

**BY-LAWS OF
CASS BAND BOOSTERS ASSOCIATION
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**BY-LAWS OF
CASS BAND BOOSTERS ASSOCIATION**

ARTICLE I

NAME, LOCATION, AND PURPOSE

Section 1.01 Name

The name of the club is Cass Band Boosters Association. The Cass Band Boosters Association may also be referred to in these bylaws as "the club."

Section 1.02 Location

Mailing address: A Post office box shall be maintained at the United States Post Office by the current Board of Directors in the name of the club. This post office box address shall be the mailing address of the Club. The current mailing address is P.O. Box #200664; Cartersville, Georgia 30120.

Section 1.03 Purpose Statement

The purpose of this association shall be to provide support and assistance to the Cass High School Band, to include:

- 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 the club.
- 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 the band members.
- G) Conducting all financial activities in accordance with these by laws and the budget.

ARTICLE II

MEMBERSHIP

Section 2.01 Term

Term of membership for general and associate members is for one fiscal year. Renewal shall be made on an annual basis by registration and qualifications set forth herein. Honorary membership shall be perpetual unless written notice of termination is given by the member or the Board of Directors.

Section 2.02 Qualifications

Automatic membership in the Club is available to all adults interested in the purpose of the Club with an active student in the Cass High Band Program. The Club consists of its officers and as many members as it admits.

Section 2.03 Classification

The club shall be composed of general, associate and honorary members.

- A) **General Membership:** A general member is defined as an adult parent or guardian of a present student member of the Cass High Band, who has provided to the band director other documents as may be required for each student. General members shall receive the benefit of voting rights. See voting rights in section 2.04
- B) **Associate Membership:** The purpose of the Associate Membership is to provide additional financial support for the Cass High 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 and has provided the Board of Directors other documents as may be required by the Club. Associate Membership is subject to the approval of the Board of Directors. The Associate Member does not have voting rights.
- C) **Honorary Membership:** An Honorary Membership shall be conferred by the Board of Directors. A majority vote will be required of the Board of Directors to elect a member to Honorary membership. Honorary members shall be entitled to all social privileges of the Club. The Honorary member does not have voting rights. An Honorary membership may be terminated upon request of the member.

Section 2.04 Privileges

- A) **Voting:** Voting privileges shall be restricted to General Membership. General members can vote on issues and candidates at annual, general, and special membership meetings. Each family with students registered in the Cass High Band program shall receive General Membership voting privileges for no more than two parents/guardians. Those voting rights pertain to the direct parents or guardians of the student and may not be transferred to other individuals in the family. The General member holding the voting rights 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 general member who has received direct financial benefit as a result of any decision of the membership shall not vote on such a matter.
- B) **Hold Office:** To hold office members must have volunteered as a member of the Booster Club prior to being nominated for service on the board and be in good standing with the Cass High Band. Sharing of elected offices is not permitted.

Section 2.05 Adherence to Rules and Regulations

The Club agrees to adhere to any rules and regulations set forth by the Bartow County School System, the Principal of Cass High School, and the Band Director of Cass High School Band.

ARTICLE III

MEETINGS

Section 3.01 Annual Meetings

A mandatory annual meeting to welcome new band students and their families shall be held in May of each year at a time and place designated by the Band Director. Notice of such meetings shall be published to the membership through the Clubs various means of communication.

Section 3.02 Regular Meetings

Regular meetings of the Club shall occur on the second Tuesday of each month beginning in August and ending in May unless otherwise specified by the Board of Directors. Meetings will be in person unless some conditions call for the meeting to be held virtually, If that should occur, information regarding the mechanism to attend the meeting will be distributed by the Band Director in advance.

Section 3.03 Special Meetings

Special meetings may be called at any time by the Club President or by written request to the Secretary by fifteen active members of the Club. Written requests must be given to each member stating the business to be considered. No other business than that specified in the request may be transacted.

Section 3.04 Quorum

The members present at any meeting shall constitute a quorum. Voting shall be by majority vote cast in person. There shall be no proxy voting. At any meeting, 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. The act of a majority of the members at a physical meeting in which a quorum exists shall be considered an act of the entire membership.

Section 3.05 Reports

A written report of the business transacted at each member meeting shall either be distributed by the secretary at the next meeting of members or posted electronically.

Section 3.06 Notice

Notice of the time and place of all regular and special meetings shall be given not less than one week prior to the date set for any such meeting. Notice shall include an announcement of the date, time and place of the meeting by such means of communication that the Board of Directors deems advisable.

Section 3.07 Rules of Order

Unless otherwise provided by resolution or bylaws, all meetings of the Club and its committees shall be conducted pursuant to Roberts Rules of Order, revised with the President or the Presidents delegate responsible for the implementation of parliamentary procedure necessary for the orderly conduct of any meeting.

Section 3.08 General Order of Business

- a) President's Opening Remarks
- b) Secretary's Report – Reading of Minutes
- c) Treasurer's Report
- d) Committee Reports
- e) Old Business
- f) New Business
- g) Director's Comments and Reminders
- h) Adjournment

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01 Composition

- A) **Officers:** The Board of Directors shall consist of the Officers of the Club. See article V, Section 6.01
- B) **Ex-Officio Members:** The Board 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 members but shall have no voting rights.

Section 4.02 Election / Tenure

- A) **Election:** See Article VI of these Bylaws.
- B) **Tenure:** See Article V, Section 5.03 of these Bylaws.

Section 4.03 Removal / Resignation / Vacancies

- A) **Removal:**
 - a. **Due to Absences:** All Board Members are expected to attend all board and club meetings on a regular basis and must receive board approval to miss more than two 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 board member. 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 a time no sooner than two weeks on which the board shall meet to hear the reasons, facts and circumstances 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 absences.
 - b. **By Request:** Any request by a member for removal of an officer must be presented in writing, and include just cause, to the Band Director. If just cause is found the Band Director shall include said request with an explanation of just cause in the agenda of the next regular meeting. The request must be approved by a two-thirds vote of the members present and voting.
- B) **Removal:** A board member may resign at any time by giving written notice to the Board of Directors, the President, and/or the Secretary of the Club. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof. Acceptance of resignation is not necessary. If a board member resigns during his or her term, except for extenuating circumstances, he may not be appointed or elected again as a board member until one year has passed from date of resignation.
- C) **Vacancy:** See Article V, section 5.04 of these Bylaws.

Section 4.04 Authority

The business and affairs of the Club 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 Club, as they deem proper, consistent with these by laws 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 4.05 Expenditures / Budget

The Board of Directors shall be responsible for the management of all receipts and disbursements. It shall adopt a budget to govern the Club's expenditures for the fiscal year. The Board of Directors may approve all expenditures not included in the approved budget, up to, but not exceeding \$1000. If an expense goes over \$1000, a message must go out to all board members for approval. If the expense is approved by a majority of the board members on the message, it can move forward.

Section 4.06 Credit Card

The Club shall maintain a credit card to be used for purchases needed to support the Club's expenditures and budget. Monthly statements for this credit card shall be reviewed, along with the bank statements, during the scheduled meetings. The credit card can be checked out using a requisition form. It must be turned back in within one week with receipts attached to the requisition form. If any purchase exceeds

\$200, at least 2 board members must approve via e-mail or during a board meeting prior to making the purchase. The credit card cannot be carried out of state.

ARTICLE V

OFFICERS

Section 5.01 Enumeration

Six members will be elected on an annual basis to the Board of Directors. Known as "Officers", these six positions shall consist of the President, Vice President – Fund Raising, Vice President - Concessions, Treasurer, Volunteer Coordinator, and Secretary.

Section 5.02 Qualification

An elected Officer must be a member in accordance with article II, section 2.04 of these Bylaws.

Section 5.03 Tenure

The term of office for all elected Officers shall be the same as that of the fiscal year. Each Officer can serve no more than 3 consecutive years without express permission from the Board of Directors and Band Director.

Section 5.04 Election and Vacancies

- A) **Elections:** See Article VI of these Bylaws.
- B) **Vacancies:** The members shall fill any vacancy of the Board by appointment at its next regular meeting or at a specially called meeting. The appointment shall stand until the next general election.

Section 5.05 President

The President shall be the Chief Executive Officer of the Club who should execute the daily business of the Corporation and preside at all Board of Directors meetings, including general, annual and special meetings, making sure that they occur on time and regularly. The major duties of the office are supervision and control of all the business and affairs of the Club, subject to the oversight of the Board of Directors. The President shall also manage the Pit Crew committee. The President may sign, along with another authorized officer, contracts that obligate the Club to specifications outlined in said contract. It is the duty of the President to also get as many members involved in the booster program as possible.

Section 5.06 Vice President – Fund Raising

The Vice President – Fund Raising shall assume the office of the President, with all Presidential powers described in Section 5.05 of these bylaws, by Presidential delegation, in the event the President is incapacitated or refuses to act until such time as the President can resume office or is replaced. The daily duties of the Vice President – Fund Raising include responsibility for legislative activities and affairs of the board and performs duties as assigned from time to time by the President and/or the Board of Directors. The Vice President – Fund Raising manages any special committees and projects designed to raise funds to support the Club, facilitates all student and non-student driven fund-raisers, and provides new, profitable methods to create income that involve little student participation. The Vice President – Fund Raising is subject to the oversight of the Treasurer and the President.

Section 5.07 Vice President – Concessions

The Vice President – Concessions shall have responsibility for legislative activities and affairs of the board and performs duties as assigned from time to time by the President and/or the Board of Directors.

The Vice President – Concessions manages the operation of the concession stand during the home football games. This is inclusive of ordering food, maintaining inventory, and the operation of the concession stand. The Vice President – Concession shall also be responsible for coordinating food orders for away game and special activities for members as called for by the Board of Directors. Vice President – Concessions is subject to the oversight of the Treasurer and the President.

Section 5.08 Treasurer

The Treasurer shall be the custodian of and shall receive, safely keep and account for all monies and property of the Club. He or she shall make payments and disbursements as directed by the Board of Directors in accordance with the budget adopted by the club. The Treasurer shall deposit any funds of the club 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 club funds are affected and shall render a complete financial report each annual meeting of the club. They shall maintain a paper trail of all financial dealings of the club to include the use of a check request form. He or she shall present to the Board of Directors and to the Club a monthly financial report showing all money received and disbursed, the balance of the treasury, other debt balances and the clubs status relative to the annual budget. The budget report shall include the actual income and expenses in each category and indicate the discrepancies between the budgeted and actual amounts. The Treasurer will ensure that all individuals being paid by the club are paid in accordance with IRS guidelines to include the completion of all appropriate forms. The Treasurer shall co-sign checks with the President for amounts in excess of \$1000.00. The Treasurer shall manage the Ways and Means Committee. The treasurer is subject to the oversight of the Vice President – Fund Raising and the President.

Section 5.09 Volunteer Coordinator

The Volunteer Coordinator shall make sure that there are adequate members present to support the club in various events. These include concession stand operation, away game and event chaperones, and large events, such as the band competition. The Volunteer Coordinator shall also be the primary contact for members to engage when they have an interest in volunteering to assist the Club. The Volunteer Coordinator will direct a volunteer member to the appropriate person in such cases.

Section 5.10 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 club records, and perform 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 communicate, such as times of meetings, dates when fees are due, and when activities are to be held. The Secretary shall make available for inspection all minutes for the current year's business at all regular, special and annual meetings. The Secretary shall manage the Uniform/Sewing Committee and Color Guard Committee and maintain the Medical Folder.

Section 5.11 Compensation

All board members shall serve without compensation or financial remuneration in any regard. Each officer is prohibited specifically from profiting personally in any transaction with the Club. See Article X of these Bylaws. Nothing herein contained shall be construed to preclude any officer from serving in any other capacity and receiving compensation.

ARTICLE VI

ELECTIONS

Section 6.01 Election

The officers entitled in Article V of these Bylaws comprising the Board of Directors shall be elected annually.

Section 6.02 Nominations / Eligibility

The membership shall nominate eligible candidates as per Article II, Section 2.04B, for Board positions at the regular meeting in March.

Section 6.03 Voting

Voting for the nominated board members shall take place at the regular April meeting. 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 by secret ballot. See Article II, section 2.04A. Ballots shall be taken up at the end of the meeting and given to the Band Director, who will count them along with another designated person not on the Board of Directors or on the ballot. Elected officials shall be announced at the next regular meeting.

Section 6.04 When Elected

The Band Director will announce the newly elected Board members at the regular May Meeting. The newly elected officers shall take office at the May meeting and work under the outgoing officers through the end of the fiscal year during the period of transition.

ARTICLE VII

COMMITTEES

Section 7.01 Standing Committees

Standing committees shall be established as needed by the Board of Directors. The current standing committees and their purposes are as follows:

- A) The Ways and Means Committee is responsible for planning and coordinating the money raising efforts of the Club 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 Board of Directors and an appropriate amount of sub-chairs. These sub-chairs will be recognized by the club as those responsible for each of the fundraising projects performed throughout the fiscal year. The Ways and Means Committee chair 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 Club. The Treasurer shall manage this committee.
- B) The Chaperone/Concession Committee 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 any necessary background checks for overnight trips. It shall also keep the first aid kit stocked and make sure it goes on all band trips. This committee is responsible for engaging in all aspects of the concession stand, including the beginning of the year opening and end of year closing, all sales, inventory control, staffing of stands and creating a grill committee as well as maintenance of the stand. The Vice President – Concessions and the Volunteer Coordinator manages this committee.
- C) The Uniform and Sewing Committee is responsible for issuing uniforms, making and or repairing uniforms, opening the uniform room before games, keeping a record of the uniforms, and taking

up the uniforms at the end of the school year. The committee keeps the uniform cabinets in order and is responsible for all other issues related to the uniforms. It is responsible for the transportation of the uniforms to the cleaners following the recommendation of the band director. The Secretary manages this committee.

- D) The Color Guard Committee is responsible for ensuring that the Color Guard has the items needed for performances and will help at band and Winter Guard events. This is also managed by the Secretary.
- E) The Pit Crew and Equipment Committee is responsible, along with the Band Director, for the maintenance and transporting of equipment to the performances and procuring the vehicle and truck driver. The committee must be willing to do the physical work of loading and unloading the trailer at each performance. The President manages this committee.

Section 7.02 Composition

All Standing Committees shall be appointed by the Board of Directors and shall consist of a chairperson and at least two members. The Board of Directors may terminate any committee whose function has been fulfilled for the year or replace any member of any committee who fails to perform their assigned duties. Termination and/or replacement requires a majority vote to go into effect.

Section 7.03 Special Committees

The Board of Directors is encouraged to create as many special committees as they deem necessary in a particular year. Special Committees may be created to assist specific parts/duties of standing committees. The duties of all other Special Committees shall be outlined by the Board at the time the committee is appointed. Any such committee shall terminate at the end of the fiscal year or at the end of the standing committee appointment.

Section 7.04 Term of Office

Term of office shall be the same as that of the fiscal year.

Section 7.05 Ex-Officio Members

The President shall serve as an ex officio member of all committees and shall be able to attend standing committee and special committee meetings at his/her discretion.

Section 7.06 Committee Reports

The President may request written reports from committees. All committee reports shall be presented to the Board of Directors prior to reporting them to the Club.

ARTICLE VIII

FISCAL POLICIES

Section 8.01 Fiscal Year

The fiscal year of the corporation shall end on the 30th day of June of each year.

Section 8.02 Contracts

Staff contracts must be written and approved by two board members. Copies of the contracts shall be obtained by the Secretary and the President or either Vice President. No changes to the contracts will be allowed once signed by both parties.

Section 8.03 Loans

No loans shall be contracted on behalf of the Corporation 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 8.04 Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club, shall be signed by the Treasurer and the agent of the Club listed on the signature card maintained by the bank. The Board of Directors will designate officers to be added to the Clubs band signature card for this purpose and for accessing information on the bank account(s). Any disbursement of funds shall be by check, not cash, in order to maintain an audit trail.

Section 8.05 Deposits

All funds of the Club not otherwise employed shall be deposited, from time to time, to the credit of the Club in such bands, trust companies, or other depositories as the Board of Directors may select.

Section 8.06 Budget

The Board, along with the Band Director, shall draft a budget for the up-coming school year. The proposed budget will be distributed and adopted by the general membership at the regular May meeting. The proposed budget shall include an estimate of expenditures by category for the next fiscal year as well as a plan for raising the funds to support the budget in the greatest detail possible. The budget will include a minimum carryover balance to seed the succeeding year of at least \$2000.00

Section 8.07 Out of Pocket Expenses

Only Officers as listed in Article V of these Bylaws and the concession stand committee chairperson have the authority to pre-purchase items "out of pocket" and obtain reimbursement for the expenditure. This option should be reserved for emergency expenditures only when the Treasurer is not available prior to the purchase. A receipt containing only the purchased items for the Club will be necessary to receive reimbursement. General Membership will not be reimbursed for prior out of pocket expenditures.

Section 8.08 Audits

At the discretion of the Board of Directors, an accountant or a committee of members may be designated to examine and review the books, papers, and accounts of the Treasurer, and any other members or committee's expenditure of funds of the Club. The accountant or committee shall submit a detailed report of such examination and review to the Board of Directors.

ARTICLE IX

CORPORATE POWERS

Section 9.01 Duration

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

Section 9.02 Powers

The Club 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 Non-profit 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 9.03 Emergency Powers

In addition to the powers to which reference is made in Article IX, Section 9.02 of these Bylaws, the Club'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 in Corporation Code (O.C.G.A.), 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 Club'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 9.04 Indemnification

The Club shall indemnify its 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. 14-2-830 ff). 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 9.05 Insurance

Liability insurance may be purchased by the Club 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 X

COMPLIANCE WITH IRS CODE

Section 10.01 Corporation Assets

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

Section 10.02 Dissolution

Upon dissolution, the assets of the Club shall be distributed to Cass High School, a non-profit corporation that is exempt under section 1 (C) (3) or 501 (C)(6) of the Internal Revenue Code, in accordance with section 14-2-1402 et seq. of the Georgia Non Profit Corporation Code, to be used exclusively for the purpose stated in Article I, Section 1.03 of these Bylaws.

Section 10.03 Political Activity

The Club 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 10.04 Section 501 C (3)

It is intended that the Club 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 XI

CONFLICT OF INTEREST POLICY

Section 11.01 Purpose

Cass Band Boosters Association is a non-profit, tax exempt organization. Maintenance of its tax-exempt status is important for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of Cass Band Booster Association 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 Cass Band Boosters Association and its board members, management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The Board of Directors and management employees have the responsibility of administering the affairs of Cass Band Boosters Association honestly and prudently, and of exercising their best care, skill and judgement for the sole benefit of Cass Band Boosters Association. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with Cass Band Boosters Association or knowledge gained there for their personal benefit. The interests of the organization must be the first priority of all decisions and actions.

Section 11.02 Persons Concerned

This statement is directed not only to directors and officers, but to all employees who can influence the Cass Band Boosters Association; 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 the Club.

Section 11.03 Areas Where 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 the Club.
- B) Persons and firms from who 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 the Club.
- F) Agencies, organizations and associations which affect the operations of the Club.
- G) Family members, friends and other employees.

Section 11.04 Nature of Conflicting Interest

A conflicting interest may be defined as an interest direct or indirect with any persons or firms mentioned in Article XI, Section 11.02 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 the Club.
- B) Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with the Club.
- C) Receiving remuneration for services with respect to individual transactions involving the Club.
- D) Using the Club's time, personnel, equipment, supplies or good will for other than the Club's approved activities, programs and purposes.
- E) Receiving personal gifts or loans from third parties dealing or competing with the Club. 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 11.05 Interpretation of This Statement of Policy

The areas of conflicting interest listed in Article XI, Section 11.03 of these Bylaws, and the relations in those areas which may give rise to conflict, as listed in Article XI, section 11.04 of these Bylaws, are not

exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the Board of Directors and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Article XI, Section 11.04 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 the Club.

However, it is the policy of the board that the existence of any of the interests described in Article XI, Section 11.04 of these Bylaws shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the Board of Directors and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

Section 11.06 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 had determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the President or to the Board Chair accordingly, who shall then 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 Vice Chair accordingly 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 the Club, 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 the Club and the advancement of its purpose.

ARTICLE XII

RESOLUTION OF DISPUTES

Section 12.01 Resolution of Disputes

Any claim, controversy, or dispute arising from, or relating to, the Articles of Incorporation or bylaws of the Club, 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 Rules or Procedure for Dispute Resolution (the complete text of which is available from wmappeace.com). This paragraph is governed by the Federal Arbitration Act (9 U.S.C. 1-16) and shall continue to govern any dispute that may arise during or relating to any term of membership in or with the Club, even after such membership is terminated for any reason.

The methods described in this paragraph shall be the sole remedy for any such dispute, except to enforce an arbitration decision. In the event a party initiates litigation in violation of this arbitration provision, such

action shall be subject to dismissal, with the reasonable fees and expenses of the non-initiating party or parties paid by the party or parties that initiated the action. Nothing in this arbitration provision shall limit the right of a party to seek an order from a court of competent jurisdiction (a) dismissing litigation brought in violation of this arbitration provision or (b) compelling a party to arbitrate in accordance with this arbitration provision. In the event such an order is sought and obtained, the non-prevailing party shall pay all reasonable fees and expenses of the prevailing party. The parties stipulate and agree that a violation of this arbitration provision shall constitute irreparable harm and that, on proof of a breach, the party seeking relief from such violation shall be entitled to equitable relief including, but not limited to, an injunction or specific performance.

Section 12.02 Choice of Law

The Club's Articles of Incorporation and Bylaws shall be governed by and construed under the laws of the State of Georgia, without regard to principles of conflict of laws, regardless of whether Georgia law governs the parties' other rights, remedies, liabilities, powers and duties under The Club's Articles of Incorporation and Bylaws. The arbitration provision shall be governed by the Federal Arbitration Act (9 U.S.C. 1-16) and the Rules of Procedure for Dispute Resolution (wmapace.com).

ARTICLE XIII

INTERPRETATION AND DEFINITIONS

Section 13.01 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.

Section 13.02 Use of Masculine and Singular Pronouns

Throughout these bylaws the use of masculine pronouns (e.g., "he") includes the feminine (e.g., "her") and the neuter (e.g., "it"), where applicable.

ARTICLE XIV

AMMENDMENTS

Section 14.01 Amendments

These bylaws may be amended at any regular meeting or a special meeting to specifically amend these bylaws. Any such proposed amendments shall be submitted in writing to the Board of Directors for distribution to the members at least two weeks prior to the meeting. Notice shall be given out as otherwise provided for. Amendments must be approved by a two-thirds vote of the members present, provided at least ten members are present and the vote during the meeting was specifically called for the purpose of amending the bylaws.

ARTICLE XV

ADOPTION OF BYLAWS

Section 15.01 Membership

All members of the Club at the time of adoption of these bylaws shall remain members, unless suspended or expelled as provided in Article II, section 2.05 and Section 2.06 of these Bylaws.

Section 15.02 Directors / Officers

The directors/officers of the Club at the time of the adoption of these bylaws shall remain the directors/officers of the Club and shall continue to serve in such positions for the terms to which they were elected.

Section 15.03 Effective Date

These Bylaws were ratified at the meeting of the Board of Directors of the Club on this _____ day of _____, 2020.

_____	_____	_____	_____
President	Date	Secretary	Date