

UNIVERSITY OF GEORGIA REDCOAT BAND ALUMNI ASSOCIATION CONSTITUTION & BY-LAWS

Article I. NAME

Section 1.01

The name of the Association is “The University of Georgia Redcoat Band Alumni Association” (hereinafter “the Association.”) The Association is a non-profit, unincorporated association of alumni and friends of The University of Georgia Redcoat Band, and is a recognized support group of The University of Georgia with no official affiliation to the University of Georgia Foundation (hereinafter “the Foundation”).

Article II. PURPOSES AND OBJECTIVES

Section 2.01

The purpose of the Association is to actively assist, enthusiastically support, and aggressively promote The University of Georgia Redcoat Band and The University of Georgia through all reasonable and appropriate means. To accomplish these purposes, the Association shall vigorously pursue the following objectives:

- (a) Raise money through regular membership contributions, special solicitations for donations, and other appropriate methods so as to provide band scholarships and other meaningful financial support to student musicians participating in the University of Georgia Band;
- (b) Assist in the recruitment of prospective band students, and encourage and support the current band membership, all under the direction and supervision of the Director and staff of The Redcoat Band and representatives of The University of Georgia;
- (c) Communicate regularly with the alumni and friends of The Redcoat Band, involve as many alumni and friends as possible in the work of the Association, plan and implement Band-related activities and events for alumni and friends at Homecoming and other occasions, perform on-field as “The Redcoat Alumni Band” at least once annually at Homecoming, and provide such information and programs to Band alumni and friends as from time to time may be useful and appropriate for the Association to undertake or disseminate;
- (d) Act as the primary spokesperson organization on behalf of the alumni and friends of The Redcoat Band and act as a positive advocate for the interests of the Band and its alumni and friends;

(e) Support and implement, insofar as is reasonable within the Association's power, the ongoing work, policies, and objectives of the Director and staff of the Redcoat Band;

(f) Foster and maintain cordial working relationships, cooperating as closely as is useful and productive, with The University of Georgia Foundation, and other various components or groups affiliated with The University of Georgia, as well as with The University itself. The Association shall conduct all fund-raising activities through the University of Georgia Foundation, Inc., or any successor to the Foundation, in order to preserve tax advantages for contributors and the Georgia Redcoat Alumni Association.

(g) Ensure the activities of the organization shall not be pursued for profit to such an extent as to constitute a business. No part of the earnings of the organization shall be used to the benefit of any officer or member of the organization or any other individual, except as reasonable compensation for goods or services required by the organization in pursuing its activities.

Article III. MEMBERSHIP

Section 3.01

Membership in the Association is open to all friends and supporters of The University of Georgia Redcoat Band, without regard to whether the membership or prospective member is an alumnus or alumna of The Redcoat Band or of The University of Georgia. It should be noted that the Association and the Redcoat Alumni Band are separate and distinct entities. Lack of membership in the Association does not in any way restrict legitimate Georgia band alumni from performing with the Redcoat Alumni Band at Homecoming or other events sanctioned by the University of Georgia Redcoat Band. There shall be four (4) Types of Membership: Member, Associate Member, Honorary Member, and Life Member;

Section 3.02

Member: A Member of the association is an individual who satisfies the following requirements: (1) must have performed with and been a member of any University of Georgia Band for at least one (1) year; and (2) must make annual contributions as prescribed by the Board of Directors. Recent graduates shall be given provisional membership for one (1) year following graduation with no contribution requirement.

Section 3.03

Associate Member: An Associate Member of the association is an individual who has not performed with and been a member of any University of Georgia band but satisfies the following requirements: (1) has a strong interest in participating in the activities of the association; (2) is a strong supporter of University of Georgia bands; (3) requests Associate Member status of the association through any of the members of the Board of Directors and contingent upon approval ; and (4) makes annual contributions as

prescribed by the Board of Directors. Once a person becomes an Associate Member he/she can continue to renew that membership without further requesting such membership of the Board.

Section 3.04

Honorary Member: An Honorary Member of the Association is any person who, upon recommendation of the Board of Directors, is publicly recognized and confirmed by affirmative vote of the general membership to be an Honorary Member. Although there are no inflexible criteria for Honorary Membership, it is expected that a person recognized as an Honorary Member generally shall be an individual who has made a special or unique contribution (not necessarily financial) to the Band or to the Association, or whose extraordinary dedication to the purposes and objectives of the Association is deemed worthy of special recognition and honor. An Honorary Member shall have no obligation to make any financial contributions to the Association as a condition of any privileges pertaining to his or her membership.

Section 3.05

Life Member: All Members as defined in Section 3.02 above who have reached the age of 65 years shall be eligible for Life Membership in The Association as of the beginning of the fiscal year following their 65th birthday. These members must submit a request in writing to the board of directors which will serve as record of membership status change. In addition, Life Memberships may be awarded to other Members by a majority vote of the Board of Directors.

Section 3.06

Contributors other than members: The Association encourages financial contributions in any amount. The Association may accept contributions from any person and from any source, irrespective of whether the contributor requests, expects or declines to become or remain a member, and regardless of whether the dollar amount of the contribution qualifies the giver for one of the four (4) recognized membership categories. Non-member contributors shall be welcome to attend any meetings or events sponsored by the Association, but non-members shall not be entitled to vote or otherwise participate in any business of the Association, and shall not be entitled to participate in the on-field activities of The Redcoat Alumni Band unless unanimously approved by the Board of Directors.

Section 3.07

Membership period: The period of regular membership will extend from January 1 through December 31st. Memberships will become active upon the date of dues receipt by the Association, regardless of that date, and will extend until the following December 31st.

Section 3.08

Membership dues: The Board of Directors shall set dues which will consist of a minimum contribution to the Foundation set by the Board of Directors.

Article IV. GOVERNANCE

Section 4.01

Board of Directors: Except as otherwise specifically provided in these Bylaws or required by applicable law, the business and affairs of the Association shall be conducted by the Board of Directors, all members of which (except the student member) shall be members in good standing of the Association. The Board of Directors shall have the power and authority to act for and on behalf of the Association, and as the Association's act and deed, in all matters not specifically reserved in these Bylaws unto the general membership at large including but not limited to the authority to fill all vacancies. The board of directors shall have the power to hire contractors/employees and enter into contracts for services and to determine the compensation thereof. The makeup of the Board shall represent all decades of Redcoat Band membership for at least the preceding forty (40) years except when the membership roster does not create a viable pool of prospective officers. All members of the Board are required to serve on at least one (1) committee listed in Article V. Members of the Board must reside within a reasonable radius of Georgia to facilitate attendance at all meetings. Board of Directors shall consist of the following official positions, who shall take office immediately upon election and each of whom shall have one (1) vote, as follows:

Section 4.02

The President of the Association: The President shall be elected by the general membership of the Association at the annual Homecoming meeting to a term of three (3) years in office, after which he or she automatically shall be granted Lifetime membership in the Association. The President, working together with the Board of Directors, shall formulate a plan and program of work for the Association during the term of his or her office, and shall be primarily responsible for seeing to the implementation of such plans and programs as the Board approves. The President shall be the principal spokesperson for the Association and shall represent the Association in all dealings with the membership, The Redcoat Band, The University, and the public. The President shall preside at all meetings of the Association and the Board of Directors. The President shall serve as Chair of The Nominating Committee, shall appoint the Chairs of all ad hoc committees, and shall serve as an ex-officio member of all committees of the Association. In addition, the president or will be responsible for the development of agendas for any and all meetings. In the event of any vacancy in the office of President, the Vice-President shall assume the duties of President for the balance of the unexpired term.

Section 4.03

The Vice-President of the Association: The Vice-President shall be elected by the general membership of the Association at the annual Homecoming meeting to a term of three (3) years in office. The President-Elect shall chair the Public Relations Committee of the Association, and shall perform any and all such other duties as may be prescribed by the President or the Board of Directors. The Vice-President shall, at the request of the

President, perform the duties thereof in the event of the President's absence or disability. In the event of any vacancy in the office of Vice-President, the Board of Directors shall designate a member of the Association (possibly, but not necessarily, a member of the Board of Directors) to undertake the duties of Vice-President for the balance of the unexpired term.

Section 4.04

The Treasurer of the Association: The Treasurer shall be elected by the general membership of the Association at the annual Homecoming meeting to a term of three (3) years in office. The Treasurer shall work closely with the Redcoat Band office, Executive Administrator, and the Foundation so as to monitor the Association's ongoing membership and contribution situation, and so as to acquire and maintain an up-to-date listing of all Association members and contributors. The Treasurer shall chair the Membership Committee. To the extent it proves necessary for the Association from time to time directly to receive or handle any monies; the Secretary/Treasurer shall supervise all receipts and expenditures and shall keep all records in accordance with generally recognized accounting procedures and accounting for the same to the Association and to The Georgia Foundation. Further, the Treasurer shall give current membership reports and financial reports to each meeting of the Board of Directors and to the annual general membership meeting at Homecoming. An annual budget, prepared by the Treasurer and approved by the Board of Directors, will also be presented to the annual general membership meeting at Homecoming. The treasurer shall oversee the preparation, maintenance and filing of all tax and other legal documents required by Local, State and Federal Agencies and to the best of their abilities shall ensure that the association complies with all applicable tax laws. In the event of any vacancy in the office of Treasurer, the President shall designate a member of the Association to fulfill the duties of Treasurer for the balance of the unexpired term, and with the concurrence of a majority of the Board of Directors, the President's said designee shall also serve as a voting member of the Board of Directors for the unexpired term.

Section 4.05

The Secretary of the Association: The Secretary shall be elected by the general membership of the Association at the annual Homecoming meeting to a term of three (3) years in office; however, the Secretary shall be eligible for reelection at subsequent general membership meetings with no limitation upon the number of consecutive terms. The Secretary shall assume the duties normally carried out by the Secretary of any unincorporated association. The Secretary shall keep and preserve the permanent records of the Association and shall prepare minutes of each general membership meeting and meetings of the Board of Directors (for which he or she also shall serve as Secretary). The Secretary shall send all notice of meetings and also be responsible for posting/distributing said minutes at all meetings and/or on an Association web site. In the event of any vacancy in the office of Secretary, the President shall designate a member of the Association to fulfill the duties of Secretary for the balance of the unexpired term, and with the concurrence of a majority of the Board of Directors, the President's said

designee shall also serve as a voting member of the Board of Directors for the unexpired term.

Section 4.06

Historian: The Historian shall be appointed by the Board of Directors to a term of three (3) years. The office of Historian shall collect and preserve articles and images of historical significance to The Association and the Redcoat Marching Band. The historian will be responsible for recording all significant events during their tenure with the purpose of handing down a written and pictorial history in the Redcoat Band archive. The Historian is responsible for collecting all minutes of meetings from the Secretary and inserting them into the permanent record of the Association. In the event of any vacancy in the office of Historian, the President shall designate a member of the Association to fulfill the duties of Historian for the balance of the unexpired term, and with the concurrence of a majority of the Board of Directors, the President's said designee shall also serve as a voting member of the Board of Directors for the unexpired term.

Section 4.07

Executive Administrator: The Executive Administrator shall be appointed by the Board of Directors to a term of three (3) years. The Executive Administrator will be eligible for reappointment after the three year term with no limitation upon the number of terms. The Executive Administrator shall have oversight of the Association newsletter and other means of communication with the membership and contributors. The Executive Administrator, with the assistance of the Secretary, shall make and certify a complete list of the members entitled to vote at a membership, Board of Directors meeting, or any adjournment and shall certify the count of any vote taken. The list shall contain all reasonable and pertinent information for all known Redcoat Band alumni without regard to their membership in the Association, be available at the time and place of the membership meeting, be subject to inspection and correction by any members during the meeting, and be prima facie evidence of the members entitled to examine the list. The Executive Administrator will work collaboratively with the Treasurer and the Ways and Means Committee in maintaining accurate financial records of the Association. Further, the Executive Administrator is also responsible to the Membership Committee for up-to-date personal records of all members. All changes to personal information on members of the association should be reported to the Executive Administrator. This information shall not be released for any political or commercial purposes without the express written consent of the members. Release of information shall be made only upon the approval of the Board of Directors. In the event of any vacancy in the office of Executive Administrator, the President shall designate a member of the Association to fulfill the duties Executive Administrator for the balance of the unexpired term, and with the concurrence of a majority of the Board of Directors, the President's said designee shall also serve as a voting member of the Board of Directors for the unexpired term.

Section 4.08

The Director of the Redcoat Band: The director of The Redcoat Band shall serve on the Board of Directors by virtue of the particular office, which he or she holds, and shall continue to sit on the Board as long as he or she still holds such office.

Section 4.09

The Director(s) Emeriti of the Redcoat Band: The Director(s) Emeriti shall serve on the board for life after retirement as Director of Bands of the University of Georgia with Board of Director's approval.

Section 4.10

One (1) current student member of the Redcoat Band: The student member of the Board of Directors shall be appointed by the Director of The Redcoat Band to serve a one (1) year term beginning at Homecoming and continuing until Homecoming of the following year. In case of a vacancy on the Board of the student member, the Director of Redcoat Band forthwith shall appoint another current marching band member who shall serve as a successor student member of the Board of Directors for the unexpired term of his or her predecessor. No student member shall serve more than two (2) full terms on the Board of Directors.

Section 4.11

The three (3) at-large members: Each at-large member shall be appointed by the Board of Directors, and each shall serve a three (3) year term ending at Homecoming the third year. At-large members of the Board are eligible for a maximum of three (3) full consecutive terms as an at-large member of the Board. In the event of any vacancy in the offices of At-Large Members, the President shall designate a member of the Association to fulfill the duties of an At-Large Member for the balance of the unexpired term, and with the concurrence of a majority of the Board of Directors, the President's said designee shall also serve as a voting member of the Board of Directors for the unexpired term.

Section 4.12

Meetings: The Board of Directors shall meet at least one (1) time during the year in addition to any meeting held at Homecoming, with such meeting or meetings to be called by the President or upon the written notice. Notices of any called Board meeting shall be given by website posting, mail, or e-mail to all Board members not less than thirty (30) days in advance of such meeting, which notice shall specify the date, time and place thereof. Emergency meetings may be called by the President with less than thirty days notice if extenuating circumstances require. Five (5) members of the Board shall constitute a quorum for the undertaking of any and all business. All meetings of the Board of Directors shall be held within the State of Georgia. All meetings of the Board of Directors shall begin as open meetings, and all members of the Association shall be entitled to attend and observe any such meeting. All meetings will follow the agenda set forth by the president or duly appointed chair. If in the course of any Board of Directors meeting it shall become necessary or advisable to close the meeting for the purpose of an executive session to discuss or act upon any particular item of sensitive or confidential business, a majority vote of Directors present shall be sufficient to close the meeting to all persons except members of the Board of Directors. Provided, however, that after such time as the item of business for which the executive session was undertaken has been fully discussed or acted upon, the meeting again shall be declared open for all members

who wish to attend and observe, and if any action in fact is taken by the Board while in executive session, said action shall be included in the minutes and reported to all members assembled when the meeting is reopened. It shall not be necessary to include in the minutes or give a report of any discussions in executive session, which did not result in the Board actually taking any action. Where this constitution fails to provide authority for procedure, Robert's Rules of Order shall be used for all meetings of the Board of Directors as well as the general membership of the Association.

Section 4.13

Compensation: No officer, member of the Board of Directors, nor any member of the Association, shall be entitled to, demand, or receive any monetary compensation for any services rendered to the Association merely by virtue of any office held or any voluntary service performed with the exception of the Executive Administrator whose compensation package should be set and reviewed by the Board of Directors (the Executive Administrator shall not vote upon this issue) in accordance with the University of Georgia compensation policies. Moreover, the compensation package shall not be less than \$ 250 per month or exceed \$ 6000.00 per year. Nothing herein shall be construed to prohibit the association from entering into a contract or other business transaction with one or more of its members or any other business, corporation, firm, association, or entity in which one or more of its members or officers are financially interested, provided that the relationship is fully disclosed and authorized by the Board.

Section 4.14

A member of the Board of Directors may resign at any time by providing written notice to the Association. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed pursuant to section 4.01 of these bylaws.

Section 4.15

The Board of Directors is empowered to remove from office, by a two-thirds vote, any officer or member of the Board of Directors for malfeasance in office or for any willful actions detrimental to the manifest interests of the Association, the Band, or The University. A successor shall be appointed pursuant to section 4.01 of these bylaws.

Article V. COMMITTEES

Section 5.01

The Association shall have, constitute and recognize five (5) standing committees:

Section 5.02

Events Committee: The Events Committee shall be responsible for planning and implementation of all events sponsored by the Association, including specifically all social events surrounding Homecoming festivities, membership reception, and the annual meeting. This committee shall also be ultimately responsible for notification to the

membership for such occasions. The President shall appoint the chairman of the Events Committee.

Section 5.03

Membership Committee: The Membership Committee shall be responsible for the active recruitment, enlistment, and retention of all members of the Association. The Membership committee shall work closely with the Executive Administrator and any Development Office with Georgia Foundation so as to utilize up-to-date and accurate records and thus to optimize membership recruitment and retention efforts. The Treasurer shall serve as Chair of the Membership Committee.

Section 5.04

Nominating Committee: The Nominating Committee shall be responsible for presenting to the general membership at each regular Homecoming meeting thereof a slate of names of not less than one eligible and willing candidate for election to any open position on the board including: President, Vice-President, Secretary, Treasurer, and the three (3) at-large members of the Board of Directors. The slate shall be approved by the Board of Directors prior to the Annual General Membership Meeting. The Nominating Committee will oversee the voting procedure and ensure that all offices are filled through a legitimate election. The President shall serve as Chair of the Nominating Committee.

Section 5.05

Public Relations Committee: The Public Relations Committee shall assist the President and the Director of The Redcoat Band in coordinating all advertising, promotions, and media releases concerning or relating to the activities and work of the Association (excepting only such advertising and promotions focused specifically toward membership recruitment, which shall remain the responsibility of the Membership Committee). The Public Relations Committee shall have the responsibility for internal and external publicity, obtaining maximum appropriate exposure for the activities of The Association. Further, this committee, with the help of the Executive Administrator, shall have the responsibility for publication of the Reflector newsletter. The Vice-President shall serve as Chair of the Public Relations Committee, and the Director of The Redcoat Band shall be an ex officio member thereof.

Section 5.06

Ways and Means Committee: The Ways and Means committee will have the primary mission of raising funds and the devising creative methods thereof. This committee shall work with the Treasurer and the Board of Directors in matters of Association finance. They shall have powers of recommendation relative to matters of fund-raising and potential Association projects. Prior to the start of each fiscal year, the Ways and Means Committee shall prepare and submit an annual budget for The Association to be approved by the Board. The Treasurer will serve as chairman of the Ways and Means Committee.

Section 5.07

Ad Hoc Committees: The President shall appoint such ad hoc committees and the Chairs thereof as he or she may deem advisable, or as directed by the Board of Directors,

to address specific needs outside the normal scope of the work of the standing committees. Each ad hoc committee shall exist only as long as reasonably necessary to complete the specific task assigned to it, and shall make a final report of its actions, together with any recommendations, to the Board of Directors at the conclusion of its work. The Board of Directors shall be empowered to accept, reject, or take under advisement any report of an ad hoc committee, to table or to act upon the recommendations of the same, or to report out any findings or recommendations thereof to the general membership, all as the Board of Directors may determine in the exercise of its discretion.

Section 5.08

All committee chairmen are expected to present a concise committee report at any and all meetings of the Board. The membership of each committee is limited to current members of the Association in good standing and may be drawn from the Board of Directors or from the general membership of the Association proper except as otherwise specifically provided in these Bylaws. The standing committees of the Association shall be composed of not fewer than three (3) members and must be chaired by officers on the Board of Directors. The by-laws must be amended if any additional standing committees are created.

Article VI. FINANCIAL MATTERS

Section 6.01

It is the intent of the Association to organize and govern itself so that the financial contributions made by its members shall qualify as tax-deductible contributions under the provisions of the Internal Revenue Tax Code. For this purpose, the Association is affiliated with the Georgia Foundation, a Georgia non-profit corporation, which exists to raise funds through tax-exempt donations in support of The University of Georgia and constituent affiliated organs and support groups. The Association shall cooperate as fully as necessary with the Office of Development of The University of Georgia and with Georgia Foundation so as to protect the tax-exempt character of financial contributions given by members of the Association. The Association shall maintain as much independence and flexibility as possible with regard to the planning and implementation of fundraising activities and promotions, and with regard to the appropriate expenditure of contributed funds to further the purposes and objectives of the Association.

Section 6.02

There shall be a Redcoat Alumni Account established through the Foundation and maintained by the Board of Directors to which annual contributions will be solicited from members and other outside sources. Disposition of these funds must be approved through the budget by the Board of Directors.

Section 6.03

There shall be Endowed Funds maintained with the Foundation and shall be governed by guidelines approved by the Foundation and applicable laws. Each fund will carry a specific purpose and disposition of these funds must be approved by the Board of Directors.

Section 6.04

The Association will have a fiscal year running from Homecoming day to the following Homecoming day.

Article VII. MATTERS RESERVED TO THE GENERAL MEMBERSHIP

Section 7.01

Pursuant to Section 4.01 hereof, the Board of Directors shall have full and complete power and authority with regard to the management of the affairs of the Association, and is completely empowered to take any and all legal actions on behalf of the Association, and as the Association's own act and deed, excepting the following particular matters, the authority for which hereby expressly is reserved to the general membership as a whole:

Section 7.02

Amendment of these Bylaws: Any Member in Good Standing may propose amendments to these by-laws.

Section 7.03

All suggested amendments to the by-laws must be presented in writing to the Board of Directors and must be approved by a two-thirds vote of the Members of the Board of Directors present at a duly called meeting.

Section 7.04

If approved by the Board of Directors, notice of the intent to present a proposed amendment of these Bylaws will be given to the general membership. This notice shall contain a fair summary of the proposed amendment and shall be mailed to all then-current members of the Association not more than sixty (60) days nor less than ten (10) days prior to the meeting at which the proposed amendment is to be presented for a vote. The requirement of mailing the notice may be fulfilled by printing the same in any newsletter, e-mail message, or posted to any web site maintained by the Association and accessible to all members. A full and complete copy of the text of the proposed amendment itself shall be made available for the review and inspection of any member present at the commencement of the meeting, and sufficiently in advance of any vote so as to allow every member wishing to do so time to read, discuss, and consider the merits thereof. Amendments to the by-laws must be approved by a two-thirds vote of the Members in Good Standing present.

Section 7.05

Approved Amendments to the by-laws will take effect immediately upon passage, unless otherwise specified in the amendment.

Section 7.06

Dissolution, disbandment, merger, or other organic change in the basic structure of the associational entity itself; including but not limited to the incorporation of the Association or any other change in its legal status, may be accomplished only by a three-quarters (3/4) vote of the general membership present and entitled to vote. Any vote to approve or to disapprove the taking of any such action may be accomplished in the same manner and with the same notice as required for amendments to these Bylaws, all as set forth in Section 7.04.

Section 7.07

Any and all other actions as expressly required by the applicable law of the State of Georgia or of the United States of America to be accomplished or effected by a vote of the general membership of an unincorporated association, and not permitted to be delegated to the governing board thereof, the provisions of Section 4.01 and of this Article VII to the contrary notwithstanding.

Article VIII. VOTING

Section 8.01

Every member of the Association will be allowed to cast one (1) vote in matters pertaining to the general membership as set forth in Section VII. Votes are carried or rejected by simple majority vote except where otherwise noted in these by-laws. All votes will be tabulated and certified by the Executive Administrator. Voting ballots may be e-mailed or posted to a web-site maintained by the Association. Members may request in writing that printed ballots be mailed to their permanent address. Absentee votes may be cast when a member has a hardship in appearing at any meeting where an agenda has been established and the particulars of any vote to be taken has been thoroughly explained. Said absentee vote must be made in writing with the signature of the member clearly affixed.