BYLAWS

of

WHS BAND BOOSTERS ASSOCIATION, INC.

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ARTICLE I - NAME, LOCATION AND PURPOSE

Section 1.01 Name.

The name of the corporation is WHS Band Boosters Association, Inc. This Corporation is organized pursuant to the Georgia Nonprofit Corporation Code. The WHS Band Boosters Association, Inc. may also be referred to in these Bylaws as “WBBA”.

Section 1.02 Location.

a. Mailing Address. A post office box shall be maintained at a United States Post Office by the current Board of Directors in the name of the WBBA. This post office box address shall be the mailing address of the WBBA.
b. Business Address. The principal office address required by the Georgia Nonprofit Corporation Code shall be the business address for the WBBA. If the Board of Directors acts to change the business address, the Board of Directors shall immediately notify all WBBA members. See Article V (Board of Directors), Section 5.06 (Office) of these Bylaws. Mail shall be received at the post office box on a regular schedule by the President of the WBBA or a Board of Directors member designated by the President.

Section 1.03 Purpose Statement.

WHS Band Boosters Association, Inc. is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The specific purpose of this nonprofit, volunteer organization is to support and assist the Woodland High School Band program, including but not limited to:
a. Supporting the efforts of the band director and all band members.
b. Providing financial assistance for student participation through the use of fees, fundraising, and contributions.
c. Receiving direct payments by parents and students for operating purposes.
d. Encouraging active participation of parents and members of the community in the band program and WHS Band Boosters Association, Inc.
e. Stimulating and sustaining interest in the band program among students, faculty, parents, and the community.
f. Promoting closer contact and cooperation among the director, administration, community, and parents of band members.
g. Conducting all financial activities in accordance with these Bylaws and the budget as adopted and amended by the voting membership, and operating in compliance with the requirements for a tax-exempt entity under the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of any private individual, and the organization shall not carry on propaganda, participate in political campaigns, or engage in activities not permitted for an organization exempt under Section 501(c)(3).

Section 1.04 Fiscal Year.

The fiscal year of the WBBA shall end on the 31st day of May of each year.

ARTICLE II - MEMBERSHIP

The WBBA consists of its officers and as many members as it admits.

Section 2.01 Term.

Term of membership is for one 12-month period coinciding with the fiscal year. Renewal shall be made on an annual basis by registration and qualifications set forth herein.

Section 2.02 Qualification.

Membership in the WBBA is available to all adults interested in the purpose of the WBBA, as stated in Article I, Section 1.03 (Purpose Statement) of these Bylaws, and who are willing to take an active part as a volunteer.

Section 2.03 Classification.

The WBBA shall be composed of general, associate, and honorary members.
a. General Membership. A General Member is defined as an adult parent, guardian, or caregiver of a present student member of the band who has signed a current registration, has provided to the WBBA other documents as may be required by the Board of Directors, and is current on all dues and assessments as approved by the Board of Directors per these bylaws.
b. Associate Membership. The purpose of Associate membership is to provide additional financial support for the band. An Associate Member is defined as any other adult, business, or organization whose purpose is to aid and support the band, who has signed a current registration, has provided to the WBBA other documents as may be required by the Board of Directors, and is current on all associate membership dues as approved by the Board of Directors per these bylaws. Associate Membership is subject to the approval by the Board of Directors and is a non-voting membership.

Section 2.04 Member Voting.

Voting privileges shall be restricted to General Members as defined above. General Members can vote on issues and candidates at Annual Meetings, General Membership, and Special Membership meetings. Each General Member as defined above shall be entitled to one vote. There shall be no more than two votes per family regardless of the members in a family who are members of the WBBA.
General Members must be in attendance at the time of a vote in order to exercise their right to vote. No voting by proxy shall be allowed.

Exception: Any Member who has received any direct financial benefit as a result of any decision of the Membership shall not vote on such a matter. Direct, as used herein, means receives any monetary consideration as a result of the decision of the Membership.

Section 2.05 Adherence to Rules and Regulations.

The WHS Band Boosters Association, Inc. agrees to adhere to any rules and regulations set forth by the Bartow County School System, the principal of Woodland High School, and/or the Band Director of Woodland High School.

Section 2.06 Revocation or Termination of Membership.

Any member may withdraw or resign from the WBBA by notice in writing to the President or Secretary of the WBBA. Membership may be suspended or terminated by the Board of Directors for any member convicted of any felony or any conviction for an offense where moral turpitude or financial misconduct are involved that appear detrimental to the good name, reputation, and purposes of the WBBA. Membership may be terminated if the Board of Directors determines that the member has political or other purpose(s) than providing financial support for the band. For hearing all such cases the following procedures will be followed:
a. A Special Board of Directors Meeting will be held to hear the complaint.
b. Minimum ten (10) day written notice will be provided to the member with the specific complaints detailed.
c. The Member's right to appear and speak is guaranteed.
d. After deliberation and upon a two-thirds (2/3) majority vote of the Board of Directors to terminate the member, the member is suspended or terminated. Termination or suspension shall be effective at such a time and for a duration as directed by the Board of Directors.
e. While the Board of Directors will attempt to judge these matters in a fair and impartial manner, there is no representation of a judicial proceeding with binding rules of evidence nor any suggestion of civil or criminal wrongdoing (other than any public record) for any member who is suspended or terminated.

ARTICLE III - DUES AND ASSESSMENTS

Section 3.01 Dues.

An annual fee may be assessed for membership privileges.
a. General Membership. Dues for all general members are included in the student participation fees.
b. Associate Membership. Separate dues may be determined by the Board of Directors for Associate Members.

Section 3.02 Waiver.

The Board of Directors is authorized to waive payment of dues for membership upon good cause shown.

Section 3.03 Non-Payment Penalties.

All annual WBBA fees are due according to the payment schedule determined by the Board of Directors and will become in arrears when not paid according to the payment schedule. Active members whose WBBA fees are in arrears shall not have any voice or vote in the affairs and/or management of the WBBA until such time as the fees are current.

ARTICLE IV - MEETINGS

Section 4.01 Annual Meeting.

An annual meeting for the election of officers of the WBBA shall be held in April of each year at a time and place designated by the current Board of Directors, with such notice published to the membership of record. This timing allows for a one-month transition period for incoming and outgoing board members so that terms align with the fiscal year.

Section 4.02 Regular Meetings.

Regular meetings of WHS Band Boosters Association, Inc., shall be held at least three times per semester at dates and times determined by the Executive Board, unless otherwise specified by the Board of Directors.

Section 4.03 Special Meetings.

Special meetings may be called at any time by the WBBA President or by written request to the Secretary by fifteen (15) active members. Written request must be given to each member stating the business to be considered and no other business than that specified in the call may be transacted.

Section 4.04 Quorum.

For membership meetings, a majority of the Board of Directors must be present to constitute a quorum for the transaction of business. Any meeting lacking a quorum must be adjourned. When a quorum is present, actions approved by a majority of the members in attendance shall be considered the act of the membership.

Section 4.05 Reports.

A report of the minutes for each Member meeting shall be posted by the Secretary before the next meeting of the Members.

Section 4.06 Notice.

Notice of the time and place of all regular and special meetings shall be given not less than one (1) week prior to the date set for any such regular or special meeting. Notice shall include an

announcement of the date, time and place of the meeting by such means of communication that the officers deem advisable.

Section 4.07 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 their 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.

Section 4.08 Rules of Order.

Unless otherwise provided by resolution or Bylaws, all meetings of the WBBA and its committees shall be conducted pursuant to Roberts Rules of Order, Revised, with the Secretary or the Secretary's delegate responsible for the implementation of parliamentary procedure necessary for the orderly conduct of any meeting.

Section 4.09 General Order of Business:

The general order of business of the WBBA shall be:
a. President's opening remarks
b. Reading of the minutes
c. Treasurer's report
d. Committee reports
e. Old business
f. New business
g. Anything for the good of the WBBA
h. Adjournment.

ARTICLE V - BOARD OF DIRECTORS

Section 5.01 Composition.

a. Officers. The Board of Directors shall consist of the Officers of the WBBA. See Article VI (Officers) Section 6.01 (Enumeration).
b. Ex-Officio Members. The Board of Directors may elect and appoint any number of members to serve as ex-officio members to the Board of Directors who shall serve in an advisory capacity at the pleasure of the other Board of Directors' members, but shall have no voting rights.

Section 5.02 Election/Tenure

a. Election. See Article VII (Elections) of these Bylaws.
b. Tenure. See Article VI (Officers) Section 6.03 (Tenure) of these Bylaws.

Section 5.03 Removal/Resignation/Vacancies.

a. Removal
(1) Due to Absences
All Directors are expected to attend all board and WBBA meetings on a regular basis and must receive board approval to miss more than two (2) meetings in succession. The Secretary shall notify the Board upon the third consecutive absence of any board member, if the Board determines after notice and an opportunity to be heard that the absences were without just cause, it shall remove the member as a Director. Just cause for an absence shall be medical, family, or personal hardship which reasonably prevents the member from attending. The Board's notice to the board member shall specify a date and time no sooner than two (2) weeks on which the Board shall meet to hear the reasons, facts, and circumstance involved in the absences. The burden will be upon the board member to establish just cause with respect to an absence. The Board shall not be required to call for such a hearing if it already has information sufficient to satisfy it that just cause exists for one or more such absence.
(2) By Request.
Any request for removal of a Director must be presented in writing to the President. The President shall include the request in the agenda of the next Regular Meeting and allow the member to present their request to the General Membership. The Director shall be allowed time to present rebuttal to the request for removal. The request must be approved by a two-thirds vote of the members of the WBBA present and voting. Any and all of the Directors may be removed with or without cause.
b. Resignation. A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the WBBA. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer as specified above and the acceptance of the resignation shall not be necessary to make it effective. If a Director resigns during their term, except for extenuating circumstances shown, he may not be appointed or elected as an Officer until one (1) year has passed from the date of their resignation.
c. Vacancies. See Article VI (Officers), Section 6.04b (Vacancies) of these Bylaws.

Section 5.04 Authority.

The business and affairs of The WBBA shall be managed by the Board of Directors, in all cases acting as a unit. The Board shall be vested with the responsibilities of the day-to-day implementation of policies set forth by the Members. The Board may recommend to the General Membership such rules and regulations for the conduct of meetings and the management of the WBBA, as they deem proper, consistent with these Bylaws and the laws of the State of Georgia. The Board shall have the power to act in the place of the Membership on matters on an emergency basis that require immediate action.

Section 5.05 Expenditures/Budget.

The Band Director shall prepare the annual budget for the WBBA, which will then be reviewed and approved by the Board of Directors. The Board of Directors is responsible for the

management of all receipts and disbursements in accordance with the approved budget. The President may, at their sole discretion, approve any non-budgeted expenditures up to but not exceeding $500.00. Any expenditure over $500.00 and outside the approved budget must be presented to and approved by the membership of the WBBA at a regular or special meeting.

Section 5.06 Office.

The WBBA shall maintain an office in such place as may from time to time be designated by the Board of Directors. The Board of Directors shall have the power to provide for the conduct of such office by the secretary to the CEO of the WBBA and such assistants as may from time to time be provided. Such office personnel need not be members of the WBBA.

Section 5.07 Meetings.

a. Regular Meetings. The Board of Directors shall meet regularly to carry out the duties and responsibilities imposed by the Articles of Incorporation and the Bylaws.
b. Special Meetings. The President of the WBBA may call special meetings of the Board of Directors. The majority of the Board of Directors may, by a joint action, request that the President call a special meeting for some specific purpose and it shall be mandatory for the President to call such meetings.
c. Quorum. No action may be taken at any meeting of the Board of Directors unless a quorum is present. A quorum of the Board of Directors shall consist of a majority of the Officers.
d. Presumption of Assent. A Director of the WBBA who is present at a meeting of the Directors at which action on any WBBA matter is taken, shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting or unless he shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereto, or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor to such action.

Section 5.08 Reports.

The Board of Directors shall report at least quarterly to the membership, advising the membership fully of its activities and its financial status.

ARTICLE VI - OFFICERS

Section 6.01 Enumeration.

Seven (7) Members will be elected on an annual basis as Officers of the WBBA. Officers of the WBBA shall consist of a President, 1st Vice President - Finance, 2nd Vice President - Administration, Treasurer, Secretary, Communications Officer, and Chief Operating Officer.

Section 6.02 Qualification.

An elected Officer must be a Member in accordance with Article II (Membership), Section 2.03(a) (General Membership) of these Bylaws for at least one year before serving the current term.

Section 6.03 Tenure.

The term of office for all elected Officers shall be the same as that of the fiscal year. No one may serve as President for more than two years without express permission from the Board of Directors.

Section 6.04 Elections and Vacancies.

a. Elections. See Article VII (Elections) of these Bylaws.
b. Vacancies. The Members shall fill any vacancy of the Officers by appointment at its next meeting or at a specially called meeting. The appointment shall stand until the next general election.

Section 6.05 President.

The President shall be the Chief Executive Officer of the WBBA who should execute the daily business of the WBBA and preside at all Board of Directors', Annual, Special, and General Meetings. The major duties of this office are supervision and control of all the business and affairs of the WBBA subject to the oversight of the Board of Directors. The President may sign (with the Secretary or any other officer authorized by the Board of Directors) bonds, contracts, or other instruments obligating WHS Band Boosters Association, Inc. within the confines of the Board of Directors' approved current budget and these bylaws and amendments unless that function has been expressly delegated to other WBBA members by the Board of Directors or is required by law to be someone other than the President. The President shall be bonded for $25,000.00 and may co-sign all checks with the Treasurer, if money in the account exceeds $25,000.00. The President will serve as the WBBA's representative to Woodland High School (WHS) and other WHS organizations including but not limited to other booster organizations. Otherwise, the President shall perform any and all duties incident to the office and other such duties prescribed by the Board of Directors. The President shall serve as an ex-officio member of all committees.

Section 6.06 First Vice President - Finance (1st VP).

In the absence of the President or by Presidential delegation, or in the event of the President's incapacity or refusal to act, the 1st VP shall assume the office of President with all Presidential powers described in Article VI (Officers), Section 6.05 (President) of these Bylaws, until such time as the President can resume in office or is replaced. Otherwise, the 1st VP will serve as an administrative assistant to the President and will manage the following WBBA Committees: Fundraising and Concession Stand. The 1st VP will be responsible for legislative activities and

affairs of the Board. The 1st VP shall also perform other such duties as are assigned from time to time by the President and/or the Board of Directors.

Section 6.07 Second Vice President - Administration (2nd VP).

The 2nd VP will serve as an administrative assistant to the President and will manage the following WBBA Committees: Hospitality, Membership, Uniform, and Media Relations. The 2nd VP shall also perform other such duties as are assigned from time to time by the President and the Board of Directors.

Section 6.08 Treasurer.

The Treasurer shall be the custodian of and shall receive and safely keep, and account for, all monies and other property of the WBBA; shall make payments and disbursements as directed by the Board of Directors and in accordance with the budget adopted by the WBBA; and shall deposit any funds of the WBBA in such banks or trust companies as may be designated by the Board of Directors. The Treasurer shall keep an exact account of the financial standing of all members wherein WBBA funds are affected, and shall render a complete financial report at each annual meeting of the WBBA. The Treasurer shall maintain a paper trail of all financial dealings of the WBBA to include the use of a check request form. The Treasurer shall present to the Board Officers and to the WBBA a monthly financial report showing all money received and disbursed, the balance in the treasury, other debt balances, and the WBBA's status relative to the annual budget, including actual amounts versus budgeted amounts, as well as the percentage of dues collected to date. The Treasurer will ensure that all individuals being paid by the WBBA are paid in accordance with IRS guidelines, including completion of all appropriate forms. The Treasurer shall co-sign checks with the President or Vice President and shall be bonded in an amount no less than $25,000.00 in the event the account balance exceeds $25,000.00.

Section 6.09 Secretary.

The Secretary shall keep the minutes of all pertinent Board of Directors, General Membership, and Annual Meetings in appropriate media, see that all required notices be duly given in accordance with these bylaws, be custodian of the WBBA records, and other such duties as are assigned from time to time by the President and the Board of Directors. The Secretary shall disseminate relevant information to the Communications Officer in a timely manner and at the direction of the Board for the purposes of communicating to the membership, constituency, and general public. The Secretary shall keep a current alphabetical list of all members and others entitled to notice of meetings and make same available for public examination by the membership beginning two business days after the notice is given of the meeting for which the list was prepared and continuing through the meeting. The Secretary shall make available for inspection all minutes for the current year's business at all General Membership, Special, and Annual Meetings.

Section 6.10 Chief Operating Officer.

The Chief Operating Officer ("COO") is responsible for directing and overseeing all operational aspects of marching and concert season including field operations, equipment and construction management, props, and performance related requirements. The COO shall direct the Logistics Committee and the Chaperone Committee.

Section 6.11 Communications Officer.

The Communications Officer serves as a member of the Board of Directors and is responsible for communicating all WBBA activities in a timely manner and by appropriate channels, including websites and the media, to all constituencies including the general public. The Communications Officer serves as the public relations focal point for the WBBA and liaison between the WBBA, the Band Director, and the principal of Woodland High School. All external inquiries will be handled by the Communications Officer. The Communications Officer is responsible for coordinating all communications activities with other fine arts organizations, other WHS organizations, and WHS officials. The Communications Officer will ensure Board concurrence for all external communications prior to general release.

Section 6.12 Compensation.

All Officers shall serve without compensation or financial remuneration in any regard. Each Officer is prohibited specifically from profiting personally in any transaction with the WBBA. See Article XI (Compliance with Internal Revenue Code) of these Bylaws. Nothing herein contained shall be construed to preclude any Officer from serving in any other capacity and receiving compensation therefore.

ARTICLE VII - ELECTIONS

Section 7.01 Election.

The officers titled in Article VI (Officers) of these Bylaws comprising the Board of Directors shall be elected annually.

Section 7.02 When Elected.

The WBBA will elect officers at its Annual Meeting to take office at the completion of the fiscal year.

Section 7.03 Nominations and Eligibility.

The Nominating Committee shall submit the names of eligible candidates for election as officers to the Communications Officer to publish by the March regular meeting. Candidates for elective office must be active members in good standing in the WBBA. Sharing of elected offices is not

permitted in order to maintain clear lines of responsibility. Nominees are not permitted to run for more than 2 offices. If a nominee is running uncontested for any office, they are not allowed to run for any other office.

Section 7.04 Voting.

Election of officers shall be by a majority of members present and voting. A blanket ballot is prohibited. Each office to be elected shall be voted upon individually. The nominee who receives the majority of votes for each office shall be deemed to have been elected to that office.

Section 7.05 Taking Office.

The Officers elected at the annual meeting shall take office during that meeting.

ARTICLE VIII - COMMITTEES

Section 8.01 Standing Committees.

Standing committees shall be established as needed by the President and/or Board of Directors and have the composition as stated in Article VIII (Committees), Section 8.02 (Composition: Appointment of Standing Committee Members) of these Bylaws. The current standing committees and their purposes shall be:

a. Nominating Committee. The Nominating Committee shall compile a list of candidates for election as Officers as set forth in Article VII (Elections), Section 7.03 (Nominations and Eligibility) of these Bylaws. The Nominating Committee shall consist of five (5) members appointed by the Board of Directors anytime prior to or during the January regular meeting. No member of the Nominating Committee may be nominated or be a nominee for office. The Band Director(s) shall serve on the committee as advisors and must approve the slate of Officers before it is presented to the membership. The Nominating Committee shall present the list of nominees to the Board at the February Board meeting and to the membership at the March regular meeting.
b. Communications Committee. The chairperson of the committee is the Communications Officer and will consist of as many additional members as the chairperson deems necessary for the committee to perform its functions. It shall be the duty of the Communications Committee to foster all publicity possible for the Band, WBBA, and their activities. The committee shall obtain information from the Band Director(s) and Board of Directors, compile, type, label and mail the newsletter; and shall provide information for the WBBA website. Any material that refers to the Woodland High School Band shall be reviewed by the Band Director for approval and/or revision before publication.
c. Fundraising Committee. Reports to the 1st VP and is responsible for planning and coordinating the money raising efforts of the WBBA and assisting the Board in annual budget preparation by focusing on fund raising strategies and sources of funds. This committee shall consist of a chairperson as appointed by the President and an appropriate number of sub-

chairs. These sub-chairs will be recognized by the WBBA as those responsible for each of the fundraising projects performed throughout the fiscal year. The Fundraising Committee chairperson will serve as the liaison between the Board of Directors and the committee. The chairperson shall assist the Treasurer in preparing a suitable financial report to the Board of Directors regarding each fundraiser by the WBBA.

d. Concession Stand Committee. Reports to the 1st VP and is responsible for all aspects of the concession stand sales, inventory control, staffing & physical maintenance.

e. Hospitality Committee. Reports to the 2nd VP and is responsible for pre-game meals, visitor hospitality at all events regarding the Woodland High School Band, the annual awards ceremony banquet, and other services that involve the general dietary welfare of the WHS band students.

f. Logistics Committee (Crew Cats). Reports to the COO and is responsible for handling all logistics for the WBBA, including negotiating and contracting for transportation for band trips and events (equipment trucks, buses, qualified drivers, etc.), making arrangements for meals and lodging, and planning for all necessities of the band, including room assignments prior to the band's arrival. In addition to transportation for band equipment, the Logistics Committee is responsible for ensuring that equipment is properly prepared for rehearsals and performances, including set up at football games, competitions, and other band functions. The committee shall also assist in constructing backdrops, props, and other items used by the Woodland High School Band. While the COO partners with the Band Directors on trip planning and major decisions, the Logistics Committee carries out the detailed work to make these plans happen. The committee shall perform other duties as directed by the Board of Directors.

g. Chaperone Committee. Reports to the COO and is responsible for recruiting, training, scheduling and coordinating for an adequate number of chaperones for all rehearsals, trips and other band events. It shall maintain a list of eligible chaperones that have undergone a background check, completed chaperone training as designed by the Chaperone Committee and are approved by the Board of Directors. It shall also keep the medical records for each student and keep the first aid kits stocked.

h. Uniform Committee. Reports to the 2nd VP and is responsible for issuing uniforms, making and/or repairing uniforms, opening up the uniform room before ballgames, keeping a record of the uniforms and taking up the uniforms at the end of the school year, keeping uniform cabinets in order, and all other issues related to maintaining the good order and cleanliness of the uniforms at all times. It is also responsible for the transportation of the uniforms to the cleaners following the recommendation of the band director.

i. Membership Committee. Reports to the 2nd VP and is responsible for maintaining membership records, recruiting members, coordinating membership information, maintaining the volunteer interest forms and program, and coordinating pep and general events to promote membership and member enthusiasm. This committee works with the Communications Officer to assure phone coverage and communication on key issues and events as well as with the Secretary and Treasurer to ensure complete and accurate membership rolls.

j. Media Relations Committee. Reports to the 2nd VP and is responsible for coordinating and managing all WBBA media platforms, including (but not limited to) CutTime, Facebook, the WBBA website, and other digital or printed materials. This committee also creates and maintains an archive of photos, videos, and historical records of the band's activities.

Responsibilities include photography, content creation, and ensuring consistent messaging across all platforms. The Media Relations Committee will also coordinate with the Communications Officer and school publications to ensure accurate and timely promotion of WHS Band events and achievements.

Section 8.02 Composition; Appointment of Standing Committee Members.

All standing committees shall be appointed by the President and/or Board of Directors and shall consist of a Chairperson. Unless otherwise specified in these Bylaws, the President shall appoint all committee chairmen and members. With the approval of the Board of Directors, the President may terminate any committee whose function has been fulfilled for that year or replace any member of any committee who fails to perform the duties assigned.

Section 8.03 Special Committees.

The President and/or Board of Directors are encouraged to appoint as many special committees they deem necessary. Special committees may be appointed to assist specific parts/duties of standing committees. The duties of all other special committees shall be outlined by the President and/or Board of Directors at the time the committee is appointed. Any such committee shall terminate upon expiration of the appointing President's term of office, unless otherwise decided by the majority vote of the Board of Directors.
a. Bylaw Committee. It may be the duty of the Bylaw Committee to propose such changes to the Bylaws as may be necessary. This committee shall consist of a chairperson, the President, and two other members of the WBBA.
b. Audit Committee. An Audit Committee shall consist of at least three (3) members of the WBBA. The Audit Committee's membership shall change annually. The Audit Committee shall review the financial records of the WBBA and shall make a report at the annual meeting regarding the financial records of the WBBA to its members.

Section 8.04 Term of Office of Committee Members.

The term of office for all committee members shall be the same as that of the calendar year.

Section 8.05 Ex-Officio Members of Committees.

a. President. The President shall serve as an ex-officio member of all committees, except the Nominating Committee and shall attend committee meetings at their discretion.
b. 1st Vice President – Finance. The 1st VP shall serve as an ex-officio member of the following Committees: Concession Stand and Fundraising and shall attend committee meetings at their discretion.
c. 2nd Vice President - Administration. The 2nd VP shall serve as an ex-officio member of the following WBBA Committees: Hospitality, Membership, Uniform, and Media Relations, and shall attend committee meetings at their discretion.

Section 8.06 Committee Reports.

The President may request written reports. All committee reports shall be presented to the Board of Directors prior to reporting to the WBBA.

ARTICLE IX - FISCAL POLICIES

Section 9.01 Contracts.

The Board of Directors may authorize any officer or agent to enter into contracts or execute instruments in the name of and on behalf of the WBBA, provided such actions are within the constraints of these Bylaws, any amendments, and the approved budget. Such authority may be general or limited to specific instances.

Section 9.02 Loans.

No loans shall be contracted on behalf of the WBBA and no evidence 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 9.03 Checks and Payments

All checks, drafts, or other orders for the payment of money issued in the name of the WBBA shall require the signatures of two authorized officers listed on the WBBA's bank signature card. The Board of Directors shall determine which officers are authorized to be added to the signature card, and all disbursements of funds shall be made by check to maintain an appropriate audit trail.

Section 9.04 Deposits.

All funds of the WBBA shall be deposited to the credit of the WBBA in such banks or other depositories as the Board of Directors may select.

Section 9.05 Budget.

The Band Director shall prepare the annual budget for the upcoming school year. The proposed budget shall be reviewed and approved by the Board of Directors and adopted by the membership at the annual meeting. The budget shall include estimated expenditures by category and a plan for raising the funds to support those expenditures, and a minimum carryover balance of at least $2,000 shall be maintained to seed the succeeding year.
a. Dues. Membership dues and fees shall be assessed annually at times and in amounts determined by the Board of Directors and approved by the membership, and may be collected in installments.

b. Budget Changes. The Board of Directors may recommend changes to the budget as needed throughout the year, but any changes to the annual budget must be approved by a majority vote of the membership present at a regular or special meeting.

Section 9.06 Out of Pocket Expenses.

Only WBBA officers listed in Article VI and the Concession Stand Committee Chair may make out-of-pocket purchases and obtain reimbursement. This option should be reserved for emergency situations when a written check request is not feasible, and general members will not be reimbursed for prior out-of-pocket expenses without prior approval.

Section 9.07 Audits.

At the discretion of the Board of Directors, an accountant or a committee of members may be appointed to examine and review the financial records of the WBBA, and a report of such examination shall be submitted to the Board of Directors.

ARTICLE X - CORPORATE POWERS

Section 10.01 Duration.

The WBBA shall have perpetual duration and succession in its corporate name.

Section 10.02 Powers.

The WBBA has the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including without limitation those powers enumerated in and by Section 14-3-302 of the Georgia Nonprofit Corporation Code, Official Code of Georgia Annotated (O.C.G.A.), in effect on the date of ratification of these Bylaws, or as expanded by amendment thereafter by the Georgia General Assembly, which powers are incorporated herein by reference.

Section 10.03 Emergency Powers.

In addition to the powers to which reference is made in Article X (Corporate Powers). Section 10.02 (Powers) of these Bylaws, the WBBA's Board of Directors shall have the powers in anticipation of or during an emergency enumerated in and by Section 14-3-303 of the Georgia Nonprofit Corporation Code, O.C.G.A., in effect on the date of ratification of these Bylaws, or as expanded by amendment thereafter by the Georgia General Assembly, which powers are incorporated herein by reference. An "emergency" exists for the purpose of this section if a quorum of the WBBA's Board of Directors cannot readily be assembled because of some catastrophic event, in accordance with O.C.G.A. § 14-3-303(d).

Section 10.04 Indemnification.

The WBBA shall indemnify its Officers and Board of Directors for those amounts authorized by Title 14, Chapter 3, Article 8, Part 5 of the Official Code of Georgia Annotated (O.C.G.A. § 14-3-830 ff); provided, however, indemnification shall only be made upon compliance with the requirements of, and only in those circumstances in which indemnification is authorized under, those provisions.

Section 10.05 Insurance.

Liability insurance may be purchased by the WBBA on behalf of those persons for whom it is entitled to purchase and maintain such coverage under, and to the extent permitted by, O.C.G.A. § 14-3-857.

ARTICLE XI - COMPLIANCE WITH INTERNAL REVENUE CODE

Section 11.01 WBBA Assets.

No part of the WBBA's assets or net earnings may inure to the benefit of any individual. This does not preclude the payment of reasonable amounts for goods or services provided to the WBBA.

Section 11.02 Dissolution.

Upon dissolution, the assets of the WBBA shall be distributed to Woodland High School, a nonprofit corporation that is exempt under section 501(c)(3) or 501(c)(6) of the Internal Revenue Code, in accordance with section 14-3-1402 et seq. of the Georgia Non-Profit Corporation Code, to be used exclusively for the purpose stated in Article I (Name, Location and Purpose), Section 1.03 (Purpose Statement) of these Bylaws.

Section 11.03 Political Activity.

The WBBA shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted by section 501(h) of the Internal Revenue Code, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

Section 11.04 Section 501(c)(3).

It is intended that the WBBA shall be entitled to exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation as described in section 501(a) of the Code.

ARTICLE XII - CONFLICT OF INTEREST POLICY

Section 12.01 Purpose.

WHS Band Boosters Association, Inc. is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public. Consequently, there exists between WHS Band Boosters Association, Inc. and its board, officers, management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of WHS Band Boosters Association, Inc. honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of WHS Band Boosters Association, Inc. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with WHS Band Boosters Association, Inc. or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

Section 12.02 Persons Concerned.

This statement is directed not only to directors and officers, but to all employees who can influence the actions of WHS Band Boosters Association, Inc. For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning WHS Band Boosters Association, Inc.

Section 12.03 Areas in Which Conflict May Arise.

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:
a. Persons and firms supplying goods and services to WHS Band Boosters Association, Inc.
b. Persons and firms from whom leases property and equipment.
c. Persons and firms with whom is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
d. Competing or affinity organizations.
e. Donors and others supporting WHS Band Boosters Association, Inc.
f. Agencies, organizations. and associations which affect the operations of WHS Band Boosters Association, Inc.
g. Family members, friends, and other employees.

Section 12.04 Nature of Conflicting Interest.

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Article XII (Conflict of Interest), Section 12.02 (Persons Concerned) of these Bylaws. Such an interest might arise through:
a. Owning stock or holding debt or other proprietary interests in any third party dealing with WHS Band Boosters Association, Inc.
b. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with WHS Band Boosters Association, Inc.
c. Receiving remuneration for services with respect to individual transactions involving WHS Band Boosters Association, Inc.
d. Using WHS Band Boosters Association, Inc.'s time, personnel, equipment, supplies, or good will for other than WHS Band Boosters Association, Inc. approved activities, programs, and purposes.
e. Receiving personal gifts or loans from third parties dealing or competing with WHS Band Boosters Association, Inc. Receipt of any gift is disapproved except gifts of a value less than $50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

Section 12.05 Interpretation of this Statement of Policy.

The areas of conflicting interest listed in Article XII (Conflict of Interest), Section 12.03 (Areas in Which Conflict May Arise) of these Bylaws, and the relations in those areas which may give rise to conflict, as listed in Article XII, Section 12.04 (Nature of Conflicting Interest) of these Bylaws, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy. The fact that one of the interests described in Article XII (Conflict of Interest), Section 12.04 (Nature of Conflicting Interest) of these Bylaws exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of WHS Band Boosters Association, Inc. However, it is the policy of the board that the existence of any of the interests described in Article XII (Conflict of Interest), Section 12.04 (Nature of Conflicting Interest) of these Bylaws shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

Section 12.06 Disclosure Policy and Procedure.

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:
a. The conflicting interest is fully disclosed.
b. The person with the conflict of interest is excluded from the discussion and approval of such transaction.

c. A competitive bid or comparable valuation exists; and
d. The Board of Directors or a duly constituted committee thereof has determined that the transaction is in the best interest of the organization.
Disclosure in the organization should be made to the chief executive officer (or if he is the one with the conflict, then to the Board chair), who shall bring the matter to the attention of the Board of Directors or a duly constituted committee thereof. Disclosure involving directors should be made to the Board chair, (or if he is the one with the conflict, then to the Board vice-chair) who shall bring these matters to the Board or a duly constituted committee thereof. The Board of Directors, or a duly constituted committee thereof, shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to WHS Band Boosters Association, Inc. The decision of the Board of Directors, or a duly constituted committee thereof, on these matters will rest in their sole discretion, and their concern must be the welfare of WHS Band Boosters Association, Inc. and the advancement of its purpose.

ARTICLE XIII - RESOLUTION OF DISPUTES

Any claim, controversy or dispute arising from or relating to the Articles of Incorporation or Bylaws of the WHS Band Boosters Association, Inc., or the breach thereof (hereinafter "dispute" which term is to be interpreted expansively), shall be settled by mediation and, if mediation is unsuccessful, arbitration in accordance with the Rules of Procedure for Dispute Resolution (the complete text of which is available from wmapeace.com). The methods described in this paragraph shall be the sole remedy for any such dispute, except to enforce an arbitration decision. This paragraph is governed by the Federal Arbitration Act (9 USC §§ 1-16) and shall continue to govern any dispute that may arise during or relating to any term of membership in or with the WBBA, even after such membership is terminated for any reason.

ARTICLE XIV - INTERPRETATION AND DEFINITIONS

Section 14.01 Guiding Principles.

WHS Band Boosters Association, Inc.'s Articles of Incorporation and Bylaws shall be construed in accordance with the laws of the State of Georgia as they pertain to nonprofit corporations, with the exception of Article XIII (Resolution of Disputes) of these Bylaws which shall be governed by the Federal Arbitration Act (9 U.S.C. §§ 1-16) and the Rules of Procedure for Dispute Resolution (wmapeace.com).

Section 14.02 Headings.

All paragraph headings appearing herein are intended to facilitate references to the terms and provisions hereof and are not in any manner to be deemed to affect the construction or meaning of any term or provision.

ARTICLE XV - SEAL

The seal of the WBBA (if applicable) shall be circular in form, bearing its name, the state of incorporation and the year of its incorporation. The Treasurer shall have custody of the seal and may affix it (as may any other officer if authorized by the Directors) to any instrument requiring the corporate seal.

ARTICLE XVI - AMENDMENTS

These Bylaws may be amended at any regular Member meeting or at a meeting called specifically for the purpose of amending the Bylaws. Any such proposed Amendment(s) shall be submitted in writing to the Officers for distribution to the members at least two (2) weeks prior to the meeting. Notice shall be given out as otherwise provided for. Amendments must be approved by a two-thirds (2/3) vote of the Members provided at least ten (10) members are present and vote during the meeting specifically called for the purpose of amending the bylaws.

ARTICLE XVII - ADOPTION OF BYLAWS

Section 17.01 Membership.

All members of the WHS Band Boosters Association, Inc. at the time of adoption of these Bylaws shall remain members, unless suspended or expelled as provided in Article II, Section 2.05 (Privileges) and Section 2.06 (Adherence to Rules and Regulations) of these Bylaws.

Section 17.02 Officers.

The officers of the WHS Band Boosters Association, Inc. at the time of the adoption of these Bylaws shall remain the officers of the WBBA and shall continue to serve in such offices for the terms to which they were elected.

Section 17.03 Effective Date.

These Bylaws shall take effect immediately upon approval by the membership.

These Bylaws were ratified at a meeting of the Board of Directors of WHS Band Boosters Association, Inc. on this 12th day of August, 2025.

C Morton
President

Jill Roberts
Secretary

SEAL: