

**BY-LAWS
OF
FREEDOM HIGH SCHOOL BAND BOOSTERS, INC.**

**ARTICLE ONE
OFFICES**

The principal office for the transaction of the business of the Corporation is fixed and located at 511 Independence Boulevard, Morganton, Burke County, North Carolina. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another within this county.

**ARTICLE TWO
MEMBERSHIP**

Section 1. Members. The membership of this Corporation shall consist of all members in good standing, as certified by the Secretary of the Corporation as having paid all dues or other assessments and having fulfilled all other qualifications for membership as may be set from time to time by the membership.

Section 2. Vote. Each member shall have one (1) vote at a meeting of the members. There shall be no voting by proxy at any meeting of the members.

Section 3. Annual Meeting. The annual meeting of the members of this Corporation shall be held on the first Monday in May of each year at 7:00 p.m. at the principal office of the Corporation, or at any other time in May or at any other place as determined by the Board of Directors. No notice of any such meeting need be given if said meeting is held on the first Monday in May at 7:00 p.m. at the principal office of the Corporation; otherwise, written notice of the time and place of the annual meeting shall be delivered personally to each member or sent to each member by mail or other form of written communication, prepaid, addressed to a member at that member's address as it is shown on the records of the corporation. Any notice shall be mailed or delivered at least five (5) days before the date of the meeting.

Section 4. Special Meetings Special meetings of the members of the Corporation for any purpose or purposes may be called at any time by the President of the Corporation or by the Board of Directors. Written notice of the time and place of special meetings of the members shall be given in the same manner as for annual meetings of the members. The transactions for any meeting of the members of this Corporation, however called and noticed, shall be as valid as though transacted at a meeting held after regular call and notice if a quorum is present.

Section 5. Quorum. A quorum for any regular meeting of the members shall be 10 members in good standing, and a quorum for any special meeting of the members shall be 6 members in good standing, which includes at least two non-board members. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. All business transacted shall be by majority vote of the members present, unless otherwise required by the By-Laws, Articles of Incorporation, or by North Carolina law.

ARTICLE THREE BOARD OF DIRECTORS

Section 1. Number and Qualifications of Directors. The Board of Directors shall consist of a minimum of eight (8) members until the number of directors is changed by amendment to these By-Laws. These directors shall include the President, First Vice-President, Second Vice-President, Third Vice-President, Secretary and Treasurer of the Corporation, and the faculty Band of Director(s), and a student representative of the Band. The student representative of the Board shall be a non-voting director. Any additional directors shall be members elected at large from the membership. Non-members may not serve as directors.

Section 2. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. All business transacted shall be by majority vote of the directors present, unless otherwise required by the By-Laws, Articles of Incorporation, or by North Carolina law.

Section 3. Powers of Directors. Subject to limitations of the Articles of Incorporation, other sections of the By-Laws, and of North Carolina law, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of, the Corporation and shall be controlled by, the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- (a) to conduct, manage and control the affairs and business of the Corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or the By-Laws.
- (b) To borrow money and incur indebtedness of the purposes of the Corporation and for that purpose to cause to be executed and delivered, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities.

Section 4. Election and Term of Office. The term of office of each director of this Corporation shall be one (1) year or until that director's successor is elected. Successors for directors whose term of office are then expiring shall be elected at the annual meeting of the members. A director may succeed himself in office. Election of a member to the office of President, First Vice-President, Second Vice-President, Third Vice-President, Secretary and Treasurer of the Corporation, shall be by election of that member to the Board. Any additional directors shall be those members receiving the highest number of votes in the election of directors.

Section 5. Vacancies. Vacancies in the board of Directors shall be filled by the remaining directors. A successor director so elected shall serve for the unexpired term of his predecessor.

Section 6. Place of Meeting. Regular meetings of the board of directors shall be held at the principal office of the Corporation that has been designated from time to time by resolution of the Board or by written consent of all members of the Board.

Section 7. Organization Meeting. Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purposes of organization and the transaction of other business. No notice of such organizational meeting need be given.

Section 8. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by any two directors. Notice of the time and place of special meetings shall be delivered personally to each director or sent to each director by mail, charges prepaid, addressed to him at his address as it is shown on the records of the corporation. The notice shall be mailed at least two (2) days before the date of the holding of the meeting. The transactions of any meeting of the Board of Directors, however called and notices and wherever held, shall be as valid as though transacted at a meeting held after a regular call and notice, if a quorum is present.

Section 9. Action without a Meeting. Any action by the Board of Directors may be taken without a meeting if all members of the board individually or collectively consent to this action. Such consent or consents shall be filed with the minutes of the proceedings of the board.

Section 10. Removal. A director may be removed from office, for cause, by the vote of a majority of the directors.

Section 11. Compensation. The directors shall receive no compensation for their services as directors.

ARTICLE FOUR OFFICERS

Section 1. Officers The officers of this Corporation shall be a President, First Vice-President, Second Vice-President, Third Vice-President, Secretary, Treasurer, and any such other officer as the membership may approve. No person may hold more than one of these offices.

Section 2. Election. The membership shall elect all officers of the Corporation at the annual meeting of the members to serve for the term of one (1) year or until their successors are elected and qualified. Only members may serve as officers.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors.

Section 4. President. Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the Corporation. He shall preside at all meetings of the members and directors. He shall be a member, ex officio, of all standing committees except the Nomination Committee. He shall have such other powers and duties as may be prescribed from the time to time by the Board of Directors.

Section 5. First Vice – President. In the absence or disability of the President, the First Vice – President shall perform all the duties of the President and in so acting shall have all the powers of the President. The First Vice – President shall serve as the Chairman of the Membership Committee, and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board or Directors.

Section 6. Second Vice- President. In the absence or disability of the President and the First Vice-President, the Second Vice-President shall perform the duties of the President and the First

Vice-President, and in so acting shall have all the powers of that officer. The Second Vice-President shall serve as the Chairman of the Publicity Committee, and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 7. Third Vice – President. The Third Vice-President shall serve as the Chairman of the Finance Committee, and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 8. Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors and of the membership, shall keep the seal of the Corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices of meetings of the membership or of the Board of Directors as may be necessary or proper, shall supervise the keeping of the records of the Corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors.

Section 9. Treasurer. The Treasurer shall receive and safely keep all funds of the Corporation and deposit them in the bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on checks of the Corporation signed by the President, Treasurer, or by such officers as may be designated by the Board of Directors as authorized to sign them. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

ARTICLE FIVE COMMITTEES

Section 1. Membership Committee. It shall be the duty of the Membership Committee to conduct annual membership drives for the Corporation, to issue membership cards, and to collect and report on membership dues.

Section 2. Publicity Committee. It shall be the duty of the Publicity committee to generate publicity concerning the activities and accomplishments of the Board, Band and of this Corporation.

Section 3. Finance Committee. It shall be the duty of the Finance committee to create and present a budget, and to handle all fund raising drives.

Section 4. Hospitality Committee. It shall be the duty of the Hospitality committee to serve refreshments at any meeting requested by the Executive committee, to be responsible for refreshments at any function.

Section 5. Uniform Maintenance Committee. It shall be the duty of the Uniform Maintenance Committee to assist the Band Director(s) in the issuing of uniforms at the beginning of the school year. The Committee shall also assist the Director(s) when the uniforms are checked in at the end of the school year. During the year the Committee is responsible for any needed repairs reported to them by the Band director(s).

Section 6. Nomination Committee. It shall be the duty of the Nominating Committee to report at the Election meeting the name of one candidate for each office to be filled. The consent of each candidate must be obtained before his name is placed in nomination.

Section 7. Appointment. All standing committees shall be appointed by the Board of Directors.

Section 8. Ad Hoc Committees. In addition to the standing committees, the Board of Directors may appoint any number of Ad Hoc committees, for specific purposes and durations.

ARTICLE SIX AMENDMENT OF BY-LAWS

These By-Laws may be amended or repealed and new By-laws adopted by the vote of a majority of the members of the Corporation or the vote of a majority of a quorum at a meeting of the members called for that purpose and which is the vote of the majority of those present and voting. Notice of the proposed action and the language of the amendment must be provided to each member at least ten (10) days prior to the date of the meeting.

ARTICLE SEVEN NON-DISCRIMINATION POLICY AND USE POLICY

Section 1. Non-Discrimination. It shall be the operational policy of this Corporation not to discriminate against any person on the basis of race, color, religion, creed or national origin, including but not exclusive of nondiscriminatory admissions of members, nondiscriminatory admissions of youth into recreational programs, and equal use of all facilities.

Section 2. Facility Use. Any facilities, including building and real estate, that may be owned by the Corporation and are dedicated to the purposes set forth in the articles of Incorporation of the Corporation shall be open to the general public and the residents of the community and surrounding area. The use of the facilities shall not be denied to the general public provided that all use conforms to the rules and regulations for the use of the facilities as published from time to time by the Board of Directors of the Corporation and as applied equally to all persons desiring to use the facilities as long as those persons demean themselves in a proper manner and show the proper respect and regard for the facilities of the Corporation.

ARTICLE EIGHT GENERAL PROVISIONS

Section 1. Seal. The corporate seal of the Corporation shall consist of two concentric circles between which is the name Freedom High School Band Boosters, Inc., and in the center of which is inscribed the word SEAL; and such seal as impressed on the margin herof, is hereby adopted as the corporate seal of the Corporation.

Section 2. Fiscal Year. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall end on the 30th day of June next after incorporation, and shall be from July 1 until June 30 of each year thereafter.

