



Articles of Incorporation,
By-Laws and
Standing Rules
of the
Kell Band Booster Association

ARTICLES OF INCORPORATION
OF
KELL BAND BOOSTER ASSOCIATION, INC.
A NON-PROFIT CORPORATION

I

The name of this corporation is “KELL BAND BOOSTER ASSOCIATION, INC,” OR “KBBA”. For purposes of the Articles of Incorporation, Kell Band Booster Association, Inc. may be referred to as the “Association”.

II

The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.

III

The initial registered office and the mailing address of the corporation shall be 4770 Lee Waters Road, Marietta, Cobb County, Georgia 30066. The initial registered agent of the corporation at such address shall be David McGrath. KBBA may also have such offices at such other places within Georgia as the Board of Directors may from time to time determine.

The name and address of the initial Incorporator is: Christine E. LaPrade, c/o KBBA, 4770 Lee Waters Road, Marietta, Cobb County, Georgia, 30066.

IV

Section 1. The object and purpose of the Association shall be:

As a parent-teacher organization, to promote ways and means of providing for the needs of the Kell High School Band program, above those supplied by the Cobb County School System. The Association shall seek neither to direct the administrative activities of the band program nor control its policies. Rather, the Association shall support and implement the educational programs and policies recommended by the Director of Bands.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the internal Revenue Code, or corresponding section of any future federal tax code.

V

The number of initial directors of this corporation is seven. The tenure in office of such first board of directors shall be one (1) year or until successors are elected and qualified.

Their name and addresses are as follows:

Nelson Sanchez
4770 Lee Waters Rd
Marietta, GA 30066

Christine LaPrade
4770 Lee Waters Road
Marietta, Ga 30066

Leona Mohring
4770 Lee Waters Rd
Marietta, Ga 30066

David McGrath
4770 Lee Waters Rd
Marietta, GA 30066

Lauryl Sanchez
4770 Lee Waters Rd
Marietta, GA 30066

John Flat
4770 Lee Waters Rd.
Marietta, Ga 30066

VI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 in Articles third hereof.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(b) of the Internal Revenue Code), and this corporation 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 candidates for public office.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation 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 (2) 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

VII

The Corporation will have members as described below.

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as followings:

Section 1. All current parents or guardians of Kell Band students are voting members of the Association after submission of a membership registration form to the Secretary.

Section 2. By submission of a membership registration form to the secretary, additional interested persons from the community at large including parents of former Kell Band students and Kell Band alumni may become non-voting members of the association.

Section 3. Only parents or guardians of current Kell band students are eligible to serve as Executive Officers or Chairpersons of Standing Committees.

VIII

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose. As stated in the by laws, the title to all equipment purchased by the Association will be transferred to the Cobb County Board of Education.

IX

These articles of incorporation may be amended only at a regular meeting by the affirmative vote of two-thirds (2/3) of the members present and voting, and only after notice of proposed action shall have been given at a previous meeting.

Bylaws of the Corporation may be adopted from time to time as provided therein. Provided, however, nothing in such bylaws shall contradict any provision of these articles and any such provision of the Bylaws shall be of no force or effect.

In WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

This _____ day of _____, 2002

Christine LaPrade, Incorporator

**By-Laws Of
Carlton J. Kell High School
Band Booster Association, Inc.**

ARTICLE I: INCORPORATION

SECTION 1. The corporate name of the organization is KELL BAND BOOSTER ASSOCIATION, INC. For purposes of these By-Laws, Kell Band Booster Association, Inc. may be referred to as the “Association”.

SECTION 2. The principal office and place of business of said corporation shall be 4770 Lee Waters Road, Marietta, GA 30066 in Cobb County. The corporation may establish and maintain an office or offices at such other places, either within or without the State of Georgia, as the Board of Directors may from time to time determine.

SECTION 3. The fiscal year may begin at 12:01 A.M. on the first day of June and end at midnight on May 31.

ARTICLE II: OBJECT AND PURPOSE

SECTION 1. The object and purpose of the Association shall be:

- a) As a parent-teacher organization, to promote ways and means of providing for the needs of the Kell High School Band Program, above those supplied by the Cobb County School System. The Association shall seek neither to direct the administrative activities of the band program nor control its policies. Rather, the Association shall support and implement the educational programs and policies recommended by the Band Directors.
- b) To have but not be limited to, all the rights, powers, privileges, and immunities now or hereafter enumerated in Title 14 of the Code of Georgia as it may be hereafter given by law, or as now or hereafter may be enjoyed by a like non-profit organization, as those enumerated above, and said powers are made a part hereof to the extent as if they were quoted herein.

SECTION 2. This Association shall not contemplate pecuniary gain or profit or distribution of profits or dividends to the members thereof. No Officer, Board Member or Director shall receive any financial remuneration from acting in such capacity. Notwithstanding this limitation, Officers, Board Members or Directors may be reimbursed for all reasonable and appropriate expenses incurred on behalf of the Association.

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

SECTION 4. This Association shall possess all the powers granted by law to any corporation in the execution of its purposes described herein.

SECTION 5. Nothing in these Bylaws shall contradict or modify the provisions of the Articles of Incorporation of the Association and any such provision herein shall be of no force or effect.

ARTICLE III: MEMBERSHIP

SECTION 1. All parents or guardians of current Kell Band students are voting members of the Association after submission of a membership registration form to the Secretary. The \$25.00 members' fee shall be deemed paid as part of regular concert band and guard fees.

SECTION 2. By submission of a membership registration form to the secretary, additional interested persons from the community at large including parents of former Kell Band students and Kell Band alumni may become voting members of the association upon payment of a \$25.00 registration fee with a membership registration form.

SECTION 3. Only parents or guardians of current Kell Band students in good financial standing by being current on band fees are eligible to serve as Executive Officers. Any members in good financial standing are eligible to serve as Chairpersons of Standing Committees.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of the Executive Officers of the Association as described in Article V of these by-laws, and the Chairpersons of the Standing Committees as described in Article VII of these by-laws. The Band Directors, a school administrative representative, and the immediate past President (or Co-Presidents), shall be non-voting ex officio members of the Board of Directors. Provided further, that in order to be a voting member of the Board of Directors any position incumbent must also be a voting member of the Association. The Board of Directors shall consist of not less than four (4) members.

SECTION 2. Each voting member of the Board of Directors (as defined in Section 1 above) shall have one vote. If there are co-incumbents in a position, each such incumbent shall have one half vote. Voting members of the Board of Directors shall include the Executive Officers, and Chairpersons of the Standing Committees.

SECTION 3. The Board of Directors shall have the powers and authorities necessary to effect the day-to-day business of the Association, including without limitation the power to establish Standing Rules, enter into binding contracts on behalf of the association, purchase goods and supplies, delegate authority to committees as deemed appropriate, and set and approve the annual budget.

ARTICLE V: EXECUTIVE OFFICERS

SECTION 1. The Executive Officers of this Association shall be President (or Co-Presidents), Vice President (or Co-Vice Presidents), Secretary (or Co-Secretary), and Treasurer (or Co-Treasurers); and no two such offices shall be held by the same person concurrently. If there are co-incumbents in a position, each such incumbent shall have one half vote. As used herein, the officers shall be referred to singularly, whether their office is held individually or jointly with a co-officer.

SECTION 2. The President should have served on the Board of Directors, attended Band Camp, or been involved in band activities. The Vice President should be involved in band activities, and ready to assume the duties of the President. The Secretary should have the capability of recording and maintaining accurate records of all meetings. The Treasurer should have a working knowledge of basic bookkeeping or generally-accepted accounting procedures.

SECTION 3. The Executive Officers of the Association shall be elected by a majority of the members of the Association present at the April meeting. Executive Officers shall hold office for typically one (1) year but shall be limited to no more than two (2) years, or until their successors are elected, commencing on May 1. Any term limits herein may be waived by the Director of Bands for a period not to exceed one additional year.

SECTION 4. A vacancy in any office shall be filled by an election, held at the next regular meeting upon the occurrence of such vacancy, unless all of the offices become vacant by reason of resignation, in which event the vacancy shall be filled at the same meeting by which the vacancies were created. A vacancy exists when any officer resigns his or her office or is removed by recall or rescission.

ARTICLE VI: DUTIES OF THE EXECUTIVE OFFICERS

SECTION 1. The President represents the interest of the membership of the Association for the actions of the Board of Directors. The actions of the Vice President, Secretary, and Treasurer in the execution of their respective duties must be accountable to the President.

SECTION 2. The President shall preside at all meetings of the Association, and of the Board of Directors, shall call meetings as provided in these by-laws, and shall be an ex officio member of all committees. The President shall appoint a committee for the purpose of nominating a slate of Executive Officers for the following term starting May 1 in accordance with the standing rules for the nominating committee which are attached hereto and by reference incorporated herein.

SECTION 3. The Vice President shall perform the duties and exercise the powers of the President in the absence of the President, and shall perform such other duties as may be assigned from time to time by the President.

SECTION 4. The Secretary shall record and certify the records of the minutes of all meetings and the proceedings of the membership and the Board of Directors, and shall perform such other duties as may be assigned from time to time by the President.

SECTION 5. The Treasurer shall be familiar with the finances of the Association, shall give a brief report, approved in advance by the President, at least once each month to the membership and the Board of Directors regarding the financial condition of the Association, shall be responsible for the receipt and disbursement of all funds of the Association, the timely filing of all required tax forms in accordance with governing law, and shall perform such other duties as may be assigned from time to time by the President. The Treasurer may be bonded. The President (or Co-Presidents) or Treasurer (or Co-Treasurers) may sign any checks for disbursement of funds. The Treasurer should oversee and account for all monies collected, and as well shall oversee Student Accounts. All information concerning student accounts, student payments, individual payments paid by the Association to independent contractors or instructors, or the personal financial status of any member of the Association shall remain confidential, with such information to be imparted only to the President and the Band Directors, except as set forth in Article XII, Section 1 hereof.

SECTION 6. The President shall be empowered to conduct the day-to-day business of the Association on behalf of the Board of Directors between meetings, so long as such acts are reported to the Board of Directors at its next meeting. Should any such action require the expenditure of Association funds, such expenditure must have been included in the annual budget approved by the membership of the Association.

SECTION 7. At least one member of the Executive Board, or another board member so designated, shall be present at all off campus activities.

ARTICLE VII: COMMITTEES

SECTION 1. As deemed necessary by the Executive Board, the Executive Board shall name, create, delete, revise, appoint, organize and designate duties of Standing Committees. The Executive Board shall also appoint the Chairpersons of all Standing Committees to serve at the pleasure of the Executive Board. All other references to specific Standing Committees, Standing Committee positions and Standing Committee functions shall be superseded by this restatement.

SECTION 2. Each committee shall submit regular meeting reports, minutes or notes to the Secretary of the Board of Directors.

ARTICLE VIII: MEETINGS

SECTION 1. Regular meetings of the Board of Directors and membership of the Association shall be held each month except June and December. Notice of a temporary change of customary meeting time and/or place shall be set by the President. Notice of regular meetings shall be published in advance in the Association newsletter and/or on the Association web site.

SECTION 2. Special meetings of the membership of the Association may be called at any time by the President. Notice of the meeting shall be given to the membership not less than two (2) days prior to such a meeting, stating the time, place, and the purpose of the special meeting.

SECTION 3. Members may request a special meeting by written request to the President. Such request shall set forth the purpose for which such meeting is requested, and the Board of Directors shall make a determination as to the validity of such request. Any meeting so requested shall be limited to the purpose set forth in the request.

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

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

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

SECTION 7. A majority of the Board of Directors shall be necessary to constitute a quorum for the transaction of business at the meetings of the Board of Directors. Where no quorum is present, any action which might properly be taken at a meeting of the Board of Directors may be taken and shall be valid if ratified by the majority of the members of the Board of Directors within five (5) days after the date of such meeting or motion.

SECTION 8. Meetings of all committees shall be held as necessary for the performance of the duties of each committee.

SECTION 9. For all purposes in the Bylaws, a “majority” shall be defined as 51% of those voting.

ARTICLE IX: REMOVAL, RESIGNATION AND RECALL

SECTION 1. Removal by the Board: The Board of Directors may remove any officer at any time with or without cause, by motion and majority vote, at any meeting of the Board of Directors.

Resignation from the Board: An officer may resign at any time by delivering notice to the Association. A resignation is effective upon receipt unless the notice specifies a future effective date. If a resignation is made effective at a future date and the association accepts the future effective date, the Board of Directors may fill the pending vacancy under the existing procedures as provided elsewhere herein before the effective date if the Board provides that the successor does not take office until the effective date.

Recall by the Membership: In the event a petition asking for the recall of any officer and signed by at least one-third (1/3) of the membership of the Association is delivered to the President, Vice President, or Secretary, the membership shall be notified of the recall petition and a vote of the members shall be held at the next regular meeting. If the recall vote is affirmative by a (2/3) majority of the members present and voting, the officer shall be immediately recalled.

SECTION 2. In the event of recall of the entire slate of officers, the Band Directors, as ex officio members of the Board of Directors, shall preside over the election of a new slate of officers at the same meeting.

ARTICLE X: EQUIPMENT OWNERSHIP

Title to all equipment purchased by the Association will be transferred to the Cobb County Board of Education.

ARTICLE XI: SPHERE OF ACTIVITY

SECTION 1. For the purpose of definition, “Kell High School” shall be defined as that institution of secondary education designed and designated by the Cobb County Board of Education.

SECTION 2. In the event that the school should be closed or changed from an academic curriculum, the Association shall be dissolved.

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

ARTICLE XII: MISCELLANEOUS

SECTION 1. All books, records, and minutes of the Association shall be open to inspection at any reasonable time by any member. Any request for such review shall be made in writing, not less than five (5) days in advance of the requested review, to the Board of Directors. The Board of Directors shall confirm that the request made is in compliance with the Georgia Non-Profit Corporation Code as set forth at O.C.G.A. § 14-3-1602, and the Board of Directors shall direct the Secretary and/or Treasurer to provide such records as it deems appropriate. No records shall be given by the Secretary or Treasurer to any individual or member without prior authorization by the Board of Directors.

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

SECTION 3. At the meeting closing the fiscal year, the annual financial report of the Association shall be given by the Treasurer. An independent review of the financial records of the Association shall be performed on an annual basis by a certified public accountant.

SECTION 4. Standing rules direct the administration of the Association. A standing rule may be added, deleted, or changed by a majority vote at a regular meeting of the Board of Directors. A list of the current standing rules is attached following the by-laws.

SECTION 5. For purposes of simplicity of language only, all references which may be gender specific shall be designated herein as “he” or “she.”

SECTION 6. Nothing in these Bylaws shall contradict any provision of the Articles of Incorporation and/or the Cobb County School District Board Administrative Rules, and any such provision of the Bylaws shall be of no force or effect.

ARTICLE XIII: AMENDMENTS

SECTION 1. After review by the Board of Directors, the by-laws of this Association may be amended or rescinded, or new by-laws adopted only at a regular meeting by the affirmative vote of a majority of the members present and voting, and only after notice of proposed action shall have been given at a previous meeting.

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

End of By-laws

STANDING RULES NOMINATING COMMITTEE

GUIDELINES FOR COMMITTEE APPOINTMENTS

The nominating committee is appointed by the KBBA President.

The KBBA president shall appoint a nominating committee chairperson, to be a non-voting committee member, with the exception of when the chairperson's vote would affect the results, either in the affirmative or negative, according to Robert's Rules of Order.

It is recommended there be 5 committee members chosen to serve on the committee.

The members of the nominating committee should have been active in the KBBA for a minimum of 2 years, and/or involved on committees, or a member of the Board of Directors.

It is recommended that the committee shall be represented by a wide range of active members from various committees so that a well-rounded committee is appointed.

A committee member may not seek elected office. If a committee member should be selected for possible nomination to elected office, that member must resign from the committee and the President shall appoint a new member.

CONFIDENTIALITY OF ALL COMMITTEE DISCUSSIONS REGARDING ALL POTENTIAL NOMINEES IS REQUIRED OF ALL COMMITTEE MEMBERS.

The nominating committee shall be announced at the February general membership meeting, and solicitation for nominations should be made at that time.

Any recommendation of nominees for the office should be turned into the committee chairperson prior to the March board meeting.

GUIDELINES FOR NOMINATIONS

The committee chairperson shall provide to the nominating committee a list of all band parents, sorted by class, to ensure that every band parent is given due consideration.

Article V, Section II of the KBBA By-Laws should be followed in selecting candidates. **In addition to those provisions, it is recommended that the committee nominate a President who has both the time and the flexibility to serve.**

All executive officers should have people skills in order to promote teamwork within the KBBA and fulfill the KBBA mission.

All members nominated for executive office must be in good standing with the KBBA.

PROCEDURES ONCE SLATE OF NOMINEES HAS BEEN SELECTED

1. The committee chairperson should present the slate of nominees for approval to the KELL BAND DIRECTOR(S).
2. The committee chairperson is then to contact nominees for their acceptance of the nomination for office.
3. The slate of nominees should be presented at the March board meeting for approval. A special board meeting may be called by the KBBA President, if necessary, to approve the slate of nominees.
4. The slate of nominees is then presented at the general membership meeting in March.
5. It should be announced at the March general membership meeting that nominations will be taken from the floor at the April general membership meeting, but names must be submitted in advance for approval by the Band Director(s) and the nominee(s).
6. At the April general membership meeting, the KBBA President shall ask for the committee chairperson to place the slate of nominees in nomination. The election shall be held according to KBBA By-Laws.

REFERENCE TO KBBA BY-LAWS

The nominating committee should be familiar with the following sections of the KBBA By-Laws as they pertain to the nomination and election process and the positions to be filled.

STANDING RULES FUNDRAISING

GUIDELINES FOR FUNDRAISING COMMITTEE

The Vice President, in addition to being an executive officer and fulfilling duties required by that position, shall be the de facto chairman of the Fundraising Committee. He/she may establish as many sub-committees and appoint committee chairs as necessary to meet the fundraising needs of the organization. These chairs will report directly to the Vice President and will not be members of the Board of Directors of KBBA. The Vice President will inform the Board of the establishment of sub-committees in his/her board reports.

FUNDRAISING APPROVAL

1. All fundraising events must have prior approval of the KBBA Board of Directors and the Director of Bands.
2. In addition, all fundraising events must be approved by the Kell High School administration prior to being implemented.

GENERAL ACCOUNTING RULES

1. Fundraising may be general and benefit all Kell Band/Guard programs or be a split fundraiser that allows some of the proceeds to reduce the fees in a specific student account as well as benefit the entire program. The Board of Directors will determine the split for these fundraisers, ranging from 50/50 up to 100% to the student account.
2. All split fundraisers must be made available to all current KBBA members to allow them the opportunity to fundraise and reduce the amount due in their student band account.
3. The Executive Board may approve a general band fundraiser not involving a split for student accounts and report this to the Board of Directors at the next meeting.
4. In a fiscal year, June 1 to May 31, any band/guard family that raises \$450 for the general fund through split fundraisers may from that point until May 31, benefit at 100% to his/her student account from further participation in split fundraisers.

5. To assist families in financial need, the Executive Board may, upon recommendation of the Treasurer, President, Band Directors or school officials (social worker, guidance counselor, principal, etc.) allow a band family to do all split fundraising at or near 100% to their student account. This determination will be made in a closed executive session and that family's name will not be reported to the board of directors.

ENSEMBLE FUNDRAISING

Smaller groups within KBBA (examples: winter guard, percussion groups) may organize and conduct a general fundraiser to assist that group reduce additional costs. A director or board representative for that group must notify and get approval from the Board of Directors for any such fundraisers.