' balances and communicate to members of balances due.

iii. The Accounts Treasurer will receive bank statements and reconcile such statements with the Financials Treasurer.

iv. The Accounts Treasurer shall, in cooperation with the Financials Treasurer, comply with requirements in Article VII, Section 8 pursuant to requirements by the Internal Revenue Service.

b. Financials Treasurer

i. The Financials Treasurer shall keep a full and accurate account of all receipts and expenditures of the Association, having custody of all funds.

ii. The Financials Treasurer will maintain the authorized signature for funds drawn on the Association's bank account. Due to this responsibility, the Financials Treasurer may not be a spouse or blood relation to any other member of the Executive Board.

iii. The Financials Treasurer is responsible for following procedures to ensure proper use of any credit or debit cards issued to the Association.

iv. The Financials Treasurer shall make a full financial report annually to the Association, and make interim reports at all business meetings, providing balances on hand and any outstanding expenses.

v. The Financials Treasurer shall be responsible for receiving any and all monies from fund raising activities.

vi. The Financials Treasurer shall be responsible for receiving and accounting for all monies at the close of each operation of concession stand, etc.

vii. The Financials Treasurer shall assist the Accounts Treasurer in reconciling monthly bank statements.

c. The Treasurers shall perform all duties incident to the office of Treasurer, and such other duties from time to time as may be assigned by the President.

d. The Treasurers shall Co-Chair and oversee the Finance committee.

Article VII - Committees

Section 1 – Appointments:

a. The President shall appoint such committees as may be authorized by these Bylaws, or by resolution of the members, or by the Board of Directors.

b. Except where otherwise designated by these Bylaws, the President shall appoint a chair to head each committee with the consent of the Board of Directors.

c. All committee members appointed by the President or appropriate board member shall be for a term that coincides with the current school year.

Section 2 - Standing Committees:

The Association shall have the following standing committees to aid in the accomplishment of its objectives: Finance, Ways and Means, Equipment and Logistics, Band Operations, and Communications

a. Finance Committee

The Finance Committee is responsible for providing financial stability to the Association through budget oversight and shall prepare annual reports, monitor income streams, review performance reports, and monitor contracts and payments. The Finance Committee is co-chaired by the Treasurers.

b. Ways and Means Committee

The Ways and Means Committee shall be responsible for raising funds to support the activities of the Association. This includes planning fundraising projects for the Association and submitting those projects to the Board of Directors and Association for approval. This Committee shall also be responsible for the operation of the concession stand and all its associated functions. The Committee is charged to ensure that the Association's financial policies are followed with respect to funds generated by the Committee. The Chair may appoint chairpersons for each separate fundraising activity or project. Sponsorship and patronage programs shall fall under the direction and control of this Committee.

c. Equipment and Logistics

The Equipment and Logistics Committee shall have responsibility (in conjunction with the Brookwood High School Band Directors) for the procurement, issuance and maintenance of uniforms and the equipment necessary to enrich the band program and for the transportation of instruments and equipment to performances (vehicle and driver). This committee shall be responsible for maintaining an inventory of all uniforms and equipment as well as coordinating assignments and retrieval of all uniforms and equipment. The Committee is charged to ensure that the Association's financial policies are followed with respect to purchases made by the Committee.

d. Band Operations

The Band Operations committee shall have responsibility for:

- i. Planning, staffing and operating a Summer Marching Camp in support of the Brookwood Band program, in conjunction with the Brookwood High School Band Directors'.
- ii. Recruiting, selecting and training chaperons required for any band event. Chaperons must adhere to designated duties, responsibilities and requirements established by the board of directors. Unless otherwise approved by the Band Directors, official chaperons must be band parents, Association members or band staff. This committee is also charged with assisting the Band Director(s) in maintaining the safety of student, including capability to provide basic first aid and coordinating with the logistics and equipment chair for security of band property at all events. This committee will also be responsible for maintaining a complete set of medical release forms and student/chaperone information forms that will travel with the band on all trips.
- iii. Arranging food, logistics, etc. at social functions as required supporting the activities of the Association. This includes but is not limited to Band Camp, band festivals and exhibitions, band banquet, senior night, concerts and concert band camps. Additionally this Committee is responsible for communications with visiting bands, securing spaces for visiting bands at football games, greeting and escorting visiting bands and facilitating a welcoming and courteous experience with members of the Association by the visiting band.

e. Communications

The Communication Committee shall be responsible for promotion of Brookwood High School bands, the Association, and all associated activities. The committee is responsible for all communications disseminated to Association members and publicity disseminated from the Association concerning the activities of the Brookwood High School Band and the Association, including maintenance and oversight of the Brookwood Band web site and providing articles and photographs for the media. The Committee shall work to create and encourage interest in all meetings and activities. The Secretary shall be a member of this committee

Section 3 - Ad Hoc Committees:

Ad hoc or temporary committees may be established by the Board of Directors or the President as needed to perform specific functions, study specific issues, or as deemed necessary to carry out the objectives of the Association. The membership, duties, powers, and termination dates of all ad hoc committees shall be determined at the time of establishment. The President shall appoint a chairperson for each ad hoc committee at the time of the committee's establishment.

Section 4 - Nominating Committee:

A Nominating Committee shall be appointed in February of each year consisting of the Band Director(s) and two members of the Association appointed by the President. The nominating committee shall present a proposed slate of candidates for the Board of Director positions to the membership for election at the Spring general membership meeting.

Article VIII – Elections:

Section 1 – Nominations:

It shall be the duty of the Nominating Committee to recommend candidates for all Board of Director positions. All nominations are subject to approval of the Band Directors. A member may make additional nominations from the floor during the Spring membership meeting.

Section 2 – Elections:

- a. Members of the Board of Directors are to be elected at the Spring Membership meeting to take office at the conclusion of the fiscal year. During the interim, the Director(s) elect will work with the current Board of Directors to allow for a smooth transition. The newly elected board has no voting privileges until they are installed.
- b. All eligible members of the Association present at the Spring membership meeting shall vote on all directors to be elected, with the candidates receiving the most votes being elected. In the event of a tie on the first ballot, additional ballots shall be taken between the two candidates until a candidate receives a majority of the votes, and is elected.
- c. Only members in good standing may serve on the Board of Directors and can vote in elections.

Article IX - Financial Operations

The fiscal year of the Association shall be June 1 through May 31.

Section 1 - Band Contracts:

The Board of Directors may authorize any Director, 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 2- 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 Board of Directors. Such authority will be confined to specific instances.

Section 3 - 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 require the signatures of two Officers of the Association, one of whom shall be a Treasurer and the other of whom shall not be a Treasurer.

Section 4 – 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 Board of Directors may select.

Section 5 – Budget:

The Board of Directors and the Band Director(s) shall draft and approve by resolution a budget for the upcoming school year. The upcoming year's budget will be presented at the Spring meeting of the Association.

Section 6 - Physical Assets Outside the Budget:

The board may not exceed expenditures within line items of the approved budget without approval from the general membership.

Section 7 - Tax Status and Tax Returns:

It is recognized that to secure and maintain the support of the community and members it is necessary that the Association apply for and be classified as a Section 501(c)(3) tax exempt Association as defined by the Code and Regulations of the Internal Revenue Service of the United States (IRS). The Board of Directors or the Treasurers shall take the necessary steps to apply for and secure a Tax Identification Number (EIN) from the federal government. The Treasurers of the Association shall be responsible for monitoring the tax status of the Association and notifying contributors of the tax exempt status of the

Association. When required by the IRS, the Treasurer shall file, or with the approval of the Board of Directors, secure the assistance of a qualified professional to prepare and file such tax returns as required by the IRS.

Section 8 - Insurance Policies:

It shall be the responsibility of a Vice President or other individual(s) specifically designated by the Board of Directors to research and secure such insurance policies as are necessary to protect students and members of the Association working diligently for and at the direction of the Association for damages both physical and financial.

Section 9 - Financial Transactions:

Association resources will not be used to support the basic school programs otherwise provided by the Gwinnett County Board of Education.

Section 10 - Audits:

- a. All financial records will be reviewed at each Board meeting. Audits may be authorized, as necessary, by vote of the Board of Directors.
- b. Incoming board members are responsible for arranging a financial review after the end of the fiscal year.
- c. A third party who was not a member of the outgoing Board of Directors and is not a member of the incoming Board of Directors must be a part of the annual review.

Section 11 - Donations:

All donations will be added to the Association's general fund. No donations may be attached to the account of a specific student for the purpose of meeting previous or future obligations. Donations are non-refundable. Additional restrictions on donations may be applied, as needed, to remain in compliance with current tax law.

Section 12 - Sponsors and Patrons:

Sponsors and patrons may be secured from time to time by a process approved by the Board of Directors. Funds generated from these sources may not be attached to the account of a specific student. Funds received by sponsors and patrons are considered tax-exempt donations and are therefore non-refundable.

Section 13 - Records and Reports:

- a. The Treasurers shall be required to prepare a financial (fiscal year) report and to file copies of the report with the Board of Directors and with such other internal or external groups or individuals as the

directed by the Board of Directors. This financial report shall become a part of the Association's permanent reports.

- b. The Directors shall be responsible for arranging for the preparation of required income tax returns and an examination of the books within 90 days after the end of the fiscal year. The examination must be conducted by a third party who was not a member of the outgoing board and not an incoming Director.

Section 14 - Fiscal Year Budget:

- a. A Budget Committee composed of the officers, the Band Directors, and the immediate Past President shall recommend to the Board of Directors a budget for the following fiscal year. The Budget Committee shall be co-chaired by the Treasurers.
- b. The Budget Committee shall present its proposed budget to the Board of Directors meeting prior to the Spring general membership meeting. The Board shall adopt and recommend a budget to the Association for its consideration. The proposed budget shall be presented to the Association members at the Spring general membership meeting. The Association shall adopt a budget for the following fiscal year by a simple majority of the members voting.
- c. The Board of Directors, by a simple majority of the voting Directors voting, may amend the Association budget as long as the total amount of the budget is not increased or decreased by more than ten percent (10%) of the currently approved budget. If the total amount of the budget is to be increased or decreased by more than 10%, such amendment shall be approved by a simple majority of members present and voting at any general membership meeting.

ARTICLE X - Fundraising

Section 1 – Guidelines:

All fundraising activities and their operations shall be within the parameters and guidelines of the Gwinnett County Board of Education as set forth in their official Policies and Procedures.

Section 2 – Approval:

- a. All fundraising projects shall be presented to the Association to include the project and its operations, the estimated amount of monies to be raised and the purpose for which any monies will be used.
- b. Such activities shall have the approval of all school district or school administrators where required, including the athletic director or student activities director.

ARTICLE XI - Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Association in all cases to which they are applicable and where they are not inconsistent with these Bylaws or any special rules of order the Association may adopt.

ARTICLE XII - Adoption and Amendment of Bylaws

These Bylaws may be altered, amended or repealed by the affirmative vote of two-thirds vote of the members of the Association present at any meeting where a quorum exists, provided that a written notice setting forth the amendment or summary of changes is given to the membership in advance to the meeting. Before a proposed amendment is voted on by the members, the Board shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the members

These bylaws shall become effective immediately following approval by the Association.

ARTICLE XIII – Waiver of Notice

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 XIV – Role of Band Director(s)

The Association shall look to the Band Director(s) for leadership and guidance in identifying the needs of the band students and band program. The Band Director(s) shall be an ex officio member of the Board of Directors and of all committees of this Association. It is understood that the Band Director has sole control over and is the final voice of authority in the area of academic and artistic requirements and performance. It is the intent of the Association to work in concert with the Band Director for the success of the Brookwood band program. Recognizing that with a successful band program, the true winners are our sons, our daughters, and our future.

ARTICLE XV- Dissolution of the Association

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under section 501(c)(3) of the Internal

Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In the event of the dissolution of the Association, to the extent allowed under applicable law, after all lawful debts and liabilities of the Association have been paid, all the assets shall be distributed to, or its assets shall be sold and the proceeds distributed to, Brookwood High School or another association organized and operating for the same purposes for which the association is organized and operating, or to one or more associations, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes, which shall be selected by the Board of Directors of the Association; provided, however, that any such recipient a association or associations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an Association described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent law. In the event that upon the dissolution of the Association the board of directors of the Association shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Association is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Association or its assets.

Article XVI Affiliated Chapters

Section A. Other school music groups in the Brookwood cluster, or alumni groups, may apply as chapters of the Brookwood Band Association, Inc. Chapters must be approved by a two-thirds vote of the Association members present and voting at a general membership meeting, provided the application for the proposed chapter has been submitted in writing to the Executive Board at least thirty (30) days prior to the general membership meeting and to the Association membership at least fifteen (15) days prior to the general membership meeting. Chapters may be rescinded by a two-thirds vote of the Executive Board for cause.

Section B. Chapters will have their own officers, which must include a President, Secretary and Treasurer. Chapters must also have chapter bylaws, which are in harmony with the bylaws of the Brookwood Band Association, do not conflict with the Brookwood Band Association, Inc.'s nonprofit status, and are on file with the Brookwood Band Association.

Section C. Chapter Presidents (or an appointed representative) are to be honorary representatives of the Brookwood Band Association, Inc. Executive Board for the length of their term of office. The Brookwood Band Association President (or an appointed representative) is to be an ex officio member of all chapters' Executive Board.

Section D. Chapter funds may be held in separate accounts. All fund raising and disbursements of funds must be in compliance with the Brookwood Band Association, Inc.'s financial policy. Financial reports will be submitted to the Brookwood Band Association Treasurer on a quarterly basis.