

BYLAWS OF
HARRISON HIGH SCHOOL ORCHESTRA BOOSTERS
2015, AMENDED AUGUST 2018

ARTICLE I: NAME

SECTION 1. The name of the organization shall be the HARRISON ORCHESTRA BOOSTERS, INC., hereafter referred to as the CORPORATION.

SECTION 2. The principal office and place of business of the CORPORATION shall be 4500 Due West Rd., Kennesaw, Georgia 30152. The CORPORATION may establish and maintain an office or offices, in such other places, either within or without the State of Georgia, as the Executive Board may from time to time determine.

SECTION 3. The fiscal and budget year shall begin on the 1st day of July and end on the 30th day of June.

SECTION 4. The seal of the CORPORATION shall be in such form as the Executive Board shall from time to time prescribe.

ARTICLE II: OBJECT AND PURPOSE

SECTION 1. The object and purpose of the CORPORATION shall be to promote ways and means of providing for the needs of the HHSOP, above those supplied by the Cobb County School System. The CORPORATION shall seek neither to direct the administrative activities of the Orchestra nor to control its policies.

SECTION 2. The CORPORATION shall not contemplate pecuniary gain or profit or distribution of profits or dividends to Members thereof.

SECTION 3. No Officer, Orchestra Director, or Member of the CORPORATION shall be liable for any of the debts of the CORPORATION, except as such party may personally endorse or guarantee such a debt of the CORPORATION.

SECTION 4. This CORPORATION shall possess all the powers granted by law to any CORPORATION on the execution of its purpose described herein.

ARTICLE III: MEMBERSHIP

SECTION 1. All parents and/or guardians of student members of the Orchestra are automatically Members of the CORPORATION. All active CORPORATION Members are eligible for election to office of same. The Executive Board may establish reasonable dues to the active membership.

SECTION 2. The Executive Board may, from time to time, admit as member interested persons who are not parents or guardians of the Orchestra members.

SECTION 3. Membership in the CORPORATION shall be made available without regard to race, color, creed or national origin.

ARTICLE IV: OFFICERS

SECTION 1. The Officers of this CORPORATION shall be President (or Co-Presidents), Vice President (or Co-Vice Presidents), Secretary and Treasurer (or Co-Treasurers). The same person shall not hold two or more offices concurrently.

SECTION 2. The Officers shall be involved in all Orchestra activities. The Vice President (or Co-Vice Presidents) shall be ready to assume the duties of the President (or Co-Presidents). 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 and accounting procedures.

SECTION 3. The Officers of the CORPORATION shall be elected by a plurality of Members of the CORPORATION present at the regular April meeting. Each Officer shall hold office for one (1) year, or until he/she is removed from the office commencing May 1. No member shall hold more than one office at a time, and no member shall be eligible to serve more than two consecutive terms.

SECTION 4. A vacancy in any office shall be filled by election, held at the next regular meeting of the CORPORATION upon occurrence of such vacancy, unless an office becomes vacant by reason of a recall, in which event the vacancy shall be filled at the same meeting at which the vacancy is created. A vacancy exists when any Office resigns his/her office or is recalled by the Members.

ARTICLE V: 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 Executive Board; call meetings as provided by these Bylaws; and be an Ex-Officio member 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 Executive Board. No business may be conducted without the presence and approval of the Orchestra Director(s).

SECTION 3. The Vice President (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 (or Co-Vice

Presidents) shall supervise the Chairpersons for the standing committees on Fundraising and Public Relations, and shall perform such duties as may be prescribed by the Executive Board from time to time, which shall include: providing notification to Members of all special meetings and special events; monitoring expenditures of the allocated budget; and providing general assistance to the President (or Co-Presidents).

SECTION 4. The Secretary shall record the minutes of all meetings and proceedings of the Membership and the Executive Board, and shall perform such other duties as may be assigned to her/him from time to time by the President (or Co-Presidents) or the Executive Board. The Secretary shall have custody of the Seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Executive Board. The Secretary shall serve all notices of the CORPORATION, which shall have been authorized by the Executive Board, and shall have charge of all books and records of the CORPORATION other than the financial records kept by the Treasurer (or Co-Treasurers). The Secretary shall be responsible for timely publication of a newsletter and for maintaining an up-to-date membership list.

SECTION 5. The Treasurer (or Co-Treasurers) shall familiarize themselves with the finances of the CORPORATION, and shall report at least once a month to the Membership the disbursement of all funds for this CORPORATION. The Treasurer (or Co-Treasurers) shall sign all checks for disbursement of budgeted funds up to and including the amount of \$500.00. Disbursements exceeding this amount must be co-signed by the President or other Officer with signatory responsibility. If the preceding condition cannot be met, then the Vice-President may approve said disbursements via email. The Treasurer (or Co-Treasurers) shall have the care and custody of the funds, securities, books of account of the CORPORATION, and such bank accounts as the Executive Board may from time to time determine. The Treasurer (or Co-Treasurers) shall have the books audited independently once a year by such auditor as the Executive Board may select.

ARTICLE VI: EXECUTIVE BOARD

SECTION 1. The Executive Board shall consist of not more than nine (9) members.

SECTION 2. Members of the Executive Board shall be Officers of the CORPORATION described in Article IV of these Bylaws, and one parent representative from each of the three orchestras (Concert, Classic, and Chamber). The Orchestra Director(s) shall be non-voting ex-officio member(s) of the Executive Board.

SECTION 3. Each Member of the Executive Board shall have one vote.

SECTION 4. The Executive Board 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 Director(s).

SECTION 5. Term of Office. Executive Board members shall hold the same office for a period of one (1) year, commencing May 1. The newly constituted Executive Board shall be elected at the April meeting of the

CORPORATION. The newly elected Officers shall attend without a vote a joint meeting of the Executive Board along with the outgoing Officers. This joint meeting shall be held after the election and before June 1.

SECTION 6. Sphere of Executive Board Activities. The Executive Board shall have full power to take action requiring expediency between regular CORPORATION meetings. Expenditure of funds by the Executive Board between regular meetings for non-budgeted items shall be permissible, but in no case shall the expenditure exceed one hundred dollars (\$100.00) per week, or five hundred dollars (\$500.00) between regular CORPORATION meetings. All actions taken by the Executive Board between regular CORPORATION meetings shall be brought before the Membership at the next regular meeting for their information. No business of the Executive Board may be conducted without the knowledge and approval of the Orchestra Director(s).

SECTION 7. The incoming Executive Board, in conjunction with the Orchestra Director(s), shall be responsible for the proposed budget preparation for the upcoming school 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 meeting for discussion and approval.

SECTION 8. Nominating Committee. The Nominating Committee shall consist of three (3) members of the Booster Club (to be appointed by the Director) and the Director. Willing nominees shall be secured by these committee members and presented to the outgoing Executive Board at least two weeks before the April general meeting.

SECTION 9. Nominating Procedure. The Executive Board will consider the nominees presented by the Nominating Committee, and decide on a slate of officers to present at the meeting. Nominations will also be taken from the floor during the meeting at which the Executive Board's slate of nominees is presented.

SECTION 10. Election of Officers. The Executive Board will present the slate of nominees determined from the nominating procedure at the April general meeting. Nominations will also be taken from the floor during the meeting and added to the voting list. A vote will be taken by show of hands, unless otherwise desired by the Director or the Executive Board. A vote by ballot may be used if deemed appropriate by the Director or the Executive Board.

ARTICLE VII: COMMITTEES

SECTION 1. Standing Committees. There shall be the following standing committees with Chairpersons appointed by the President (or Co-Presidents): Fundraising, Public Relations, Communications, Uniforms, Transportation and Travel, and Hospitality.

SECTION 2. The Fundraising Coordinator shall be responsible for the oversight of the planning, preparation and completion of all organized fundraising committees, including the naming of sub-chairpersons of any fundraising committees and programs, including the purchase and sale of all Orchestra –related promotional items (i.e., T-

shirts, hats, sweatshirts, etc.). The Fundraising Coordinator and fundraising committee Chairpersons shall assist the President (or Co-Presidents) in any way possible.

SECTION 3. The Public Relations Committee 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 Orchestra and the instrumental music program through local newspaper announcements, newsletters, email, website information, and other media.

SECTION 4. The Communications Committee shall establish methods (i.e., phone tree, email distribution lists, website, etc.) to make all necessary communications to Members of the CORPORATION to keep them informed of Orchestra activities, meetings, events, and last minute changes in such activities. The Communications Committee Chairperson shall assist the President (or Co-Presidents) in any way possible.

SECTION 5. The Uniform Committee shall be responsible for inventory, maintenance, issuance and return of uniforms, and shall ensure that the uniform needs of the Orchestra are brought to the attention of the Executive Board. The Uniform Committee Chairperson shall assist the President (or Co-Presidents) in any way possible.

SECTION 6. The Transportation and Travel Committee shall be responsible for coordinating the details (i.e., hotel accommodations, food, etc.) of trips planned by the Orchestra, and shall coordinate transportation to and from organization-sponsored activities. The Transportation and Travel Committee Chairperson shall assist the President (or Co-Presidents) in any way possible.

SECTION 7. The Hospitality Committee shall be responsible for coordinating hospitality events, and shall appoint an Awards Banquet committee to plan and execute the end of the school year Awards Banquet, to include both Fall and Spring Orchestra students. The Hospitality Committee Chairperson shall assist the President (or Co-Presidents) in any way possible.

ARTICLE VIII: MEETINGS

SECTION 1. Executive meetings may be held when called by the President (or Co-Presidents) or the Orchestra Director(s). Regular meetings of the Membership shall be held each month at the principal office of business as published in the Orchestra Syllabus. Notice of a temporary change in the time or place of Executive Board or regular Membership meetings shall be sent by the President (or Co-Presidents) through the Secretary and the Chairperson of the Communications Committee. The Membership is to be notified no less than twenty-four (24) hours before a scheduled meeting in the event of cancellation, and no less than five (5) days before an alternate date is scheduled. No business of the CORPORATION may be conducted without the presence and approval of the Orchestra Director(s).

SECTION 2. Special meetings of the Executive Board may be called at any time by the President (or Co-Presidents) with the assistance of the Communications Committee Chairperson and/or Secretary, if required.

Notice of the meeting (to include the starting time, place, and purpose) shall be given to the Members of the Executive Board not less than two (2) days prior to such a meeting.

SECTION 3. A majority of the Members of the Executive Board, plus as many CORPORATION Members as are present at a regularly scheduled meeting of the CORPORATION shall constitute a quorum for the transactions of the business of the CORPORATION.

SECTION 4. There shall be an annual meeting of the Executive Board. Other meetings shall be held on the call of the President (or Co-Presidents), or upon written demand to the Executive Board by any two Board Members.

SECTION 5. Fifty-one percent (51%) of the Executive Board plus the presence of the Orchestra Director(s) shall be necessary to constitute a quorum for the transaction of business at any meetings of the Executive Board. Where no quorum is present, any action which might properly be taken at a meeting of the Executive Board may be taken and shall be valid if approved and signed by the majority of the members of the Executive Board and the Orchestra Director(s) within five (5) days after the date of such meeting.

SECTION 6. Meetings of all committee shall be held as necessary for performance of the duties of each committee.

SECTION 7. 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 of the Executive Board and by the Orchestra Director(s).

ARTICLE X: OFFICER RECALL

SECTION 1. In the event a petition asking for a recall of any Officer, signed by at least one third (1/3) of the Membership of the CORPORATION, is delivered to the President (or Co-Presidents), or Vice President (or Co-Vice Presidents), or Secretary, the Membership shall be notified of the recall petition prior to the next regular meeting, which shall be 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 Officer shall be immediately recalled.

SECTION 2. In the event of a recall of the entire slate of Officers, the Orchestra Director(s), as ex-officio Member of the Executive Board, shall preside over the election of a new slate of Officers at the same meeting.

ARTICLE X: EQUIPMENT AND UNIFORM OWNERSHIP

The CORPORATION shall retain title to all equipment and uniforms purchased by the CORPORATION until such time as the Membership shall elect to transfer ownership to the Cobb County Board of Education.

ARTICLE XI: SPHERE OF CORPORATION 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, Georgia, 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 close, or change from an academic curriculum, the term “Harrison High School” shall automatically apply to that school or those schools which absorb the students that this CORPORATION is avowed to support.

SECTION 3. In the event of circumstance stated in Section 2 of Article XI, equipment and monies on hand shall be apportioned on an Orchestra Student pro rata basis using a straight line method of appreciation for the purpose of computation of un-depreciated value of musical instruments on hand. If such circumstances result in dissolution of the CORPORATION, this asset distribution will be in accord with the sections of the United States Internal Revenue Code relating to 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, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision in any future United States Internal Revenue Law.

ARTICLE XII: INDEMNIFICATION

SECTION 1. The Corporation shall indemnify its members and officers to the fullest extent permitted under Georgia law and the Georgia Act, as amended or any successor law thereto. Said indemnification shall extend to any and all liabilities of the members and officers arising directly from their duties and obligations to the Corporation or the Executive Committee in any and all capacities. By resolution duly adopted, the Executive Committee may authorize the Foundation to indemnify any or all of its agents who are not members or officers to any extent that the Executive Committee may determine, up to and including the fullest extent permitted under Georgia law, as amended, or any successor thereto, and/or (ii) provide insurance coverage to any or all of its members, officers and agents against any or all risks or liabilities that such persons may incur by virtue of their relationships with the Corporation.

ARTICLE XIII: MISCELLANEOUS

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

SECTION 2. All Members shall be requested to keep the Secretary informed with their most current mailing address, email address, and telephone numbers.

SECTION 3. At the meeting closing the fiscal year, the annual financial report of accomplishments shall be given by the Treasurer (or Co-Treasurers).

SECTION 4. Standing rules direct the administration of this CORPORATION. A standing rule can be added, deleted, or changed by a majority vote of the Members of the CORPORATION. A list of the current standing rules will be attached to these Bylaws.

SECTION 5. The effectiveness of the CORPORATION is directly dependent on the observance of these bylaws. Therefore officers of the Corp are responsible for knowing and observing these bylaws. Officers of committee members who act in violation of these bylaws shall be immediately vacated from office.

ARTICLE XIII: AMENDMENTS

SECTION 1. After review by the Executive Board, the Bylaws of the CORPORATION may be amended or appealed, or new Bylaws adopted, only at a regular meeting by the affirmative vote of a majority of the membership of the CORPORATION, and only after notice of proposed action shall have been given at a previous meeting.

SECTION 2. Since the Bylaws of the CORPORATION, if valid, must not be in conflict with Federal or State Constitutions and Federal or State laws, any amendment or revision of these Bylaws will be referred for review and approval to legal counsel as required. Any portion of these Bylaws that are, or become, in conflict with applicable laws or regulations, shall be null and void and shall not affect the validity of the remaining Bylaws.

END OF BYLAWS