

NORTHWEST GUILFORD BAND BOOSTERS, INC. BY-LAWS

Table of Contents

Article I: Name and Purpose	3
Section 1: Name.....	3
Section 2: Purpose.....	3
Article II: Members.....	3
Article III: Activities	3
Article IV: Leadership.....	4
Section 1: Number and Composition.....	4
Section 2: Election and Term.....	4
Section 3: General Powers.....	4
Section 4: Nominations	4
Section 5: Qualifications	5
Section 6: Vacancies.....	5
Section 7: Removal of Directors	5
Section 8: Employees and Agents.....	5
Section 9: Compensation	5
Section 10: Resignation.....	5
Article V: Meetings of Directors.....	5
Section 1: Place of Meetings.....	5
Section 2: Annual Meeting.....	5
Section 3: Special Meetings	5
Section 4: Notice of Meetings.....	5
Section 5: Voting	5
Section 6: Proxy: There will be no voting by proxy.	6
Section 7: Action Without Meeting	6
Section 8: Quorum.....	6
Article VI: Meetings of the Members.....	6
Section 1: Place of Meetings.....	6
Section 2: Monthly Meetings.....	6
Section 3: Special Meetings	6
Section 4: Notice of Meetings.....	6
Section 5: Voting	6
Section 6: Proxy.....	6
Section 7: Quorum.....	6
Article VII: Officers.....	6
Section 1: Election and Term.....	6
Section 2: Duties of the President.....	6
Section 3: Duties of the Vice-President:	7
Section 4: Duties of the Director(s) at Large.....	7
Section 5: Duties of the Budget Director	7
Section 6: Duties of Secretary.....	7
Section 7: Duties of the Treasurer	7
Section 8: Bonds.....	7

Section 9: Compensation	7
Section 10: Succession.....	7
Section 11: Resignation.....	7
Article VIII: Committees	8
Section 1: Committee Membership.....	8
Section 2: Standing Committees	8
Section 3: Special Committees	8
Article IX: General Provisions:.....	8
Section 1: Waiver of Notice	8
Section 2: Fiscal Year	8
Section 3: Seal.....	8
Section 4: Checks	8
Section 5: Loans.....	8
Section 6: Accountant.....	8
Section 7: Amendments	8
Section 8: Audits	9

Article I: Name and Purpose

Section 1: Name: The name of the corporation is the Northwest Guilford Band Boosters, Inc.

Section 2: Purpose: The purposes for which the corporation is organized are exclusively charitable and educational, including but not limited to:

- Provide planning, technical, business and financial assistance to the instrumental music programs at Northwest Guilford Schools, thereby contributing to lessening of the burdens of government in the band programs
- Lend all possible support, both moral and financial, to the general instrumental music programs in the Northwest Guilford Schools, assisting in the instruction and training of band students who are developing their capabilities and benefiting the broader public community.
- Arouse and maintain an enthusiastic interest in the various phases of the Instrumental Music Department of the Northwest Guilford Schools; and
- Provide a sympathetic audience for Band Members practicing to appear before the public.
- Co-operate with those in charge of the Instrumental Music Department and the School Board to the end that the department be brought to and kept at the highest possible degree of efficiency. To build and maintain an organization which will help promote the general activities of the Instrumental Music Department.
- Performing any and all lawful activities which may be useful in accomplishing the foregoing purposes, either alone or in conjunction with other organizations provided, however that all the aforesaid activities shall be limited to the scope and intent of SECTION 501 (C) (3) of the Internal Revenue Code as it now exists or as it may hereafter be amended.

Article II: Members

Any parent(s) of band members, officers, Alumni of the Northwest Guilford High School band, and any person interested in the objectives for which this club is organized may become a member upon payment of annual dues as set forth from time to time by the organization.

Family annual dues shall be all inclusive for membership in this organization.

Article III: Activities

The major kind of activities sponsored by the corporation are typically:

- Raising funds through outside corporate sponsorship and donations
- Raising funds through yearly sales
- Raising funds through the sale of refreshments, programs, etc. at events hosted by the corporation

Running all aspects of home events except that which is directly related to teaching and judging.

Funds raised by the corporation are to be used for:

1. Pay entry fees for the band(s) in contests.
2. Pay out of pocket expenses, transportation and room and board for the students and director and his assistant(s).
3. Pay for all awards given at corporation hosted events.

4. Pay for all necessary materials for the Awards Banquet.
5. Pay out of pocket expenses, transportation and room and board for chaperones to be selected on a rotating basis from the corporation.
6. Purchase and maintain such equipment necessary for the operation of the band(s), not otherwise provided for.
7. To maintain the next fiscal year's beginning capital.

Article IV: Leadership

Section 1: Number and Composition: The affairs of this corporation shall be managed, and its corporate powers exercised by its Board of Directors. The Board shall consist of not less than five (5) nor more than eleven (11) voting members.

The Board shall include the following:

- A. Chairman of the Board of Directors (Director of Bands, Northwest Guilford High School)
- B. President
- C. Vice-President
- D. Budget Director
- E. Secretary
- F. Treasurer
- G. At large Directors from general membership (not more than 5)
 1. Ways and Means
 2. Competition Support
 3. Fall Festival
 4. Volunteer
 5. Logistics

Section 2: Election and Term: The Board of Directors shall be elected by the membership to serve for one (1) year. The initial Board of Directors includes those persons set forth in the original Articles of Incorporation.

Section 3: General Powers: The business and affairs of the membership shall be managed by the Board of Directors. The corporation shall be strictly on a non-profit basis, and no part of the income of the corporation shall inure to or become the property of any officer, member, or other private individual.

Section 4: Nominations: The Board of Directors, with the exception of the Director of Bands shall be elected by the corporation. The Director of Bands shall be a permanent member of the Board of Directors. The President of the corporation shall appoint a nominating committee of five (5) members, which shall be approved by the board, which shall submit one or more nominees for each elective office at the appropriate meeting for the election of officers. Nominations shall also be allowed from the floor, with prior consent of nominee. A majority of votes cast shall be necessary to elect, a quorum being present. The slate of officers and nominees for the Board of Directors shall be presented to the membership at the regular monthly meeting next preceding the monthly meeting at which annual elections will be held. Nominees from the floor may be made at the meeting next preceding the election meeting and/or at the election meeting.

Section 5: Qualifications: All Directors shall be individuals who are supportive of the purpose of the corporation, who are members in good standing, and are otherwise qualified in accordance with the Articles of Incorporation of this corporation and by these By-Laws.

Section 6: Vacancies: Vacancies occurring in the Board of Directors shall be filled as soon as possible for the unexpired term thereof by election of the members of the corporation.

Section 7: Removal of Directors: Any Director may be removed from office by recommendation of a two-thirds (2/3) vote of the remaining directors and sustained by a majority vote of the members of the corporation, or by a two-thirds (2/3) vote of the members of the corporation at any regular meeting, or a special meeting called for that purpose.

Section 8: Employees and Agents: The Board of Directors may employ and discharge any such employees and agents of the corporation as it may deem necessary. Authority to hire and discharge may be delegated in whole or in part by the Board of Directors to such person or persons as it may designate. In the event that the Board of Directors shall caused to be hires, one or more full-time employees, it shall adopt a formal personnel policy establishing the terms of employment.

Section 9: Compensation: Directors shall be entitled to receive at appropriate rates prescribed from time to time by the board reimbursement for travel, subsistence, and other expenses necessarily incurred in connection therewith. A Director shall not serve the corporation for such services, except as authorized by the Board.

Section 10: Resignation: A Director may resign by giving a written notice to the President of the corporation. A resignation shall take effect at the time received by the President unless another time is specified therein, and acceptance of a resignation shall not be necessary to make it effective.

Article V: Meetings of Directors

Section 1: Place of Meetings: All meetings of the Board of Directors shall be held at the Northwest Guilford High School, Greensboro, North Carolina, or at such other place as shall be designated in the notice of meeting or agreed upon by a majority of the Directors.

Section 2: Annual Meeting: The Board of Directors shall meet once a year in the spring, or a date to be determined by the Chairman of the Board each year. The annual meeting will be held for the purpose of reviewing and developing an operating budget for the next fiscal year for the corporation and for the transaction of such other business as may be brought before the meeting.

Section 3: Special Meetings: The Board shall meet from time to time in special meetings as necessary to conduct business matters of the corporation at the request of the President or two Directors.

Section 4: Notice of Meetings: Each Director shall be notified of the time and place of a special meeting at least three days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting. Attendance by a Director at a special meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 5: Voting: Each Director shall be entitled to one vote on each matter submitted to a vote at a meeting of the Board of Directors. Voting on all matters shall be by voice or by a show of hands unless

more than one-half of the Directors present at a meeting where there is a quorum shall demand, prior to the voting on any matter, a ballot vote on that particular matter.

Section 6: Proxy: There will be no voting by proxy.

Section 7: Action Without Meeting: Action taken by a majority of the Directors without a meeting is nether-the-less Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceeding of the Board, whether done before or after action so taken.

Section 8: Quorum: A majority of the Directors present at any meeting duly called, shall constitute a quorum for the transaction of business.

Article VI: Meetings of the Members

Section 1: Place of Meetings: All meetings of the members shall be held at the Northwest Guilford High School in Greensboro, North Carolina or at such other place as shall be designated in the notice of meeting or agreed upon by a majority of the membership.

Section 2: Monthly Meetings: The members shall meet once a month on the first Monday of each month. The May meeting will be held for the purpose of electing officers and directors of the corporation and for the transaction of such other business as may be brought before the meeting.

Section 3: Special Meetings: The members shall meet from time to time in special meetings as necessary to conduct business matters of the corporation at the request of the President of the Board of Directors.

Section 4: Notice of Meetings: Each member shall be notified of the time and place of a special meeting at least three days before the meeting in writing or by telephone. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a special meeting, except that when a Director is to be elected at a special meeting or when an amendment to the By-Laws is to be voted upon, then the notice shall so state.

Section 5: Voting: Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of the members. Voting on all matters shall be by voice or by a show of hands unless more than one-half of the members present at a meeting where there is a quorum shall demand, prior to the voting on any matter, a ballot vote on that particular matter.

Section 6: Proxy: There will be no voting by proxy.

Section 7: Quorum: Any twenty members present at any meeting duly called shall constitute quorum for the transaction of business.

Article VII: Officers

Section 1: Election and Term: The officers of the corporation shall be those set forth in the succeeding sections of this Article and shall be elected at each May meeting of the members.

Section 2: Duties of the President: The President shall be the chief operating officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these By-Laws and the Articles of Incorporation. He/She shall, when

present, preside at all meetings of the Board of Directors. He/She shall sign, with any proper officer any deeds, mortgages, bonds, contracts or other instruments which may be lawfully executed on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed, except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent. In general, he/she shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time. The President shall appoint all committees and shall be an ex-officio member of all committees.

Section 3: Duties of the Vice-President: The Vice-President shall assist the President in the management of the corporation as delegated and directed by the President and the Board of Directors. He/She shall preside at meetings in the absence of the President. It is the specific purpose of this office to provide leadership training and complete exposure to management of the corporation in an effort to promote continuity of programs of the corporation.

Section 4: Duties of the Director(s) at Large: The Director(s) at Large shall have such powers to perform such duties as may be assigned to him/her by the Board of Directors, or the President.

Section 5: Duties of the Budget Director: The Budget Director shall maintain and balance a budget for the corporation, and at such time as the Board of Directors may require, furnish a complete report on the costs and expenditure of the corporation and perform tasks as needed in the capacity of Budget Director.

Section 6: Duties of Secretary: The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors and of the membership. He/She shall be responsible that all notices shall be given required by law and these By-Laws. He/She shall have general charge of the corporation's books and records.

Section 7: Duties of the Treasurer: The Treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. He/She shall keep full and accurate accounts of the finances of the corporation. He/She shall cause a true statement of the assets and liabilities of the corporation as of the close of the fiscal year, all in reasonable detail, to be made and filed at the corporation's principal office within one month after the end of each fiscal year. He/She, together with such delegates he/she may choose, shall keep on a cash basis a detailed ledger of all receipts and disbursements of funds of the corporation, which ledger shall be kept at the principal office of the corporation and shall be open to inspection by any member and by others having a legitimate interest in the information contained within.

Section 8: Bonds: The Board of Directors may require a bond of the Treasurer conditioned upon the faithful performance of his duties, and the Board of Directors may require such fidelity bonds of other employees. The premiums for all such bonds shall be paid by the corporation.

Section 9: Compensation: Officers shall be entitled to receive at appropriate rates prescribed by the Board, from time to time reimbursement for travel, subsistence, and other expense necessarily incurred in connection with their duties as officers of the corporation.

Section 10: Succession: Any officer may succeed himself/herself in office upon election by the membership but in no event shall occupy the same office continuously in excess of two years, (24 months).

Section 11: Resignation: Any officer may resign at any time by giving written notice of this resignation. The resignation shall take effect at the time received, unless another time is specified therein, and the acceptance of such resignation shall not be necessary to make it effective.

Article VIII: Committees

Section 1: Committee Membership: Committee membership shall be encouraged for each member in good standing. Committee assignment shall be determined by the chairpersons of the respective committees. The term of service of committees shall end when specific purpose for which appointed have been accomplished or shall end at the close of business at the last regular meeting in the fiscal year following appointment.

Section 2: Standing Committees: Standing Committees shall consist of the following:

- A. Club Support
- B. Booster Liaison
- C. Guard Liaison
- D. Equipment
- E. Alumni

Section 3: Special Committees: The President, from time to time, may appoint such Special Committees as is deemed to be expedient or necessary. The Chairpersons of such Special Committees shall be appointed by the President. The term of services of Special Committees shall end when specific purposes for which appointed have been accomplished, or shall end at the close of business of the next regular meeting following appointment.

For Example: Nominating Committee

Article IX: General Provisions:

Section 1: Waiver of Notice: Whenever any notice is required to be given to any Director or other person under the provisions of these By-Laws, the Articles of Incorporation or by applicable law, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 2: Fiscal Year: The fiscal year of the corporation shall commence on the first day of June and end on the last day of May, or as designated from time to time by the Board of Directors.

Section 3: Seal: The seal of the corporation shall have the name of the corporation suitably arranged upon a circular seal, as prescribed by law, and said seal shall be in custody of the Secretary.

Section 4: Checks: All checks, drafts, or orders for the payment of money shall be signed by at least two officers or other individuals as the Board of Directors may from time to time designate. A check signer may not be also a payee on a particular check.

Section 5: Loans: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued on its name (other than checks or vouchers) unless authorized by a resolution of the Board of Directors, and approved by the members by a two-thirds vote.

Section 6: Accountant: The Board of Directors may employ an accountant to assist the Treasurer or Budget Director in their respective duties.

Section 7: Amendments: These By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of a two-thirds majority of the membership present at any meeting of the membership provided that prior written notice of said amendment (given in accordance with Article

VI: Section 4 hereof) has been given. Any proposed change shall be read to the meeting, voted upon, and if passed, be carried over to the next regular monthly meeting where a second confirming vote shall be required.

Section 8: Audits: The President shall appoint a committee of one or more persons for the purpose of auditing the records of the Treasurer at the close of business each year. The said committee may employ a qualified person to assist with the audit if deemed necessary.