

AMENDED AND RESTATED BYLAWS
OF
RINGGOLD BAND BOOSTERS, INC.

Adopted November __, 2022



Tiger Rag

Trombone 1

arr. by Jack Gale

1 In a fast 2. $\text{♩} = 108-120$ 5

6 *f*

11 14

17 1.

23

28

35 *solo*

41

47

52

A detailed illustration of a tiger's head, roaring with its mouth wide open, showing its teeth and tongue. The tiger is positioned in the center of the page, appearing to burst through a jagged, torn hole in the musical score. The background of the score is white with black musical notation on a five-line staff. The tiger's fur is orange with black stripes, and its eyes are a light yellowish-brown. The overall effect is one of intense energy and aggression, fitting the 'Tiger Rag' theme.

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AMENDED AND RESTATED BYLAWS
OF
RINGGOLD BAND BOOSTERS, INC.
(A Georgia nonprofit corporation)

ARTICLE I
NAME, OFFICES AND REGISTERED AGENT

Section 1.01 *Name*. The name of this nonprofit corporation shall be “Ringgold Band Boosters, Inc.” (the “Association”).

Section 1.02 *Principal Office*. The principal office of the Association shall be that which is designated as such in its Charter.

Section 1.03 *Other Offices*. The Association may also have other offices within and without the State of Georgia at such places as the Board of Directors may from time to time determine.

Section 1.04 *Registered Office*. The Association shall designate and continuously maintain a registered office in the State of Georgia.

Section 1.05 *Registered Agent*. The Association shall designate and continuously maintain a registered agent in the State of Georgia at its registered office.

ARTICLE II
PURPOSE

Section 2.01 *Nonprofit Association*. The Association is a nonprofit corporation. It is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code and shall have no capital stock and no shareholders. The Association shall be neither organized nor operated for pecuniary gain or profit. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any Member, Director, officer, or trustee of the Association, or any other private person.

Section 2.02 *Charitable Purpose*. The Association is organized exclusively for charitable, educational, and scientific purposes as is contemplated in the Internal Revenue Code Section 501(c)(3), or corresponding sections of any future federal tax code. The Association is further authorized to receive and to make contributions in furtherance of these purposes, and to make distributions to organizations that may exist in carrying out those purposes and to organizations that qualify under Internal Revenue Code Section 501(c)(3).

Section 2.03 *Activities*. Specifically, the Association shall strive to provide inspiration, guidance, assistance and support to all band students and staff in efforts to develop and sustain top performing instrumental music programs at all levels. The Association shall:

a) Work cooperatively with all interested parents, students, teachers, directors, and staff of the band to build communication and cooperation among all those involved in the band program.

b) Foster collaboration with parents of younger music students and the parents of high school students in efforts to strengthen the entire band program.

c) Promote music culture throughout the community by fostering greater concert attendance and other public support of all band activities in efforts to provide moral support to the students.

d) Assist with the purchase of equipment and supplies for the band which would not be available through the school budget, facilitated by fundraisers or donations.

e) Perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Association, as set forth in its Articles of Incorporation, 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 2.04 *General Powers.* The Association shall have all those general powers specified in §§14-3-302 and 14-3-303 of the Georgia Nonprofit Corporation Code, including the power to do everything necessary, proper, advisable or convenient for the accomplishment of any other purposes set forth, provided the same is not forbidden by the laws of Georgia.

Section 2.05 *Basic Policies.* It is the policy of the Association to prohibit discrimination based on race, color, religion, age, national origin, gender, financial status, marital status, disability status, or veteran status. The Association will abide by all state and local prohibitions against other forms of discrimination not specifically mentioned above.

ARTICLE III TAX EXEMPT STATUS

Section 3.01 *Tax-Exempt Status.* The affairs of the Association at all times shall be conducted in such a manner to assure its status as a “publicly supported” organization as defined in section 509(a)(1) or section 509(a)(2) or section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to section 501(c)(3) of the Internal Revenue Code.

(a) The Association shall not carry-on propaganda, lobbying or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Internal Revenue Code by reason of attempting to influence legislation. The Association shall not participate in or intervene in (including the publication or distribution of statements) any political campaign for any candidate for public office.

(b) Notwithstanding any other provisions of the Articles of Incorporation, or these Bylaws, the Association shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a)

of the Internal Revenue Code; 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.

Section 3.02 *Intent*. It is intended that the Association shall have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code. All terms and provisions of the Articles of Incorporation and the Bylaws of the Association, and all authority and operations of the Association, shall be construed, applied and carried out in accordance with such intent.

ARTICLE IV MEMBERS, MEMBERSHIP MEETINGS AND DUES

Section 4.01 *Admission of Members*. Anyone interested in the progress and development of the instrumental music department and auxiliary units of the Ringgold High School and Middle School is eligible for membership. Parents and legal guardians of students in the instrumental music department of both schools and auxiliary units are qualified members.

Section 4.02 *Rights and Obligations*. Each family who are members shall have, and be entitled to, one (1) vote and shall have the same rights and obligations with respect to voting, dissolution, redemption, transfer and all other matters as all other members.

Section 4.03 *Dues*. The Board of Directors may establish membership fees to be paid by persons as a condition to being admitted as members and may also set from time-to-time dues, assessments and other fees to be paid by the members periodically. The resignation, expulsion or suspension of a member, or termination of his or her membership, does not relieve the member from any obligations that the member may have to the Association.

Section 4.04. *Resignation*. A member may resign at any time by delivering to the Secretary of the Association a written notice of such resignation signed by the member, which shall be included in the minutes or corporate records. A resignation shall not be effective before the date and time the Secretary actually receives written notice of it. A person's membership shall be terminated upon his or her death.

Section 4.05. *Expulsion or Suspension*. A member may be expelled or suspended by the Board of Directors, but notice and an opportunity to be heard shall first be given to the member as set forth below, and the expulsion or suspension procedure shall be fair, reasonable and carried out in good faith:

(a) The member shall be given not less than fifteen (15) days' prior written notice of the expulsion or suspension, and the reason(s) therefor; and

(b) The member must be given the opportunity to be heard, orally or in writing, by the Board of Directors not less than five (5) days before the effective date of the expulsion or suspension.

For purposes of this Section 4.05 only, any written notice given by mail shall be sent postage prepaid by first class United States mail or by certified United States mail, return receipt requested, and sent to the last address of the member shown on the Association's records.

Section 4.06 *Place*. All meetings of the members of the Association shall be held at the principal office of the Association, or at such other place as may be fixed by resolution of the Board.

Section 4.07 *Meetings*. The regular meetings of the members of the Association shall be held at on the second Tuesday of each calendar month at 7:00 p.m. with the exception of marching season (July, August, September, and October) when meetings will be held on the second and fourth Tuesdays at 7:00 p.m. At the regular meeting held in February, a Nominating Committee of five (5) members shall be elected by the membership. It shall be the duty of this committee to nominate candidates for the Board of Director positions to be filled at the Annual Meeting in April. The Nominating Committee shall report on the candidates at the regular meeting in March. Before the election at the Annual Meeting in April, additional nominations from the floor shall be permitted. Board of Directors are to be elected at the Annual Meeting in April and will assume their duties at the next regular scheduled meeting following the election. All members must be notified 30 days prior to the Annual Meeting in April of the known candidates eligible to be elected as new Board of Directors. A majority vote of the members present shall constitute an election.

Section 4.08 *Special Meetings*. The Association shall hold a special meeting of its members upon the call of the President, or upon the written demand(s) to the Secretary by members holding at least ten (10%) percent of all votes entitled to be cast on any issue to be considered at the proposed special meeting. Any call or demand for a special meeting shall describe the purpose(s) for which the special meeting is to be held. Only business within the purpose(s) described in the meeting notice for the special meeting may be conducted at such meeting.

Section 4.09 *Annual Meeting*. The annual meeting of the members of the Association shall be held at 7:00 p.m. on the second Tuesday in April of each and every year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day, not a legal holiday. The Board of Directors may, however, by resolution, fix the date of the annual meeting on any day within the period of sixty (60) days next succeeding the foregoing date. At the annual meeting, the members shall elect Board of Directors, receive reports on the activities and financial condition of the Association, and transact such other business as may properly come before the meeting.

Section 4.10 *Robert's Rule*. All meetings of the members shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these Constitution and Bylaws, with the Charter of this Association, or with law.

Section 4.11 *Notice of Meetings*. The Association shall notify its members of the date, time and place of each annual and special meeting of members no fewer than ten (10) days, and

no more than forty-five (45) days before the meeting date. The notice of a meeting shall also contain such other information which may be required by these Constitution and Bylaws.

Section 4.12 *Waiver of Notice.* A member's attendance at a meeting:

(a) Waives objection to lack of notice or defective notice of the meeting unless the member at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting; and

(b) Waives objection to consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 4.13 *Quorum.* Unless otherwise required by law, ten percent (10%) of the votes entitled to be cast on a matter must be represented at any meeting of the members to constitute a quorum on that matter. If, however, such quorum is not represented at any such meeting, the members present at the meeting in person or represented by proxy shall have the power to adjourn from time to time without notice other than announcement at the meeting, until the requisite quorum is present or represented, when any business may be transacted that might have been transacted at the meeting as provided in the original notice.

Section 4.14 *Voting Requirements.* Except as otherwise provided in these Constitution and Bylaws, the Charter or the Act, action on any matter voted upon at a meeting of the members is approved, if a quorum exists, and if the votes cast in favor of the action exceed the votes cast against the action. However, Officers shall be elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting of the members at which a quorum is present.

Section 4.15 *Action by Written Consent.* Action that is required or permitted to be taken at a meeting of the members may be taken without such a meeting if all members entitled to vote on the action consent to taking such action without a meeting. If all of such members so consent, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the members, except as otherwise provided in these Bylaws. Such consent (or counterpart(s) thereof) shall describe the action taken, be in writing, be signed by each member entitled to vote on the action, indicate each signing member's vote or abstention on the action, and be delivered to the Secretary of the Association and included in the minutes or corporate records.

Section 4.16 *Action by Written Ballot.* Except as otherwise restricted by charter or bylaws, any action that may be taken at any annual or special meeting of members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. The written ballot shall be in the form of a document and set forth each proposed action and shall provide an opportunity to vote for or against or abstain from each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall:

- (a) Indicate the number of responses needed to meet the quorum requirements;
- (b) State the percentage of approvals necessary to approve each matter other than election of Directors; and
- (c) Specify the time by which the ballot must be received by the Association in order to be counted.

ARTICLE V BOARD OF DIRECTORS

Section 5.01 *General Powers.* The affairs of the Association shall be managed by its Board of Directors. Directors need not be residents of the State of Georgia.

Section 5.02 *Authority and Responsibility.* The governing body of the Association shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management, affairs and property of the Association; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Association as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility. Under no circumstances, however, shall the fundamental and basic purposes of the Association, as expressed in the Articles of Incorporation, be amended or changed. The Board of Directors shall not permit any part of the net earnings or capital to inure to the benefit of any Member, Director, officer, or other private person or individual.

Section 5.03 *Number and Tenure.* The Board of Directors shall be composed of five (5) members. The elected members of the Board of Directors shall serve a one (1) year term of office from June 1 through May 31, subject, however, to the right and authority of the members and/or Board of Directors to remove any Board of Director at any time with or without cause. Members may serve on the Board of Directors for a maximum of six (6) years, but must then vacate their office for a period of at least one year.

Section 5.04 *Qualifications.* The Board of Directors shall develop its own rules and procedures for performing its duties and functions and shall develop and maintain qualifications for selection as a member of the Board of Directors. In addition to any and all rules and procedures developed by the Board of Directors for self-governance and qualifications for Board members, each member of the Board of Directors shall be responsible for an annual contribution, shall attend functions, shall attend and represent the Association at selected events, meetings and gatherings, and shall have a child, grandchild or ward who is a member of the instrumental music department(s) and/or auxiliary units of Ringgold High School and Middle School. Any persons married or otherwise related shall not hold two separate Board positions.

Section 5.05 *Removal.* Any member of the Board of Directors may be removed with or without cause upon the unanimous vote of the Board of Directors, excluding the Director who is the subject of the action.

Section 5.06 *Advisory and Other Committees.* The Board of Directors may provide for such other committees or advisory groups, consisting in whole or in part of persons who are not Directors of the Association, as it deems necessary or desirable, and discontinue any such committee or advisory group at its pleasure. It shall be the function and purpose of each committee or advisory group to advise the Board of Directors; and each committee or advisory group shall have such powers and perform those specific duties or functions, not inconsistent with the Articles of Incorporation of the Association or these Bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such committees or advisory groups shall be reported to the Board of Directors at its meeting next succeeding said action and shall be subject to control, revision, and termination by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

Section 5.07 *Quorum.* A majority of members of the Association's Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. A majority of the Directors present may adjourn the meeting from time to time without further notice. Each member of the Board of Directors shall be entitled to one vote. Except as otherwise required by the Georgia Nonprofit Corporation Code, the Association's Articles of Incorporation, or these Bylaws, all decisions of the Board of Directors shall be by majority vote of those present. A person may participate in a Board meeting by telephone, and so long as all persons present can hear all other participants in the meeting, such person shall be considered "present" for purposes of determining a quorum.

Section 5.08 *Manner of Acting.* The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 5.09 *Vacancies.* Any vacancy occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term.

Section 5.10 *Compensation.* Directors shall not receive any compensation for their services, except by resolution of the Board of Directors, a Director may be allowed reimbursement for any reasonable and actual out-of-pocket expenses incurred on behalf of the Association.

Section 5.11 *Informal Action by Directors.* Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the Directors.

Section 5.12 *Directors Set Policy.* The Directors shall establish corporate policy, conduct, manage and control the business of the Association and make rules and regulations that would be consistent with the laws of the State of Georgia, the Articles of Incorporation and the By-Laws of the Association. Directors shall receive no compensation for any governing and/or advisory services rendered to the Association in their role as a Board Member. Any payment to a Board Member for services or pursuant to contract shall be subject to Board approval.

ARTICLE VI MEETINGS OF BOARD OF DIRECTORS

Section 6.01 *Annual Meeting.* The annual meeting of the Board of Directors of the Association shall be held each year at 6:00 p.m. on the second Tuesday of April. At the annual meeting, the members shall (i) hear reports from the Chair of the Board; (ii) elect, when appropriate, new members to the Board of Directors; (iii) transact any other business as may lawfully come before the meeting. In addition, special meetings of the five (5) Board of Directors for any purpose may be called at any time upon written notice mailed at least twenty (20) days in advance of the meeting. Any special meetings may be called at the instance of the Chair of the Board. If at any meeting of the Board of Directors there shall be less than a quorum present, the majority of those present may adjourn the meeting, without further notice except announcements at the meeting, until a quorum shall have been obtained.

Section 6.02 *Regular Meetings.* The Board of Directors shall meet bimonthly on the second Tuesday of the month at 6:00 p.m. The Board of Directors may provide, by Resolution, the time and place, either within or without the State of Georgia, for the holding of additional regular meetings of the Board without other notice than said Resolution.

Section 6.03 *Special Meetings.* Special meetings of the Board of Directors shall be called by or at the request of the Chair or any two Directors with notice to all Members of the Board. The Chair or Director authorized to call special meetings of the Board may fix any place, either within or without the State of Georgia, as the place for holding any special meeting of the Board.

Section 6.04 *Notice.* Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previous thereto by written notice delivered personally or sent by mail or telegram, or by e-mail, to each Director's address as shown by the records of the Association. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, the notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice be given by e-mail, the notice shall be deemed delivered when sent to Director's e-mail address of record. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of the meeting, unless specifically required by law or by these bylaws.

Section 6.05 *Waiver or Notice.* No notice of any meeting need be given any Director who attends a meeting, unless the Director at the beginning of the meeting states any objection or objections to the place or time of the meeting, to the manner in which it has been called or convened, or to the transaction of business. Further, notice shall not be required to be given to any Director who at any time before or after the meeting waives notice of the same in writing.

Section 6.06 *Consent.* Any action required or permitted by these Bylaws or otherwise to be taken at any meeting of the Board of Directors, or of a Committee, may be taken without a

meeting, if written consent setting forth the actions so taken shall be signed by a majority of the Directors or members of the Committee and the written consent is filed with the minutes of the proceedings of the Board, or the Committee.

Section 6.07 *Conference Calls*. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of the Board or committee by means of proxy, telephone, telephone conference, email or similar communications, by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section shall constitute presence in person at said meeting.

Section 6.08 *Internet or Web Conference*. The Board of Directors may provide, by Resolution, the time and procedure for Members of the Board of Directors, any Committee duly designated by the Board to participate in a meeting of the Board or Committee by internet or web conference, email, internet listserv or similar technology, by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Section may be held over the period of time set out in the Notice for holding such meeting. Participation in a meeting pursuant to this Section shall constitute presence in person at said meeting. All actions that could be taken at a meeting where members of the Board or members of Committees would be physically present at the same time, may be taken during any meetings held by the means set out above unless otherwise restricted or prohibited herein.

Section 6.09 *Robert's Rules of Order*. Robert's Rules of Order as last revised shall govern the proceedings of all meetings of the Board of Directors and its Committees.

ARTICLE VII OFFICERS

Section 7.01 *Officers*. The officers of the Association shall be a President, one or more Vice President(s) (the number thereof to be determined by the Board of Directors), a Secretary, one or more Treasurer(s) (the number thereof to be determined by the Board of Directors) and any other officers as may be elected in accordance with the provision of this Article. The Board of Directors may elect or appoint other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, officers shall have the authority and shall perform the duties prescribed, from time to time, by the Board of Directors.

Section 7.02 *Election and Term of Office*. The officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at the annual meeting, the election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and shall have qualified.

Section 7.03 *Removal*. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Association would be served thereby, but, provided that, removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 7.04 *Vacancies*. A vacancy in any office because of death, resignation, removal or disqualification, may be filled by the Board for the unexpired portion of the term.

Section 7.05. *Delegation of Powers and Duties*. In case of the absence of any officer of the Corporation, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers of such officer to any other officer or to any Director for the time being.

Section 7.06. *Powers and Duties of Officers*. The powers and duties of the officers of the Corporation shall be as follows:

(a) *President*. The President shall be the principal officer of the Board of Directors and shall supervise and control all of the business and affairs of the Association. The President shall preside at the meetings of the Board, and may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds or contracts which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer, agent of the Association; and in general 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.

(b) *Vice President*. In the absence of the President or in the event of an inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

(c) *Treasurer*. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of such office in such sum and with such surety or sureties as the Board of Directors shall determine.

(d) *Secretary*. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; assure that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records of the Association, the execution of which on behalf of the Association is duly authorized in accordance with the provision of these bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(e) *Treasurers and Assistant Secretaries.* If required by the Board of Directors, the Assistant Treasurers shall give bond for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned by the Treasurer or the Secretary or by the President or the Board of Directors.

Section 7.07 *Indemnification.* With respect to claims or liabilities arising out of service as an officer of the Association, the Association shall indemnify and advance expenses to each present and future officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Georgia, both as now in effect and as hereafter adopted or amended.

Section 7.08 *Immunity.* To the fullest extent allowed by the laws of the State of Georgia, both as now in effect and as hereafter adopted or amended, each present and future Officer (and his or her estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Association.

ARTICLE VIII COMMITTEE

Section 8.01 *Committees.* Other committees, focus groups, task forces, or task teams not having and exercising the authority of the Board of Directors in the management of the Association may be appointed in a manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in the resolution, members of each the committee or task team shall be Directors or members of the Association, and the Chair of the Association shall appoint the members. Any member thereof may be removed by the person or persons authorized to appoint the member whenever in their judgment the best interests of the Association shall be served by removal.

Section 8.02 *Term of Office.* Each member of a committee, focus group, task force, or task team shall continue until the next annual meeting of the Board of Directors of the Association and until a successor is appointed, unless the committee, focus group, task force, or task team shall be sooner terminated, or unless such member be removed from the committee, focus group, task forces, or task team, or unless the member shall cease to qualify as a member.

Section 8.03 *Chair.* One member of each committee, focus group, task force, or task team shall be appointed Chair by the person authorized to appoint the members thereof.

Section 8.04 *Vacancies.* Vacancies in the membership of any committee, focus group, task forces, or task team may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8.05 *Quorum.* Unless otherwise provided in the resolution of the Board of Directors designating a committee, focus group, task force, or task team, a majority shall constitute

a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8.06 *Rules*. Each committee, focus group, task force, or task team may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

Section 8.07 *Standing committees and chairperson duties and responsibilities*. Below is a list of standing committees and chairperson positions:

(a) Audit Committee: The Audit Committee shall consist of a Chairman and no less than three (3) or no more than six (6) other members appointed by the President who shall review the annual fiscal report submitted by the Treasurer.

(b) Concession Stand: The Concession Stand committee shall consist of a Chairperson and as many volunteers as deemed necessary. This committee will be entirely responsible for the concession stand. The chairperson will be responsible for turning in all proceeds to the treasurer at the end of each home game. Responsibilities include getting workers for the stand, planning the menu, purchasing items, ensuring everything is stocked, prepping the stand for business and ensuring successful concession operations. Additionally, this committee makes recommendations for repairs and improvements for each successive year. This committee meets in the summer months to prepare the stand for the first home game and would be finished with their committee duties by mid-November.

(c) Fundraising: The Fundraising Committee shall consist of a Chairperson and as many volunteers as deemed necessary. Duties include distributing the necessary forms to the band members, collecting the forms and monies at the end of the sale, turning in the completed forms to the appropriate companies, counting the money and remitting all funds to the treasurer in a timely manner.

(d) Chaperones: The Chaperone Committee shall consist of a Chairperson and as many volunteers as deemed necessary. The Head Chaperone is responsible for appointing chaperones for all away games, competitions, festivals, etc. and will appoint a lead chaperone for each bus who is responsible for having drinks and snacks on board for all passengers. The Head chaperone will also coordinate background checks for all potential chaperones.

(e) Scholarship: The Scholarship Committee shall consist of a Chairman and two (2) other members. The total committee shall consist of a freshman parent, a sophomore parent and a junior parent. Senior parents will not be eligible for service on the Scholarship Committee. The committee shall review all applications for Corporate Scholarships and make a determination as to who will receive scholarships for the school year. This committee will be appointed in April and their duties will be completed by the end of May.

**ARTICLE IX
RECORDS AND REPORTS**

Section 9.01. *Corporate Records.* The Association shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, appropriate accounting records, and a list of its members in alphabetical order by class showing their respective addresses and the number of votes each member is entitled to vote.

Section 9.02. *Records at Principal Office.* The Corporation shall keep at all times a copy of the following records at its principal office:

- (a) Its Charter or Restated Charter and all amendments thereto;
- (b) These Bylaws and all amendments thereto;
- (c) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members;
- (d) The minutes of all meetings of members and the records of all actions taken by members without a meeting for the past three (3) years;
- (e) All written communications to members generally within the past three (3) years, including the past three (3) years' annual financial statements;
- (f) A list of the names and business or home addresses of its current Directors and officers; and
- (g) The most recent annual report delivered to the Georgia Secretary of State.

Section 9.03. *Annual Financial Statements.* The Corporation shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and such other information necessary to comply with the requirements of the applicable provisions of the Act.

**ARTICLE X
FINANCIAL PROVISIONS**

Section 10.01. *Negotiable Instruments.* All checks, drafts, notes or other obligations of the Association shall be signed by such of the officers of the Association, or by such other person(s), as may be authorized by the Officers.

Section 10.02. *Deposits.* The monies of the Association may be deposited in the name of the Association in such bank(s) or financial institution(s) as the Officers shall designate from time to time and shall be drawn out by check signed by the officer(s) or person(s) designated by resolution adopted by the Officers.

Section 10.03. *Withdrawals.* All withdrawals from any checking or savings accounts shall require a signature of two (2) Officers.

Section 10.04. *Policies.* The financial policies of the Association shall be as follows:

(a) No member of this organization may divert any part of its income or assets to any member, donor, officer, individual, Association or organization by any means except in the official execution of Booster business.

(b) No part of the net earnings of the Band Boosters shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Band Boosters 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 Sec 1.3 hereof.

(c) Payment for fundraisers and any and all band expense including but not limited to: band camp, uniform expenses, trips involving the band and auxiliaries, trips for graduating seniors, District and All-State fees, etc., may be made in the form of personal, business or cashier's check, money order, cash or credit card. Check and Money Orders are to be made payable to the Ringgold Band Boosters, Inc. ALL PAYMENTS ARE TO BE SUBMITTED IN A SEALED ENVELOPE AND INCLUDE ALL PERTINENT INFO FOR THE PAYMENT I.E. STUDENT NAME, GRADE, PURPOSE FOR THE PAYMENT AND DOLLAR AMOUNT.

(d) All Association monies are to be counted by the Treasurer (or other designated officer) and one other Association member as close to the conclusion of any event as possible. This process should be documented on a paper signed and dated by both counters and deposited in the bank or night depository as appropriate.

(e) The Band Director shall have a \$1,000 discretionary fund yearly (from June through May). Any funding requests beyond the \$1,000 discretionary fund must be approved by the majority of members present at a regularly scheduled meeting. If any monies are expended or promised by the Band Director without the approval of the members, the expense will be the responsibility of the Band Director. Receipts for expenses must be presented within thirty (30) days of the expense.

(f) As the school district currently compensates Directors with the Marching Band through district funded contracts, the members agree to provide additional compensation for aides/assistants totaling up to, but not exceeding \$10,000 to be utilized at the Director's discretion for the employing of said aides/assistants. Additional Band Camp Staff or staff for other activities shall be paid separately from this specific line item but shall be included in the budget.

Section 10.05. *Expenditure Limits.* Expenditure limits for the Association are as follows:

(a) Expenditures of up to \$100.00 may be made if approved by the President or a Treasurer;

(b) Expenditures of \$100.01 to \$500.00 must have approval of at least two of the following: President, Vice-President, Secretary, and Treasurer(s);

(c) Expenditures of \$500.01 to \$2,500.00 must have the approval of a majority of the Board of Directors;

(d) Expenditures of over \$2,500.00 must be approved by at least a majority vote of the Board of Directors and two-thirds majority vote of the active members attending a regularly scheduled meeting;

(e) Expenditures of over \$500.00 must have the signatures of both the Treasurer and the President on the check; and

(f) Expenditures of rollover money (money collected for a specific reason) may be made at any time.

Section 10.06. *Funding.* Funding for the Association is as follows:

- (a) Funding for the Association is the responsibility of the student's families and shall include band student's fees. All families are expected to meet their obligations on time. Designated payment schedules will be agreed upon by the Board members;
- (b) One of the primary purposes of the Association is to provide supplementary financial support to the band program. To that end, it is necessary to conduct fundraising activities. Fundraising shall go towards future expenses and cannot be applied to band fees and other expenses incurred or due before the fundraising events take place;
- (c) Fundraising activities must comply with the laws of the State of Georgia, the rules of the Catoosa County School Board, Ringgold High School and Ringgold Middle Schools and other rules as may be adopted by the membership;
- (d) In no case shall fundraising activities cause the members to be in danger of losing its nonprofit status;
- (e) Any and all fundraisers with the exception of the Concession Stand and Puttin' on the Ritz shall be submitted to the Board of Directors for approval and presented to the members for final approval at which time the allocation of profits will be clearly defined; and
- (f) Deposits to each designated Fund shall be made at the conclusion of each individual fundraiser.

Section 10.07. *Annual Report.* The Treasurer, at the end of each fiscal year, shall prepare an Annual Financial Report and submit the same with books and documentation to the Audit Committee. A report of the same will be made to the members at the initial July meeting each year. The Annual Financial Report shall state the following:

- (a) Balance on hand at the beginning of the fiscal year;
- (b) All cash received and from what source;
- (c) Total cash to be accounted for;
- (d) All expenditures will be documented;
- (e) Balance on hand at the end of the fiscal year; and
- (f) The Annual Financial Report shall be signed by the Treasurer and the Audit Committee stating their approval of the report. A copy is to be filed with the minutes.

Section 10.08. *Scholarships.* Scholarship amounts shall be established by a majority vote of the members. Scholarship amounts shall not be in excess of amounts available from the Scholarship Fund. Money in Scholarship Funds can never be used for anything other than the following scholarships:

- (a) The Batson-Moreland Scholarship shall be no less than five hundred (\$500.00) dollars and shall be awarded annually at the discretion of the Scholarship Committee;
- (b) The Danny R. Skates Scholarship, adopted May 1989, shall be no less than five hundred (\$500.00) dollars and shall be awarded annually at the discretion of the Scholarship Committee; and
- (c) The Mrs. Eddie Lou Wright Scholarship, adopted May 2012, shall be no less than five hundred (\$500.00) and shall be awarded annually at the discretion of the Scholarship Committee and shall continue as long as Tracy Wright is affiliated with the Ringgold Band Program.

Section 10.09. *Student Accounts*. In order to protect the Associations' 501(c)(3) non-profit status, all student account funds must remain the property of the Association. No funds may be dispersed from student accounts directly to the students or parents. The Treasurer shall maintain funds, and records thereof, earned by students active in the Ringgold Band Program. These funds will be maintained in a separate account from the funds of the Association. Funds in a student's account can only be used for band expenses or band sponsored activities for the student. Band fees are not an acceptable use for these funds. The student or parent shall request the use of these funds by submitting either an e-mail or written request to the Treasurer. Funds will be kept in the student's account as long as the student remains continuously enrolled in the Ringgold Band Program. If/when the student leaves the Ringgold Band Program, for any and all reasons, any remaining funds in their account may be transferred to a sibling's current account, and written authorization by the student's parent or guardian must be given for such transfer, otherwise funds shall be designated to the Associations' General Fund.

ARTICLE XI MISCELLANEOUS PROVISIONS

Section 11.01. *Fiscal Year*. The fiscal year of the Association shall be June 1 through May 31.

Section 11.02. *No Seal*. The Association shall have no seal.

Section 11.03. *Notices*. Whenever notice is required to be given to members, officers, unless otherwise provided by law, the Charter or these Constitution and By laws, such notice may be given in person, teletype or other form of wire or wireless communication, or by telephone, email, mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of the Association. Written notice sent by mail to members shall be deemed to have been given when it is mailed. Any other written notice shall be deemed to have been given at the earliest of the following:

- (a) When received;
- (b) Five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or
- (c) On the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid, and the receipt is signed by or on behalf of the addressee.

Section 11.04. *Waiver of Notice*. Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these Constitution and Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the date stated thereon, and delivered to the Secretary of the Association and included in the minutes or corporate records, shall be deemed equivalent thereto.

Section 11.05 *Conflict of Interest.*

(a) Purpose. The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

(b) Definitions.

i. **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

ii. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or

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

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

(c) Procedures.

i. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

ii. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

iii. **Procedures for Addressing the Conflict of Interest:**

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible

conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

iv. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(d) Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

(e) Compensation.

i. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

ii. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

iii. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

(f) Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- i. Has received a copy of the conflicts of interest policy,
- ii. Has read and understands the policy,
- iii. Has agreed to comply with the policy, and
- iv. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

(g) Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- i. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- ii. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

(h) Use of Outside Experts. When conducting the periodic reviews as provided for in Article XI, Section 11.05(g), the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

SECTION XII AMENDMENT OF BYLAWS

Section 12.01. *By Members*. The Members may amend or repeal these Constitution and Bylaws at any meeting of the members where a quorum is present, provided that the notice of such meeting shall state that the purpose, or one (1) of the purposes, of the meeting is to amend the Constitution and Bylaws and shall also contain a description of the amendment to be considered. An amendment to these Bylaws must be approved by the members by the lesser of: (a) two-thirds (2/3) of the votes cast, or (b) a majority of the total number of votes entitled to be cast. These By laws may also be amended by the members without a meeting in the same manner as provided therefor herein, except that such action to amend must be by: (a) two-thirds (2/3) of the votes cast, or (b) a majority of the total number of votes entitled to be cast, whichever is less.

Section 12.02. *By Board of Directors.* By a majority vote of the Directors then in office, the Board of Directors may amend these Bylaws, including bylaws adopted by the members, at any regular or special meeting of the Board of Directors where a quorum is present, provided that such meeting is preceded by at least two (2) days' notice to each Director of the date, time and place of the meeting. Such notice shall also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws, and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature thereof. These Bylaws may also be amended by the Directors without a meeting in the same manner as provided therefor herein, except that such action to amend must be by a majority vote of the Directors then in office.

IN WITNESS WHEREOF, the undersigned has executed this Fifth Amendment and Restatement to the Constitution and By Laws on this _____ day of November, 2022.

**RINGGOLD BAND BOOSTERS, INC.,
a Georgia non-profit corporation**

By: _____
Heather Asbill, Secretary