

**BYLAWS
OF
SOUTH FORSYTH BAND BOOSTERS, INC.**

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- GOVERNING LAW AND DEFINITIONS

(Georgia Nonprofit Corporation Code 14-3-101 through -141)

- Governing Law. The corporation is governed by the non-elective provisions of the Georgia Nonprofit Corporation Code as amended (the “Code”), and shall be construed insofar as possible to be consistent therewith.

- Definitions. The definitions are incorporated by reference that appear in the Code 14-3-140 as amended.

- Registered Office and Agent. The registered office and agent are governed by the Code 14-3-501 through -504 as amended.
- Emergency. Emergency powers are provided by 14-3-303 as amended.

II. MEMBERS

(Georgia Nonprofit Corporation Code 14-3-601 through -630)

2.01 Duties of Members. The corporation shall have members whose duties shall include the election and removal of members of the corporation, and members of the board of directors, and any other duties expressly prescribed herein or in the Articles of Incorporation or the Code.

2.02 Qualifications and Voting Rights of Members. (a) For any fiscal year of the corporation, a member shall be a natural person who is 18 years of age or older, has paid the fees associated with the band program (or has had the fees paid for them), and is the parent or guardian of at least one child who during such year is a student at South Forsyth High School and a participant in such school's band program; but such person need not be a resident of this state, a director, nor an officer of the corporation b) no more than 2(two) family members/parent or guardian of participating student shall have voting privileges.

2.03 Selection of members. After the initial meeting of directors following incorporation a person shall become a member by meeting the membership qualifications in Section 2.02,

2.04 Resignation of Members. A member may resign at any time by delivering written notice to the board of directors, its chairman, the corporation's president, or to the

corporation.

2.05 Cessation of Voting Rights or Membership. (a) A person who otherwise qualifies as a member but fails to pay (or have paid for him or her) by the due date any band fees, or is non compliant with any arranged payment agreement required by the corporation shall cease to have any voting rights until such member pays such fees (or such fees are paid for that member) in full, (b) A member shall cease to be a member when such member ceases to have any child who is a student at South Forsyth High School and a participant in such school's band program and/or any South Forsyth High School feeder school. (c) A member may be removed from membership pursuant to the following procedure: (i) the members may remove one or more members with or without cause unless the Articles of Incorporation or an amendment to these Bylaws provides that members may be removed only for cause; (ii) a member may be removed only by a majority of the votes cast at a meeting duly called and held; and (iii) a member may be removed by the members at any regular meeting, or at a special meeting called for the purpose of removing him if the notice of such special meeting states that the purpose, or one of the purposes, of the meeting is removal of the member.

2.06 Meetings of the Members. (a) The members may hold regular or special meetings in or out of this state. (b) The president or board of directors may call a meeting of the members. In addition, any director or officer of the corporation shall call a meeting of the members upon receipt of a demand for such a meeting that has been signed and dated by at least 10 percent (10%) of the members (determined as of the date the first member signs and dates such demand), and that describes the purpose or purposes for which such meeting is to be held; such meeting to be held no later than thirty (30) days from receipt of

such demand, and notice of such meeting to be provided no later than fifteen (15) days from receipt of such demand.

2.07 Action without Meeting. (a) Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. (b) A written ballot shall: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. (c) Approval by written ballot pursuant to this section shall be valid only when the number of vote 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. (d) All solicitations for votes by written ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than election of directors; and (3) specify the time by which a ballot must be received by the corporation in order to be counted. (e) A written ballot may not be revoked.

2.08 Notice of Meeting. (a) Regular meetings of the members may be held without notice of the date, time, place, or purpose of the meeting, except as otherwise required hereunder. (b) Special meetings of the members must be preceded by notice distributed by written mail, or electronically provided to the members at least ten (10) days (or if notice is mailed by other than first-class or registered mail, thirty (30) days, and no more than sixty (60) days before the meeting date. (c) Notice of an annual or regular meeting must include a description of any matter or matters that must be approved by the

members under Code Section 14-3-855 (indemnification), 14-3-863 (action after disclosure of director's conflicting interest transaction), 14-3-1003 (amendment to articles of incorporation), 14-3-1021 (amendment to bylaws), 14-3-1103 (merger), 14-3-1202 (disposition of assets not in the usual course), or 14-3-1402 (dissolution). (d) Notice of any special meeting must include the date, time, and place of the meeting, and a description of the matter or matters for which the meeting is called. (e) If an annual, regular or special meeting of the members is adjourned to a different date, time, or place, notice need not be given of the new date, time or place, if the new date time, or place is announced at the meeting before adjournment; provided, if a new record date for the adjourned meeting is or must be fixed under the Code Section 14-3-707 (adjournment to date more than one hundred twenty (120) days later), notice of the adjourned meeting must be given to members of record as of the new record date.

2.09 Waiver of Notice. (a) A member may waive any notice required to be given, before or after the date and time stated in the notice. Except as provided by subsection (b) of this section, the waiver must be in writing, signed by the member entitled to the notice, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. (b) A member's attendance or participation in a meeting waives any required notice to him of the meeting unless the member at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

2.10 Quorum and Voting. (a) Ten percent (10%) of the number of then-qualified members who are current in payment of band fees and entitled to vote shall constitute a quorum for the transaction of business, and only such members may vote. Any purported

member at the meeting shall be deemed to have satisfied such qualification and dues requirements for purposes of determining whether a quorum is present and whether such person's vote is effective, unless any other member objects at such meeting that the quorum requirement has not been satisfied, or that the first member may not vote, due to the first member's failure to meet such qualification and dues requirements, in which case the good faith decision regarding such member's qualifications and payment of dues by the secretary of the corporation or if such secretary is not in attendance the acting secretary for the meeting selected by a majority of those purported members present at the meeting, shall govern. (b) If a quorum is present when a vote is taken, the affirmative vote of a majority of members present and entitled to participate is the act of the members, unless the Code, the Articles of Incorporation, or these Bylaws require the vote of a greater number of members. (c) A member who is present at a meeting of the members when corporate action is taken is deemed to have assented to the action taken unless: (1) he objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting;(2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting.

2.11 Record Date. (a) The record date to determine the members entitled to notice of a members' meeting, if notice is provided by written mail or electronically, shall be the date the first notice is mailed, unless the board of directors has set a different record date, which must be after the date the board sets such record date, and no more than thirty (30) days before the meeting. (b) The record date to determine the members entitled to

receive a ballot pursuant to Section 2.07, and to determine the number of members that would constitute a quorum if a meeting were to be held instead of voting by ballot, shall be the date the first ballot is mailed or delivered, unless the board of directors has set a different record date, which must be after the date the board sets such record date, and no more than thirty (30) days before the first ballot is mailed or delivered.

2.12 Until abolished by the board of directors in its discretion, former members of the corporation (“alumni”) or the parent or guardian of a South Forsyth High School feeder middle school who has at least one child participating in marching band, symphonic band, or color guard during such year shall qualify as non-voting members, who shall have the right to attend meetings of the members of the corporation unless prohibited by the Board of Directors or the voting members (but shall have no right to receive notice of such meetings although such notice may be provided). The board of directors may also, in its discretion, establish or abolish, one or more additional classes of non-voting members. Such non-voting members shall not be considered “members” for purposes of the “Articles of Incorporation” or these Bylaws and shall have only such rights and privileges as shall be granted and not withdrawn by the board of directors in its discretion.

III. DIRECTORS

(Georgia Nonprofit Corporation Code 14-3-801 through -831)

3.01 Duties of Directors. (a) All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors, subject to any limitation in the Articles of Incorporation or these Bylaws that is otherwise lawful. (b) No limitation upon the authority of the directors shall be effective against persons, other than directors, who are without actual

knowledge of the limitation. (c) No member of the board of directors shall receive compensation of directors for services in any capacity.

3.02 Qualifications of Directors. Directors shall be natural persons who are 18 years of age or older, members in good standing per Section 2.02 and 2.05 for the duration of their term, but need not be residents of this state nor officers of the corporation.

3.03 Number and Election of Directors. (a) The number of directors shall be fixed in accordance with the Articles of Incorporation. (b) The exact number of directors within any minimum and maximum established by the Articles of Incorporation shall be fixed by resolution of the directors from time to time, provided that the initial number of directors shall be three (3). (c) The number of directors may be increased or decreased from time to time to accommodate transition periods for newly elected directors. In the absence of a bylaw or an authorized resolution of the directors fixing the number of directors, the number shall be the same as that stated in the Articles of Incorporation. (d) After the initial meeting of directors following incorporation, directors shall be elected at each annual meeting unless their terms are staggered under the Articles of Incorporation or an amendment to these Bylaws.

3.04 Terms of Directors. Each director shall hold office for the term to which he is elected or appointed and until his successor shall have been elected or appointed and qualified or until his earlier resignation, removal from office, or death. (a) The terms of the initial directors of the corporation expire at the first meeting at which directors are elected. (b) Thereafter the terms of directors expire at the end of the next school year following their election unless their terms are staggered under the following section. (c) A decrease

in the number of directors does not shorten an incumbent director's term. (d) A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. (e) Despite the expiration of a director's term, he continues to serve until his successor is elected and qualifies or until there is a decrease in the number of directors.

3.05 Staggered Terms for Directors. (a) The Articles of Incorporation or an amendment to these Bylaws may provide for staggering the terms of the directors by dividing the total number of directors into two or three groups, with each group containing one-half or one-third of the total, as near as may be. In that event, the terms of directors in the first group expire at the first annual meeting after their election, the terms of the second group expire at the second annual meeting after their election and the terms of the third group (if any) expire at the third annual meeting after their election. At each annual meeting held thereafter, a director shall be chosen for a term of two years or three years (as the case may be) to succeed those whose terms expire. (b) If directors have staggered terms and the number of directors is thereafter changed, (1) any increase or decrease in the number of directors shall be so apportioned among the classes as to make all classes as nearly equal in number as possible; and (2) when the number of directors is increased and any newly created directorships are filled by the board the terms of the additional directors shall expire at the next election of directors.

3.06 Resignation of Directors. (a) A director may resign at any time by delivering written notice to the board of directors, its chairman, or to the corporation. (b) A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

3.07 Removal of Directors. A director may be removed from office pursuant to

the following procedure. (a) The members may remove one or more directors with or without cause unless the Articles of Incorporation or an amendment to these Bylaws provides that directors may be removed only for cause. (b) A director may be removed only by a majority of the votes cast by the members at a meeting duly called and held. (c) If the directors have staggered terms as provided above, directors nonetheless may be removed with or without cause. (d) A director may be removed by the members at any regular meeting, or at a special meeting called for the purpose of removing him if the notice of such special meeting states that the purpose, or one of the purposes, of the meeting is removal of the director.

3.08 Vacancy on the Board. (a) If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the vacancy may be filled by the affirmative vote of a majority of (1) the then current members, or (2) if no director remains, and the vacancy is not so filled by the members, an application by any person may be submitted to the superior court of the county where the registered office of the corporation is located. (b) A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

3.09 Meetings of the Board. (a) The board of directors may hold regular or special meetings in or out of this state. (b) Members of the board of directors or any committee designated by it may participate in a regular or special meeting of such board or committee, if they so request, or may conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other. Participation in a meeting by this means

shall constitute presence in person at the meeting.

3.10 Action Without Meeting. (a) Action required or permitted by the Bylaws to be taken at a board of directors' meeting may be taken without a meeting if the action is taken by all members of the board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and delivered to the corporation for inclusion in the minutes or filing with the corporate records. (b) A consent signed under the section has the effect of a meeting vote and may be described as such in any document. (c) Such written consents may be delivered by email and the email shall be deemed to be the original.

3.11 Notice of Meeting. (a) Regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting. (b) Special meetings of the board of directors must be preceded by at least two days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting. (c) If the corporation is a membership corporation, notice of an annual or regular meeting must include a description of any matter or matters that must be approved by the members under Code Section 14-3-855 (indemnification), 14-3-863 (action after disclosure of director's conflicting interest transaction), 14-3-1003 (amendment to articles of incorporation), 14-3-1021 (amendment to bylaws), 14-3-1103 (merger), 14-3-1202 (disposition of assets not in the usual course), or 14-3-1402 (dissolution).

3.12 Waiver of Notice. (a) A director may waive any notice required to be given before or after the date and time stated in the notice. Except as provided by subsection (b) of this section, the waiver must be in writing, signed by the director entitled to the notice,

and delivered to the corporation for inclusion in the minutes or filing with the corporate records. (b) A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the director at the beginning of the meeting (or promptly upon his arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

3.13 Quorum and Voting. (a) A majority of the members of directors then in office shall constitute a quorum for the transaction of business. (b) 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 of directors, unless the Code, the Articles of Incorporation, or these Bylaws require the vote of a greater number of directors. (c) A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented the action taken unless (1) he objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting; (2) his dissent or abstention from the action taken is entered in the minutes of the meeting; or (3) he delivers written notice of his dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting.

3.14 Ex-Officio Members. The board of directors may elect and appoint any number of ex-officio members to the board of directors who shall serve in an advisory capacity at the pleasure of the other board of directors' members, but shall have no voting rights.

3.15 Band Director(s). The South Forsyth High School Band Director(s) is

designated an ex-officio member of the South Forsyth Band Booster Board as an advisory member with no voting rights.

3.16 Committees of Directors. (a) The board of directors may by resolution adopted by a majority of the full board of directors, create one or more committees and appoint members of the board of directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the board of directors. (b) Sections 3.09-3.13, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors, apply to committees and their members as well. (c) To the extent specified in such resolution or in the Articles of Incorporation or the Bylaws, each committee may exercise the authority of the board of directors. (d) The board, by resolution adopted in accordance with subsection (a) of this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee. (e) The designation of any such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed by law to be exercised by the full board.

3.17 Standards of Conduct for Directors. The standards of conduct for directors shall be as prescribed by the Code and other applicable law.

3.18 Resolution of Deadlock. (a) If the directors of the corporation are deadlocked in the management of the corporate affairs and the selection of new directors is not able to break the deadlock and if injury to the corporation is being suffered or is threatened by reason thereof, the superior court of the county where the registered office

of the corporation is located may, notwithstanding any provisions of the Articles of Incorporation or these Bylaws of the corporation to the contrary and whether or not an action is pending for an involuntary dissolution of the corporation appoint a provisional director pursuant to the Code. (b) Action for such appointment may be filed by one-half of the directors or, if there are members, by members holding not less than one-third of all the votes entitled to be cast in an election of directors. Notice of such action shall be served upon the directors, other than those who have filed the action, and upon the corporation in the manner provided by law for service of a summons and complaint, and a hearing shall be held not less than ten days after such service is effected. At such hearing all interested persons shall be given an opportunity to be heard. (c) The provisional director shall be an impartial person who is neither a member nor a creditor of the corporation nor related by consanguinity or affinity within the third degree, as computed according the civil law, to any of the directors of the corporation or to any judge of the court by which he is appointed. The provisional director shall have all the rights and powers of a director and shall be entitled to notice of the meetings of the board of directors and to vote at such meetings until he removed by order of the court or by vote or written consent of a majority of the directors or of members holding a majority of the votes entitled to be cast in an election of directors. He shall be entitled to receive such compensation as may be agreed upon between him and the corporation; and in the absence of such agreement, he shall be entitled to such compensation as shall be fixed by the court.

IV. OFFICERS

(Georgia Nonprofit Corporation Code 14-3-840 through -846)

4.01 Required Officers. (a) The corporation shall have a president, vice

president, secretary, and treasurer, and may have additional officers appointed by the board of directors. (b) A duly appointed officer may appoint one or more officers or assistant officers. (c) The secretary shall have responsibility for preparing minutes of the directors' meetings and for authenticating records of the corporation, unless the board of directors delegates such responsibility to another officer. (d) The same individual may simultaneously hold more than one office in a corporation. (e) Subject to the Articles of Incorporation or the Bylaws, all officers shall be elected or appointed annually by the board of directors.

4.02 Duties of Officers. (a) The president shall be the chief executive officer and the chairman of the board unless the board provides otherwise, and shall act as chief executive officer during that person's inability to act and shall act as chairman of the board during that person's absence or inability to act. The president shall be ex-officio a voting member of all committees, unless the board provides that he shall be a nonvoting member, and shall attend all meetings of the board of directors, unless the board excuses him for part of a meeting if he has not been elected as a director. The president shall have authority to institute or defend legal proceedings when the directors are deadlocked, and may call meetings of the board. (b) The secretary shall keep or cause to be kept the minutes of meetings of directors and the other corporate records and shall act as Treasurer during that person's inability to act. The secretary shall attend all meetings of the board of directors and may call meetings of the board. (c) The treasurer shall keep or cause to be kept the assets and financial records of the corporation, in the name of the corporation, and shall give written reports thereon to each meeting of the board and to the president when requested. He shall cause the corporation to pay or make provision for its liabilities, and

shall act as secretary during that person's inability to act. (d) The foregoing officers and other officers shall perform such duties as are generally performed by such officers, and such duties as are additionally conferred by the board of directors. (e) The president, executive vice president (if any), or secretary each shall be authorized to execute documents on behalf of the corporation without need of further execution or attestation, if such documents are specifically authorized by the board of directors or within the scope of his responsibility.

4.03 Standards of Conduct for Officers. The standards of conduct for officers shall be as provided by the Code and other applicable law.

4.04 Resignation and Removal of Officers. (a) An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. (b) The board of directors may remove any officer at any time whenever in their judgment the best interest of the corporation will be served thereby. (c) Any vacancy in any office occurring for whatever reason may be filled by the board of directors.

4.05 Contract Rights of Officers. (a) The appointment of an officer does not itself create contract rights. (b) The removal of an officer does not affect the officer's contract rights (if any) with the corporation. An officer's resignation does not affect the corporation's contract rights (if any) with the officer.

V. INDEMNIFICATION

(Georgia Nonprofit Corporation Code 14-3-850 through -865)

5.01 Definitions. As used in this article V, the term: (1) "Corporation" includes

any domestic or foreign predecessor entity of a corporation in merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction. (2) "Director" or "officer" means an individual who is or was a director or officer, respectively of a corporation who, while a director or officer of the corporation, is or was serving at the corporation's request as a director, officer, partner trustee, employee or agent of another domestic or foreign business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other entity. A director or officer is considered to be serving an employee benefit plan at the corporation's request if the director's duties to the corporation also impose duties, on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan. "Director" or "officer" includes, unless the context requires otherwise, the estate or personal representative of a director. (3) "Disinterested director" means a director who at the time of a vote referred to in subsection (b) of Section 5.06 (relating to advance or reimbursement of litigation expenses) or a vote or selection referred to in subsection (b) or (c) of Section 5.04 (relating to determination of right and authorization for payment of indemnification) is not: (A) a party to the proceeding; or (B) an individual having a familial, financial, professional, or employment relationship with the director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances reasonably be expected to exert an influence on the director's judgment when voting on the decision being made. (4) "Expenses" includes counsel fees. (5) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding. (6) "Official capacity" means: (A) when used with respect to a director, the office of director

in a corporation; and (B) when used with respect to an officer, the office in a corporation held by the officer. “Official capacity” does not include service for any other domestic or foreign corporation or any partnership, joint venture, trust, employee benefit plan, or other entity. (7) “Party” includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding. (8) “Proceeding” means any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative and whether formal or informal.

5.02 Court-Ordered Indemnification and Advance. (a) In addition to the following sections, a director or officer of the corporation who is party to a proceeding because he is a director or officer may apply for indemnification or advances for expenses to the court conducting the proceeding or to another court of competent jurisdiction. The court may order indemnification or advance for expenses if (1) it determines that (1) the director or officer is entitled to indemnification under Code Title 14, Chapter 3, Article 8, Part 1 (relating to indemnification); or (2) it determines, in view of all the relevant circumstances, that it is fair and reasonable (A) to indemnify the director or officer; or (B) to advance expenses to the director or officer, even if he has not met the relevant standard of conduct set forth in subsections (a) and (b) of Section 5.03, failed to comply with Section 5.06, or was adjudged liable in a proceeding referred to in subsection (d) of Section 5.03, but if he was adjudged so liable his indemnification shall be limited to reasonable expenses incurred in connection with the proceeding. (b) If the court so determines that the director or officer is entitled to indemnification or advance for expenses, it may also order the corporation to pay the director’s or officer’s reasonable expenses to obtain court ordered indemnification or advance for expenses.

5.03 Approved Indemnification. (a) The corporation shall indemnify an individual who is a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if: (1) he conducted himself in good faith; and (2) he reasonably believed: A) in the case of conduct in his official capacity, that his conduct was in the best interests of the corporation; (B) in all other cases, that his conduct was at least not opposed to the best interests of the corporation; and (C) in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. (b) A director's conduct with respect to an employee benefit plan for a purpose the director believed in good faith to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of (a) above. (c) The termination of a proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section 5.03. (d) The corporation shall not indemnify a director under this Section 5.03: (1) in connection with a proceeding by or in the right of the corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct under this Section 5.03; or (2) in connection with any other proceeding with respect to conduct for which the director was adjudged liable on the basis that personal benefit was improperly received by the director, whether or not involving action in the director's official capacity.

5.04. Determination of Right and Authorization for Payment of Indemnification.

(a) The corporation shall not indemnify a director under Section 5.03 unless authorized thereunder and a determination has been made for a specific proceeding that

indemnification of the director is permissible in the circumstances because the director has met the relevant standard of conduct set forth in Section 5.03. (b) The determination shall be made: (1) if there are two or more disinterested directors, by the board of directors by a majority vote of all the disinterested directors (a majority of whom shall for such purpose constitute a quorum), or by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; (2) by special legal counsel: (A) selected in the manner prescribed in (1) above; or (B) if there are fewer than two disinterested directors, selected by the board of directors, in which selection directors who do not qualify as disinterested directors may participate; or (3) by the members, if any, but directors who do not qualify as disinterested directors may not vote as members on the determination. (c) Evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, described in (b) above, except that if there are fewer than two disinterested directors or if the determination is made by special legal counsel, such evaluation shall be made by those entitled under (b)(2) above to select special legal counsel.

5.05 Indemnification for Reasonable Expenses of Successful Defense. The corporation shall indemnify a director who was successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the director was a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding.

5.06 Advance or Reimbursement of Litigation Expenses. (a) The corporation shall, before final disposition of a proceeding, advance funds to pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding because the

director is a director if the director delivers to the corporation: (1) a written affirmation of the director's good faith belief that the director has met the relevant standard of conduct described in Section 5.03 or that the proceeding involves conduct for which liability has been eliminated under a provision of the Articles of Incorporation authorized by Code Section 14-3-202(b)(4); and (2) the director's written undertaking to repay any funds advanced if it is ultimately determined that the director is not entitled to indemnification under this Article V. Such undertaking must be an unlimited general obligation of the director; the board of directors may but need not require that it be secured, and may but need not accept it without reference to the financial ability of the director to make repayment. (b) Authorizations under this Section 5.04 shall be made by the board of directors: (1) if there are two or more disinterested directors, by a majority vote of all the disinterested directors (a majority of whom shall for such purpose constitute a quorum) or by a majority of the members of a committee of two or more disinterested directors appointed by such a vote; or (2) if there are fewer than two disinterested directors by the affirmative vote of a majority of directors present when a quorum is present, in which authorization directors who do not qualify as disinterested directors may participate.

5.07 Indemnification of Officers, Employees, and Agents. (a) The corporation shall indemnify and advance expenses to an officer, and may indemnify and advance expenses to an employee or agent by board of directors' resolution, to the extent that the corporation indemnifies and advances expenses to directors pursuant to Section 5.03 above. (b) The corporation shall indemnify an officer who was successful, on the merits or otherwise, in the defense of any proceeding, to the same extent to which a director would be entitled to indemnification under Section 5.05.

5.08 Insurance. The corporation may, but is not required to, purchase and maintain insurance on behalf of one or more directors, officers, employees, or agents against liability, whether or not the corporation would have power to indemnify him against the same liability.

5.09 Conflicting Interest Transactions. The validity and ramifications of conflicting interest transactions are governed by the Code and the Internal Revenue Code.

VI. AMENDMENT

(Georgia Nonprofit Corporation Code 14-3-1020 through -1022)

6.01 Amendment by Directors. (a) The board of directors may amend or repeal the Bylaws, or adopt new Bylaws, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Georgia, or the laws of the United States, except that any amendment of the Bylaws regarding the qualifications, selection, approval, rights, or duties of members must be approved also by the members by a majority vote in order to become effective.

6.02 Bylaw Increasing Quorum or Majority for Directors. (a) A Bylaw that fixes a greater quorum or voting requirement for the board of directors than is required by these present Bylaws may be adopted, amended, or repealed by the directors only by a majority of the entire board of directors.

VII. MISCELLANEOUS

7.01 Merger. These matters are governed by Georgia Nonprofit Corporation Code 14-3-1101 through -1107 as amended.

7.02 Sale of Assets. These matters are governed by Georgia Nonprofit

Corporation Code 14-3-1201 through -1202 as amended.

7.03 Dissolution. These matters are governed by Georgia Nonprofit Corporation Code 14-3-1401 through -1410 as amended.

7.04 Foreign Corporation. These matters are governed by Georgia Nonprofit Corporation Code 14-3-1501 through -1510 as amended.

7.05 Records and Reports. These matters are governed by Georgia Nonprofit Corporation Code 14-3-1601 through -1622 as amended.

7.06 Meetings Generally. All meetings shall be governed by the most recent edition of Roberts's Rules of Order, except to the extent that that book is inconsistent with these Bylaws or with the Code.

Certified by me as the current Bylaws of the corporation this
_____ 1999.

Cindy Anderson,

Secretary

Amendment A to the South Forsyth High School Band Booster Bylaws as reflected in changes to sections 3.02, 3.15, and 3.16 was adopted by the board of directors at the September 24, 2009 Special Executive meeting.

- Motion to adopt the recommended language presented by Glenn Kruse as written – Robert Witcher
- Second – Dave Macer
- Motion approved unanimously by acclamation.

Amendment B to the South Forsyth High School Band Booster Bylaws as reflected in changes to section 2.02 was adopted by the board of directors by electronic

communication on January 28, 2010.

- Motion to incorporate the proposed language to amend the current Bylaws – Craig Corbin
- Second – Brian Conway
- Motion approved unanimously by acclamation.

Certified by me as current Bylaws of the corporation this _____,

2010.

Kathleen McWilliams,

Secretary

Amendment C to the South Forsyth High School Band Booster Bylaws as reflected in changes to section 2.02 and 2.12 was adopted by the board of directors at the November 18, 2010 Executive Board Meeting.

- Motion to incorporate the proposed language to amend the current Bylaws – Kathy McWilliams
- Second – Craig Corbin
- Motion approved unanimously by acclamation.

Certified by me as current Bylaws of the corporation this _____,

2010.

Kathleen McWilliams,

Secretary

Amendment D to the South Forsyth High School Band Booster Bylaws as reflected in changes to sections 2.02, 2.03, 2.05, 2.08, 2.10, 2.11, 3.01, 3.02, 3.04 – 3.17 & 4.01 was adopted by the board of directors at the August 20, 2013 Executive Board Meeting.

- Motion to incorporate the proposed language to amend the current Bylaws – Julie Green
- Second – Debra Thompson
- Motion approved unanimously by acclamation.

Certified by me as current bylaws of the corporation this _____, 2013.

Debra Thompson, Secretary

Amendment E to the South Forsyth High School Band Booster Bylaws as reflected in changes to sections 3.03 & 3.04 was adopted by the board of directors at the December 4th, 2014 Executive Board Meeting.

- Motion to incorporate the proposed language to amend the current Bylaws – Debra Thompson
- Second – Jane Bagby
- Motion approved unanimously by acclamation.

Certified by me as current bylaws of the corporation this _____, 2014.

Debra Thompson, Secretary