

**SCREAMIN' EAGLES BAND ASSOCIATION, INC.
ARTICLES OF INCORPORATION**

ARTICLE I

The name of the Corporation is:

SCREAMIN' EAGLES BAND ASSOCIATION, INC.

ARTICLE II

The Corporation is organized pursuant to the Georgia Nonprofit Corporation Code. It is organized, and shall at all times operate, exclusively for the purpose of acquiring and administering funds and property in the support of the Band program at Collins Hill High School which, after the payment of necessary expenses, shall be devoted to "charitable uses and purposes." In furtherance of such purposes, the Corporation shall have full power and authority:

- (a) To make distributions to organizations that qualify as tax exempt organizations under Sections 501(a) and 501(c)(3) of the Internal Revenue Code, as amended;
- (b) To make distributions to individuals for charitable purposes within the definition of Section 501(c)(3) of the Internal Revenue Code, as amended;
- (c) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest or devise, from and person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the governing instruments of the Corporation, as the same shall be amended from time to time; and
- (d) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, as determined by the Board of Directors to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the Georgia Nonprofit Corporation Code (with and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code, as amended).

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article Two and as are exclusively charitable and are entitled to charitable status under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE III

The Corporation shall have perpetual duration.

ARTICLE IV

The initial registered office of the Corporation shall be at: Law Office of J. Michael Levensgood, LLC, 150 S. Perry St., Suite 208, Lawrenceville, Georgia 30046, in Gwinnett County. The initial registered agent of the Corporation at such address shall be: J. Michael Levensgood.

ARTICLE V

The name and address of the incorporator is: J. Michael Levensgood.

ARTICLE VI

The Corporation shall be a tax-exempt nonprofit corporation. As such:

- (a) The Corporation shall be neither organized nor operated for pecuniary gain or profit;
- (b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer or employee of the Corporation, or any other private person; but 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 Article Two hereof;
- (c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office;
- (d) Notwithstanding any other provisions of these Articles of Incorporation, the Corporations shall not carry on any other activities no permitted to be carried on:
 - (i) By a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, as amended; or
 - (ii) By a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code, as amended.

It is intended that the Corporation shall have, and continued to have, the status of an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Internal Revenue Code, as amended. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such Intent.

ARTICLE VII

The Board of Directors shall have general charge of the affairs and of any property and assets of the Corporation. It shall be the duty of the Directors to carry out the purposes and functions of the Corporation. The Directors shall be elected in accordance with the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a nonprofit

corporation, which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE VIII

The Corporation will have members.

ARTICLE IX

The initial Board of Directors shall consist of six (6) members whose names and addresses are:

Susan Barrett, President and Director	505 Meadowfield Ct. Lawrenceville, GA 30043
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Leonard Smith, 1 st Vice President and Director	1520 Bentrige Dr. Lawrenceville, GA 30043
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Michael Fullford, 2 nd Vice President and Director	1772 Tidwell Trace Lawrenceville, GA 30043
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Amy Novak, Secretary and Director	684 Springrock Hill Court Lawrenceville, GA 30043
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Denise Stecovich, Treasurer and Director	735 Welford Road Suwanee, GA 30024
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Renee Koski, Way and Means Chairperson and Director	465 Fosters Mill Lane Suwanee, GA 30024
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ARTICLE X

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable purposes and purposes as shall at the time qualify as exempt from taxation under Sections 501(a) and 501(c)(3) of the Internal Revenue Code, as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for 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 purposes.

ARTICLE XI

- (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or corresponding provisions of any subsequent federal tax laws).
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code (or corresponding provisions of any subsequent federal tax laws).
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code (or corresponding provisions of any subsequent federal tax laws).
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code (or corresponding provisions of any subsequent federal tax laws).
- (e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code (or corresponding provisions of any subsequent federal tax laws).

ARTICLE XII

No director shall have any personal liability to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Corporation Code; or (d) any transaction from which the director derived an improper personal benefit.

ARTICLE XII

The mailing address of the initial principal office of the Corporation is 2133 Lawrenceville-Suwanee Road, Suite 12-309, Suwanee, Georgia 30024.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ___ day of August, 2019.

John Michael Levengood, Incorporator
Georgia Bar No. 447934

LAW OFFICE OF J. MICHAEL LEVENGOOD, LLC
150 S. Perry St., Suite 208
Lawrenceville, Georgia 30046
678.765.1745

**CERTIFICATE OF CORPORATE RESOLUTION
OF SCREAMIN' EAGLES BAND ASSOCIATION, INC.**

I, Amy Novak, Secretary of SCREAMIN' EAGLES BAND ASSOCIATION, INC., a Georgia nonprofit Corporation, (the "Corporation"), do hereby certify as follows:

1. That I am the duly elected, qualified and acting Secretary of the Corporation, and that, as such, I am authorized to execute this Certificate on behalf of the Corporation.

2. That attached hereto as Annex 1 is a true and correct copy of resolutions adopted on August __, 2019 by the Board of Directors of the Corporation with respect to the transaction described therein, and that the resolutions, directions, and authorizations therein are in full force and effect and have not been modified or rescinded since their adoption.

In witness whereof, I have hereunto set my hand and affixed the seal the Corporation this ___ day of August, 2019.

Amy Novak, Secretary of SCREAMIN' EAGLES
BAND ASSOCIATION, INC.

[Corporate Seal]

ANNEX I
RESOLUTIONS ADOPTED ON AUGUST __, 2019

RESOLVED, that the Board of Directors does hereby approve and adopt the proposed Bylaws attached as Exhibit A (the ‘Bylaws’), and the appropriate officers of the Corporation are authorized and directed to execute the Bylaws on behalf of the Corporation, and to take any and all further action and execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith to effectuate the changes contemplated thereby;

FURTHER RESOLVED, that the Secretary of the Corporation is directed to file a copy of this Consent Action with the minutes of the proceedings of the Board of Directors.

**SCREAMIN' EAGLES BAND ASSOCIATION, INC.
BYLAWS**

ARTICLE I - NAME

Section 1. NAME: The name of this Corporation shall be the Screamin' Eagles Band Association, Inc. (hereinafter referred to as the "Corporation" or "SEBA").

ARTICLE II – MISSION

Section 1. MISSION: The mission of SEBA is as set forth in Article II of SEBA's Articles of Incorporation as the same may be amended from time to time and filed with the Georgia Secretary of State. Without limiting the generality of the mission set forth therein, SEBA shall support the Collins Hill High School Band program (the "Band"), which is defined in these Bylaws to include all units, including without limitation, color guard and drum line hereafter referred to as auxiliary units, and which are under the direction of the Collins Hill High School Band Director(s). SEBA will develop and maintain an independent volunteer organization of parents and other interested individuals to support the activities of the Band.

Section 2. PROHIBITED ACTIVITIES: Nothing in these Bylaws shall imply that the Corporation has any authority through any of its policies or actions to determine membership, qualification, or conditions of student membership in the Band program.

ARTICLE III – REGISTERED OFFICE

Section 1. REGISTERED OFFICE: SEBA shall at all times maintain a registered office in the State of Georgia and a registered agent at that address, but may have other offices located within or without the State of Georgia as the Board of Directors shall determine.

ARTICLE IV - MEMBERSHIP

Section 1. WHO MAY BELONG: To be eligible for membership in SEBA, a natural person must be the parent or natural guardian of a student who is enrolled in the Collins Hill High School Band program at least one semester during the current fiscal year of the Corporation. For the avoidance of doubt, if such a student has more than one parent or natural guardian, each such parent or natural guardian is eligible for membership. A parent or natural guardian of a current student (as defined above) who desires to become a member of SEBA and to have a right to vote as a member of the Corporation shall deliver a written application in such form as the Board of Directors (the "Board") shall prescribe. An applicant shall become a voting member when such applicant's application has been approved by a majority vote of the Board, which reserves the right to decide whether or not to admit an applicant for membership.

Section 2. HONORARY MEMBERSHIPS: The Board, in its sole discretion, may confer honorary membership upon any natural persons who is not the parent or guardian of a student who is enrolled in the Collins Hill High School Band program at least one semester during the current fiscal year of the Corporation but who has made a significant contribution to the Band

program, either financially or in other substantive way and may include a parent or guardian of a student who was enrolled in the Collins Hill High School Band program during a fiscal year prior to the current fiscal year of the Corporation. Honorary members do not have a right to vote.

Section 3. REMOVAL: The Board may suspend or expel a member if good cause is shown. For the purposes of this provision, good cause shall be defined as violation of any the Bylaws or any of the rules of conduct adopted by the Board. Suspension or expulsion shall be by the affirmative vote of two-thirds of the directors then in office, provided that the member shall have had at least fifteen days' notice of the proposed action and of the time and place of the meeting of the Board at which the matter will be voted upon. The member shall have the right to appear in person or by representative and to present a defense at such meeting before such member's suspension or expulsion is voted upon.

Section 4. MEETINGS: The membership of the Corporation shall be called in regular meetings at such time and for such purpose as the Board may determine. There shall be no requirement to call any such meetings, except that a membership meeting shall be held at least once per year. Special meetings of the membership may be called by fifty (50) members in good standing or by the President. For each meeting called, the Secretary shall send to each member, at least five (5) days prior to the meeting, a written notice stating the time, place, and purpose of the meeting. Meetings of the members of SEBA shall take place at such time and place as designated by the Board.

Section 5. QUORUM: At all meetings of the membership, twenty percent (20%) of the Members shall constitute a quorum. On any vote before the membership, a majority shall prevail. There shall be no proxy voting at membership meetings.

ARTICLE V - BOARD OF DIRECTORS

Section 1. AUTHORITY: The governance of SEBA, the management of its affairs, the direction of its work, its responsibilities, the adoption of its program of work and the control of its property shall be vested in a Board of Directors (the Board').

Section 2. COMPOSITION: The initial Board of Directors of the Corporation shall be the six (6) persons whose names addresses appear in the articles of incorporation of the Corporation filed with the Secretary of State of Georgia on August __, 2019. The initial Board shall serve terms that expire on May 31, 2020. The Board is authorized to fix the precise number of Directors by resolution adopted from time to time by a majority of the directors then in office; provided, however, that the Board may never be less than five (5) nor more than thirty (30) members.

Section 3. TERM OF OFFICE: All Directors shall be elected for a term of one year. Officers and Directors may serve more than one consecutive term.

Section 4. NOMINATING COMMITTEE: The Nominating Committee shall consist of three members of SEBA who have been appointed by the President and who are not currently serving on the Board. The Nominating Committee shall have the responsibility for nominating the

following persons: (a) with the input of the general membership, a slate of potential directors to fill a one-year term; and (b) all officers of SEBA to fill a one-year term.

Section 5. QUALIFICATION FOR OFFICE: The Nominating Committee shall consider the qualifications of all nominees for the Board, as well as the qualifications of any nominee for any officers of SEBA. Candidates for the Board and to serve as Officers shall be members who have been nominated by the Nominating Committee or appointed by the current Directors in the event of a vacancy on the basis of their knowledge and interest in the Collins Hill High School Band program. No two members of an immediate family may serve on the Board at the same time.

Section 6. ELECTION: The Nominating Committee shall have the responsibility for nominating Directors as set forth in Section 4 of this Article V. A notice soliciting nominations for Directors shall be sent to members prior to the annual election. Upon receipt of the nominations notice, any member may nominate any other member who is qualified pursuant to the terms of these Bylaws to hold a position on the Board. All members nominated for the Board shall be considered for nomination by the Nominating Committee, provided that the nominated member is qualified according to these Bylaws. Once received, the Nominating Committee shall consider those nominated pursuant to the above process and shall, in the Nominating Committee's sole discretion, create a ballot for election of Directors, which ballot shall be approved by the Board prior to submission of the ballot to the members. Such ballot shall contain the names of the number of nominees listed in alphabetical order. The ballot shall be submitted to the membership at least ten (10) days prior to the annual election, shall indicate the number of responses needed to satisfy the quorum requirements. The members shall then vote on the slate of Directors presented on the ballot as a whole. Ballots must be marked and received during the membership meeting. In the event that the members fail to elect, by a majority vote, the slate of Member Elected Directors set forth on the ballot, a new slate of Directors shall be selected in accordance with the process set forth in this Section 6. The Nominating Committee shall be the arbitrator of any dispute involving anything related to the election process.

Section 11. VACANCIES: The Board shall have the power to fill by majority vote any vacancies on the Board for an unexpired term of office.

Section 12. BOARD MEETINGS: The Board shall meet at least six (6) times per year. Special meetings of the Board may be called by the President or by five (5) or more directors.

Section 13. PARLIAMENTARY PROCEDURE: All meetings of the Board shall be conducted pursuant to Robert's Rules of Order, with the President or the President's delegate being responsible for the implementation of parliamentary procedure necessary for the orderly conduct of any meeting.

Section 14. QUORUM: Fifty (50%) of all Directors entitled to vote on matters coming before the Board shall constitute a quorum. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board.

Section 15. RULES: The Board shall enact such rules and policies, not inconsistent with terms of these Bylaws, as may be deemed necessary to conduct the business of the Corporation.

Section 16. ABSENTEEISM: Any Director who is absent, without reasonable excuse, from three consecutive meetings of the Board may be suspended by the Board in its sole discretion. Unless the suspended member's service on the Board has already been terminated, such suspension may be lifted upon request of the Director so suspended, which request should be made in writing, filed with the President, and be presented by the President to the Board. The Board may terminate the service of any such suspended director at any time by declaring the office of the director to be vacant and such vacancy shall be filled pursuant to Section 11 of Article V.

Section 17. ACTION IN LIEU OF MEETING: Any action to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors and any further requirements of law pertaining to such consents have been complied with.

Section 18. NO COMPENSATION OF OFFICERS OR DIRECTORS: No Officer or Director shall receive any compensation for service as an Officer or Director.

ARTICLE VI - OFFICERS

Section 1. COMPOSITION: The officers of the Corporation shall consist of a President, a 1st Vice President, a 2nd Vice President, a Secretary, a Treasurer, and a Ways and Means Chairperson. Each officer shall serve for the term of office for which he or she is elected and until his or her successor has been elected or appointed and has qualified or his earlier resignation, removal from office, or death. Any two or more of the above offices may be held by the same person.

Section 2. QUALIFICATION FOR OFFICE: All officers shall be members of the Board who are members of the Corporation. The Nominating Committee shall take into consideration only those members who consistently adhere to the purposes of SEBA and who will, overall, make a significant contribution to the furtherance of the Corporation's mission.

Section 3. TERM OF OFFICE: The term for all Officers shall be for one (1) calendar year, and such Officers shall assume office on June 1 of each year.

Section 4. HOW ELECTED: The initial Officers are those persons identified in the Articles of Incorporation of SEBA filed with the Georgia Secretary of State on August __ 2019. For Officers whose terms will begin on June 1, 2020, the Nominating Committee shall have the responsibility of nominating the officers of the Corporation at the same time it nominates members for the Board. The Nominating Committee may nominate one or more persons whose terms of office are set to expire. The Board shall elect all officers. If any office is contested, the vote will be conducted by secret ballot. The election of officers will take place at the same meeting where the President presents the results of the election for membership on the Board. In the event of a tie, a run-off election between those tied shall be held. If this vote is still tied, then a vote of the membership shall dictate the outcome.

Section 5. VOTE: If more than one person is nominated by the Nominating Committee for any officer's position, the vote shall be conducted by secret ballot. If only one person is nominated for each officer's position, then voting shall be by voice vote. There shall be no voting by proxy.

Section 6. THE PRESIDENT: The President shall preside at all meetings of the Corporation, and except for the Ways and Means Chairperson, shall appoint all standing committee chairpersons and ad hoc committee chairpersons, and shall be an ex officio member of all ad hoc and standing committees of the Corporation other than the Nominating Committee. He or she shall do and perform such other duties as may, from time to time, be assigned to him or her by the Board.

Section 7. 1ST VICE PRESIDENT: The 1st Vice President also known as the Vice President of Auxiliaries and Bands shall assume the duties of the President in those instances where the President is unable to preside. The 1st Vice President is responsible for ensuring all Band programs are administered in a manner that is consistent with the objectives outlined in these Bylaws. The 1st Vice President is responsible for managing all auxiliary liaisons with the exception of the fall marching band program. The 1st Vice President shall also perform such other duties as are assigned from time to time by the President or the Board.

Section 8. 2ND VICE PRESIDENT: The 2nd Vice President also known as the Vice President of Marching Band is responsible primarily for the program operations and logistics related to the Screamin' Eagle Marching Band. These include the organization and coordination of logistics and transportation (which includes chaperones, roadies, uniforms and band camp). The 2nd Vice President shall also perform such other duties as are assigned from time to time by the President or the Board.

Section 9. SECRETARY: The Secretary shall keep written records and minutes of all meetings, and shall maintain them in a permanent file. The Secretary will also be responsible for correspondence for the Corporation. The Secretary shall give, or cause to be given, notice of all meetings of directors and all other notices required by law or by these bylaws, and in case of his or her absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the directors upon whose written request the meeting is called as provided in these bylaws. The Secretary shall record all the proceedings of the meetings of directors in books provided for that purpose, and he or she shall perform such other duties as may be assigned to him by the directors or the President. He or she shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of secretary of a corporation, subject to the direction and control of the Board and the President.

Section 10. TREASURER: The Treasurer shall keep an accurate record of all receipts and disbursements showing each activity separately, as well as a complete record of all funds, including individual student accounts, in accordance with generally accepted accounting practices. The Treasurer shall prepare and submit his or her financial report for approval by the Board at each of its regular meetings. The Treasurer may recruit one or more assistants to assist the Treasurer in collections, student accounts and other general duties incident to the office. The

Treasurer and any such assistant must each have a background check completed before taking office or performing duties as an assistant.

The Treasurer shall have custody of all the funds and securities of the Corporation, and he or she shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He or she shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He or she shall render to the President and the Board of Directors, whenever either of them so requests, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his or her office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Corporation.

The Treasurer shall perform all the duties generally incident to the office of the treasurer of a corporation, subject to the direction and control of the Board and the President.

Section 11. WAYS AND MEANS CHAIRPERSON: The Ways and Means Chairperson shall have the responsibility for raising funds to support the activities of the Corporation. Specific fundraising activities include, but are not limited to, uniforms, trips, one-off events, etc. The Ways and Means Chairperson may recruit one or more assistants to assist the Ways and Means Chairperson as needed.

Section 12. IMMEDIATE PAST PRESIDENT: The ~~outgoing~~immediate past President will serve in an advisory role to the President and to the Board as requested on an ex-officio basis, with no vote.

ARTICLE VII – COMMITTEES

Section 1. STANDING COMMITTEES: SEBA shall have the following standing committees: Ways and Means, Nominating, Budget, Publicity, Hospitality, Concessions, Chaperone, Volunteers, Roadie, Uniform, Website, Eagle’s Nest Invitational, and Taste of Collins Hill.

1.1 The Ways and Means Committee shall have responsibility for raising funds to support the activities of SEBA. Plans for raising funds must be submitted to the Board and general membership for approval. The Treasurer or Assistant Treasurer shall be a member of this committee.

1.2. The Publicity Committee shall handle all publicity disseminated from SEBA and Band Director concerning the activities of the Band and SEBA newsletter. The Secretary shall be a member of this committee.

1.3. The Hospitality Committee shall arrange special functions and general meeting programs supporting the activities of SEBA.

1.4. The Concessions Committee shall be responsible for organizing and operating concession stands at all home football games and other events.

1.5 The Chaperone Committee shall arrange for chaperones who will assist students and maintain discipline and decorum when required for events in which the band participates.

1.6 The Volunteer Committee shall assist other committees in securing parental and student volunteers to promote SEBA.

1.7 The Welcoming Committee shall greet all visiting bands at the home football games. This committee shall direct the visiting band to appropriate seating areas and provide refreshments to the visiting band as well as the Collins Hill High School Band after the half-time show.

1.8 The Roadie Committee shall have responsibility for transport of instruments and equipment to performances (vehicle & driver) and assisting students in positioning instruments and equipment at performances.

1.9 Uniform Committees

1.9.a. The Musician and Drum Major Uniform Committee shall have the responsibility for the issuance, care and upkeep of the uniforms for the musicians and drum major(s). This committee will also coordinate and arrange for the purchase of new or replacement uniforms as necessary.

1.9.b. The Auxiliary Uniform and Equipment Committee shall have the responsibility for the design, issuance, care and upkeep of the uniforms and equipment for the auxiliary units. This committee will also coordinate and arrange for the purchase of new or replacement uniforms and equipment as necessary. Equipment includes color guard flags, poles, props, tape, etc. NOTE: The Auxiliary sponsors shall serve as ex officio members of this committee.

1.10 The Communications Committee shall be responsible for contacting members of SEBA to disburse and obtain information concerning the band.

1.11 The Eagle's Nest Invitational Committee (ENI) shall be responsible for organizing all components of the ENI competition. The ENI committee chair shall coordinate all efforts and actions with the Chairman of Ways & Means.

1.12 The Taste of Collins Hill Committee (TOCH) shall be responsible for organizing all components of the Taste of Collins Hill. The TOCH committee chair shall coordinate all efforts and actions with the Chairman of Ways & Means.

1.13 The Corporate Partnership Committee shall be responsible for soliciting donations from local businesses. These donations shall be used for but not be limited to awards for fundraisers, uniform purchases, and any other capital expenditures as identified by SEBA.

Section 2. AD HOC COMMITTEES: The Board or the President may establish one or more Ad Hoc Committees as needed to perform specific functions and to study specific issues. The President shall appoint a Chair for each ad hoc committee and all duties, powers, and termination dates shall be determined at the time of establishment. Ad Hoc Committees shall make their reports to the Board and to the members of the Corporation as directed by the Board.

ARTICLE VIII - CORPORATE SEAL

Section 1. Seal. The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Board of Directors shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. The seal shall be in the custody of the Secretary and affixed by him or her or by his or her assistants on all appropriate papers.

ARTICLE IX BANK ACCOUNTS AND LOANS

Section 1. Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors, until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

Section 2. Loans. Except as limited by a policy of Gwinnett County Public Schools or of the Gwinnett County Board of Education, such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms, or persons as the Board of Directors shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of

credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, rights and interests of any kind in or to stocks or bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial papers and evidences of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances, and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE X MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on the last day of May of each year.

Section 2. Notices. Whenever, under the provisions of these bylaws, notice is required to be given to any director or officer it shall not be construed to require personal notice, but such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a prepaid envelope, addressed to each director or officer at such address as appears on the books of the corporation, or in default of any other address, to such director or officer at the general post office in the City of Lawrenceville, Georgia, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any director or officer may waive any notice required to be given under these bylaws.

Section 3. Charitable Purposes. The corporation is a voluntary association of individuals and organizations the purposes of which, as set forth in the articles of incorporation, are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation is a nonprofit corporation under the provisions of the Georgia Nonprofit Code. It has been organized, and at all times shall hereafter be operated, exclusively for public charitable uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, for the benefit of, to perform the functions of, or to carry out the purposes of supporting the Collins Hill High School Band program, and to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the corporation, as set forth in the articles of incorporation and these bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

Section 4. DISSOLUTION: Should the Corporation elect to dissolve, or be forced to dissolve, then any assets of the Corporation shall be liquidated as the Board might determine by a two-thirds (2/3) majority, and the proceeds received from liquidation shall either be contributed to a charitable organization based in Gwinnett County that best represents the diverse interests of the non-profit 501(c)(3) organizations in the County or be conveyed to a qualified non-profit business organization that best fulfills the mission of the Corporation; provided, however, that any distribution of the Corporation's assets or of the proceeds received from the liquidation thereof shall be made in accordance with the provisions of O.C.G.A. § 1403, as amended, governing the dissolution of a non-profit corporation.

ARTICLE XI AMENDMENTS

The Board of Directors shall have the power and authority to amend, alter or repeal these bylaws or any provision thereof, and may from time to time adopt additional bylaws.

ARTICLE XII INDEMNIFICATION

Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation, and entitled to advancement of expenses of litigation, to the fullest extent permitted under the Georgia Nonprofit Corporation Code against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid, reimbursed or advanced by the Corporation under the Georgia Nonprofit Corporation Code and which are actually and reasonably incurred in connection with any action, suit or proceedings, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprise. Such indemnification shall be made only in accordance with the Georgia Nonprofit Corporation Code and subject to the conditions thereof.

As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Corporation and at the expense of the Corporation.

The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the Georgia Nonprofit Corporation Code.

ARTICLE XIII CONFLICTS OF INTEREST

Section 1. Conflict of Interest Policy and Procedure. No transaction shall be approved, no undertaking ratified, and no contract shall be entered into nor shall any other action be approved,

voted on, or addressed by the Board of Directors without complying with the Conflict of Interest Policy set forth in this Article XIII.

Definitions

(a) An “Interested Person” is a Director, an officer, or a member of a committee with Board-delegated powers who has a direct or indirect “Financial Interest.”

(b) A person has a “Financial Interest” if the person directly or indirectly, through business, investment or family, has any of the following:

1) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or

2) A compensation arrangement with the Corporation or any entity or individual with which the Corporation has a transaction or arrangement, or

3) A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the Corporation is negotiating a transaction or arrangement.

(c) “Compensation” includes direct and indirect remuneration and gifts which are substantial in nature.

(d) “Conflict of Interest” of an Interested Person with respect to a transaction or arrangement is defined for purposes of this Article XIII to exist when, according to the determination of the independent members of the Board of Directors, Conflicts of Interest Committee or Special Independent Committee, there is a reasonable expectation that the Interested Person’s judgment with respect to the transaction or arrangement would be influenced on account of or in connection with his or her Financial Interest in the transaction or arrangement.

Section 2. Disclosure; Duty to Disclose. Interested Persons shall disclose all Financial Interests and all material facts relating thereto to the Board of Directors, Conflicts of Interest Committee, or Special Independent Committee formed with respect to a specific transaction. Such disclosure shall be made promptly upon discovery by the Interested Person of the facts constituting the Financial Interest, and before any action is taken by the Board of Directors on any transaction or arrangement as to which an Interested Person has a Financial Interest. Each Director, officer, and member of any committee with Board-delegated powers shall be required to agree to disclose in a timely manner any potential “Financial Interest” which may serve to cause such person to be an Interested Person.

Section 3. Determination of Conflict of Interest. After each member of the Board of Directors and each other potential Interested Person has made disclosures and provided any other requested information sufficient for the independent members of the Board of Directors,

Conflicts of Interest Committee or Special Independent Committee to determine whether such member of the Board of Directors has a Conflict of Interest, the independent members of the Board of Directors, Conflicts of Interest Committee or Special Independent Committee shall discuss and determine by majority vote, based upon the available disclosures and information, whether such Financial Interest constitutes a “Conflict of Interest.” The Interested Person as to whom such a discussion or vote is held shall not be present during such discussion or vote, nor shall any other Interested Person be present.

Section 4. Procedure for Addressing Conflicts of Interest.. If the Board of Directors (or if formed pursuant to the Board of Director’s direction, the Conflicts of Interest Committee or Special Independent Committee) determine that there is a Conflict of Interest with respect to an Interested Person, the following procedures shall be followed:

(a) The Interested Person shall be required to leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in a Conflict of Interest; and

(b) The Board of Directors, Conflicts of Interest Committee or Special Independent Committee shall appoint, if appropriate, a non-interested person or committee to investigate alternatives to the proposed transaction or arrangement; and

(c) To the extent appropriate to protect the Corporation’s interests, the remaining members of the Board of Directors, Conflict of Interest Committee or Special Independent Committee (provided all such persons are unrelated to, and not subject to the control of the Interested Person) shall obtain appropriate data as to the “comparability” of the proposed transaction. In determining the “comparability” of the proposed transactions, the independent Directors shall seek to determine whether the transaction is comparable to a similar transaction undertaken at arms-length for fair market value. For example, in the case of independent Directors determining whether compensation to be paid to an Interested Person is comparable, the independent Directors may undertake or cause to be performed a compensation analysis comparing compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. This compensation analysis would consider (without limitation) the location of the organization, including the availability of similar specialties in the geographic area; independent compensation surveys by nationally-recognized independent firms; or actual written offers from similar organizations competing for the person; and

(d) The non-interested Directors present, by majority vote, shall determine whether the transaction or arrangement is in the Corporation’s best interests and for its own benefit; whether it is fair and reasonable to the organization; and, after exercising due diligence, whether the organization can or cannot obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances; and

(e) The Board of Directors and Committee shall adequately document the basis for the determination. For example, in the previous example of compensation to an Interested Person, these records may include an evaluation of the individual whose compensation is being established and the basis for determining that the individual's compensation is reasonable in light of the evaluation and data.

(f) The Board of Directors shall take appropriate disciplinary action with respect to an Interested Person who violates the conflicts of interest policy.

Section 5. Procedures for Adequate Record Keeping. The minutes of meetings for the Board of Directors and all committees with Board-delegated powers should include:

(a) The names of the persons who disclosed Financial Interests, the nature of the Financial Interests and whether the Board of Directors or appropriate committee determined there was a Conflict of Interest; and

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement; the content of these discussions, including any alternatives to the proposed transaction or arrangement; and a record of the vote.

Section 6. Procedures Ensuring that the Conflict of Interest Policy is Distributed to all Directors, Officers and Members of Committees. Each Director, officer and member of a committee with Board-delegated powers shall sign an annual statement that the person:

(a) Received a copy of the conflicts of interest policy or these Bylaws ("Policy");

(b) Has read and understands the Policy;

(c) Agrees to comply with the Policy;

(d) Understands that the Policy applies to all committees and subcommittees having Board-delegated powers; and

(e) Understands that the Corporation is a charitable organization and that in order to maintain its tax-exempt status, it must continuously engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. System of Periodic Reviews. The Board of Directors and all committees with Board-delegated powers must conduct periodic reviews of the Corporation's activities to ensure that the organization is operating in a manner consistent with accomplishing the Corporation's charitable purposes and that its operations do not result in private inurement or impermissible benefit to private interests. It must periodically be verified that:

- (a) Compensation arrangements and benefits are reasonable and are the result of arm's-length negotiations;
- (b) Joint ventures (or other similar arrangements) with other entities have not resulted in private inurement or impermissible private benefit to any party, and conform to written policies, are properly recorded, reflect reasonable payments for goods or services, and further the Corporation's charitable purpose; and
- (c) Agreements to provide any services to employees and third-party payers serve the Corporation's charitable purposes.

Section 8. Disgorgement; Excess Benefit Portion of Excess Benefit Transactions

Voidable. Any amounts which constitute an "excess benefit" under section 4958 of the Internal Revenue Code and which thereby, absent the application of this Section 8 would incur a penalty excise tax, shall be void ab initio. Such "excess benefit" amount shall be deemed to have been held in trust for the Corporation and shall be returned to the Corporation plus interest payable at the "applicable federal rate" within the meaning of the Internal Revenue Code.

Section 9. Compliance with Treasury Regulations. This Article XIII is drafted to comply with (i) Internal Revenue Code section 4958 and (ii) the Internal Revenue Service's Conflict of Interest Policy draft released June 18, 1996, as each shall be amended, updated and interpreted. Specifically, the procedures for addressing Conflicts of Interest set forth in Section 6 are intended to comply with the procedure required to establish the presumption of reasonableness with respect to the terms of any transaction between Interested Persons and the Corporation. This Article XIII shall be interpreted and applied in a manner consistent with the foregoing.

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