

***Bylaws of
Lanier Band Boosters Association, Inc.***

Article I. PURPOSE

Section 1.01 The purpose of this association is to provide educational, financial, social, and other support for the various Lanier High School Bands and Band Auxiliaries, and their activities through any lawful and ethical means including, but not limited to, the following:

- (a) The Lanier Band Boosters (LBBA) and band students will organize, support, and operate various fund raising activities approved in accordance with these by-laws.
- (b) Receive direct payments by parents and students into the designated student accounts for operating purposes.
- (c) Solicit and collect contributions from parents, LBBA members, and other interested parties, payable to the Lanier Band Boosters Association, to be used for the benefit of the LBBA, its members, and the Lanier Bands and Band Auxiliaries.
- (d) To support and provide interface with and between the students, their officers, the band director, and the Gwinnett County Public Schools.
- (e) To encourage membership and involvement of all associated constituents of present band students of LBBA.
- (f) To encourage associate, non-voting membership and involvement of any interested individuals whose desire is to benefit the Lanier High School (LHS) bands and the LBBA.
- (g) To conduct the LBBA in a manner that will present a positive public image of our students and LHS while supporting music education and encouraging all students to participate in the band programs.
- (h) To conduct all our activities in a manner that will minimize the cost to students and their families.
- (i) To conduct all our financial activities in a manner in accordance with these bylaws and the budget as adopted and amended by the voting membership including the establishment and operation of the Association as a tax-exempt entity under the Internal Revenue Code.
- (j) The band booster association will have no opinions on musical selections and methods of rehearsing by any portion of the LHS Bands. These issues will be in total control of the Band Director(s).

Article II. ORGANIZATION AND STRUCTURE

Section 2.01 Business Address - A post office box shall be maintained at a United States Post Office by the current Board of Directors in the name of the LBBA. This post office box address shall be the business address of the LBBA. If the Board of Directors acts to change the business address, the Board of Directors shall immediately notify all LBBA members. Mail shall be received at the post office box on a regular schedule by the President of the LBBA or a Board of Directors member designated by the President.

Section 2.02 Meetings

- (a) Regular Meetings - Meetings of the General Membership shall be held at a place designated by the current Board of Directors with such notice published to the membership of record.
- (b) Annual Meeting - The Annual Meeting of the LBBA shall be held each April at a time and place designated by the current Board of Directors with such notice published to the membership of record.
- (c) Meetings of the Board of Directors - Meetings of the Board of Directors shall be held prior to regular meetings at a time and place designated by the President with such notice published to the Board of Directors.
- (d) Special Meetings - Special meetings of the Membership or Directors may be called by or at the request of the President or the Band Director. The person or persons authorized to call special meetings of the Directors may fix the place for holding any special meeting of the Membership or Directors called by them.
- (e) Notice of Special Meetings - Notice of any special meeting shall be given at least three (3) days previously thereto by written notice delivered personally, faxed, e-mailed, or mailed to each Director or Member at his or her address. If faxed or e-mailed, notice is deemed to be delivered when sent. If mailed, such notice must be postmarked at least five (5) days before the meeting and is deemed to be delivered when deposited in the United States mail so addressed, with adequate postage thereon paid.
- (f) Quorum - A quorum for the Annual Meeting is required and shall be counted as no less than sixty percent of membership. In case a quorum is unavailable at the point of conducting votes, a recess of 60 minutes may be called. In the event that no quorum is counted, the Annual Meeting can be rescheduled to occur no sooner than one week from the original date. In the event that no quorum exists at the rescheduled meeting, the Board

- of Directors is free to reschedule the meeting at will to best obtain a quorum.
- (i) A quorum for a regular or special meeting of the membership shall be not less than ten members of record not including the Board of Directors.
 - (ii) A quorum for a regular or special meeting of the Board of Directors shall be sixty percent of the members of the Board of Directors.
- (g) Majority - A majority vote shall be as follows:
- (i) For the conductance of business at meetings of the General Membership including but not limited to elections, financial issues, fundraisers, events, etc., a simple majority of fifty percent plus one of those voting members present shall constitute a majority vote.
 - (ii) A two-thirds majority of the voting members present is required for the removal of a member or officer.
 - (iii) A majority at a meeting of the Board of Directors shall be a simple majority of those directors present.
- (h) Method of Voting - The method of voting shall be determined by the President. However, a motion may be entered from the floor by any voting member prior to any vote for that vote to be conducted by secret ballot.
- (i) Record Date - The record date to determine the members entitled to notice of the Annual or any other formally notified members meetings, to demand a special meeting to vote or take other action shall be 15 days prior to such vote, meeting, or action.

Section 2.03 Definition and Qualifications of Membership

- (a) Membership is open to all adults who qualify in one of the following membership categories:
- (i) General Membership will be open to all adults, with a maximum of two votes per family, interested in the purposes of LBBA as outlined in Article One. A General Member is defined as an adult parent or guardian of a present student member of the band who has signed a current registration, has provided to the LBBA other documents as required by the Board of Directors, and is current on all dues and assessments as approved by the Board of Directors per these by-laws.

- (ii) Associate Membership will be open to all adults interested in the purposes of LBBA as outlined in Article One. The purpose of Associate Membership is to provide additional financial support for the band and auxiliaries. An Associate Member is defined as any other adult, business, or organization whose purpose is to aid and support the band, who has signed a current registration, has provided to the LBBA other documents as may be required by the Board of Directors, and is current on all associate membership dues as approved by the Board of Directors per these by-laws. Associate membership is subject to approval by the Board of Directors and is a non-voting membership.
- (iii) Honorary Membership may be granted to individuals or organizations determined by the Board of Directors to be meritorious of this honor.
- (b) Term of Membership for General and Associate Members is for one calendar year beginning May 1st and running through April 30th of the year following. Renewal shall be made on an annual basis by registration and qualifications set forth herein. Honorary Membership shall be perpetual unless written notice of termination is given by the Member or by the Board of Directors.
- (c) Right to Vote: Only General Members as defined above can vote on issues and candidates at Annual Meetings, General Membership, and Special Membership meetings. Each General Member as defined above shall be entitled to one vote. General Members must be in attendance at the time of a vote in order to exercise their right to vote. No voting by proxy shall be allowed.
- (d) Revocation or Termination of Membership: Membership may be suspended or terminated by the Board of Directors for any member convicted of any felony or any conviction for an offense where moral turpitude or financial misconduct are involved that appear detrimental to the good name, reputation, and purposes of the LBBA. Membership may be terminated if the Board of Directors determines that the member has political or other purposes than providing financial support for the band. For hearing all such cases the following procedures will be followed:
 - (i) A Special Board of Directors Meeting will be held to hear the complaint.
 - (ii) Minimum 10 day written notice will be provided to the member with the specific complaints detailed.
 - (iii) The Member's right to appear and speak is guaranteed.

- (iv) After deliberation and upon a two-thirds majority vote of the Board of Directors to terminate the member, the member is suspended or terminated. Termination or suspension shall be effective at such a time and for a duration as directed by the Board of Directors.
- (v) While the Board of Directors will attempt to judge these matters in a fair and temperate manner, there is no representation of a judicial proceeding with binding rules of evidence nor any suggestion of civil or criminal wrongdoing (other than any public record) for any member who is suspended or terminated.

Section 2.04 Board of Directors

- (a) Description - Board of Directors - The legislative body of the LBBA is the Board of Directors each of whom must be Members per 2.03 a and who agree to cooperatively conduct the business of the association together with the General Membership.
- (b) Directors Number, Tenure, and Qualifications - The Board of Directors shall consist of seven directors elected from the General Membership who will serve one year or until their successors have been duly elected and qualified. There is no term limit. The only exception is the first year formation of LBBA. In the first year, The Board of Directors shall consist of a minimum of three directors. The number of Directors may be adjusted by the recommendation of the present Board of Directors and approval by a majority of the General Membership at the Annual Meeting of the corporation or at a Special Meeting for this purpose. Any net decrease in the number of Directors shall not deprive current directors of their seats until the next election cycle.
- (c) Configuration of the Board of Directors - The following positions will populate the Board of Directors:
 - (i) President
 - (ii) First Vice President
 - (iii) Second Vice President
 - (iv) Secretary
 - (v) Treasurer
 - (vi) Chief Operating Officer

- (vii) Band Director
- (viii) Communications Officer (Ex Officio)
- (d) Executives of LBBA - The following executive positions must be filled by election from the General Membership to run the day-to-day affairs of LBBA:
 - (i) President - The President is the chief executive officer of the corporation who should execute the daily business of LBBA and preside at all Board of Directors', Annual, Special, and General Meetings. The President must be a Member (per 2.03 a) for at least one year before serving the current term, except in the year of LBBA formation. The major duties of this office are supervision and control of all the business and affairs of LBBA subject to the oversight of the Board of Directors. The President may sign (with the Secretary or any other officer authorized by the Board of Directors) bonds, contracts, or other instruments obligating LBBA within the confines of the Board of Director's approved current budget and these bylaws and amendments unless that function has been expressly delegated to other LBBA members by the Board of Directors or is required by law to be someone other than the President. The President will serve as the LBBA representative to other LHS organizations including but not limited to the Lanier Foundation, Inc. Otherwise, the President shall perform any and all duties incident to the office and other such duties prescribed by the Board of Directors, from time to time. Co-presidents may serve in this role following the nomination and election provisions of these by-laws provided that the membership is made generally aware prior to the election meeting of the intention to share the role.
 - (ii) First Vice President (1st VP) - In the absence of the President or by Presidential delegation, or in the event of the President's incapacity or refusal to act, the 1st VP shall assume the office of President with all Presidential powers described in section 2.04 d (i) until such time as the President can resume in office or is replaced. Otherwise the 1st VP will serve as an administrative assistant to the President and will manage the following LBBA Committees: Concessions/Hospitality, Chaperones, and Health and Safety. The 1st VP will be responsible for legislative activities and affairs of the Board. The 1st VP shall also perform other such duties as are assigned from time to time by the President and/or the Board of Directors. The 1st Vice-President must be a Member (per 2.03 a) before serving the current term.

- (iii) Second Vice President (2nd VP) – The 2nd VP will serve as an administrative assistant to the President and will manage the following PRBBA Committees: Membership, Uniform, Ways and Means, and Historian. The 2nd VP shall also perform other such duties as are assigned from time to time by the President and the Board of Directors. The 2nd VP must be a Member (per 2.03 a) before serving the current

term. In the event there is no 2nd VP, all duties will be the responsibility of the 1st VP.

- (iv) Secretary (Sec) - The Secretary shall keep the minutes of all pertinent Board of Directors, General Membership, and Annual Meetings in appropriate media, see that all required notices be duly given in accordance with these by-laws, be custodian of the association records, and other such duties as are assigned from time to time by the President and the Board of Directors. The Sec shall disseminate relevant information to the Communications Officer in a timely manner and at the direction of the Board for the purposes of communicating to the membership, constituency, and general public. The Sec shall keep a current alphabetical list of all members and others entitled to notice of meetings and make same available for public examination by the membership beginning two business days after the notice is given of the meeting for which the list was prepared and continuing through the meeting. The Sec shall make available for inspection all minutes for the current year's business at all General Membership, Special, and Annual Meetings. The Secretary must be a Member (per 2.03 a) before serving the current term.
- (v) Treasurer (Treas) - The Treasurer shall have charge and custody of and be responsible for all funds and securities of the LBBA, receive monies due and payable to LBBA from whatever source, issue student account statements, collect dues, issue receipts, and deposit all monies in the name of LBBA in appropriate institutions as directed by the Board of Directors, and in general perform those duties incident with the office of Treas while, from time to time, performing those duties assigned by the President or the Board of Directors. Additionally, the Treas shall provide a general financial statement which includes record of all cash flow and the check ledger at each General Membership and Annual Meeting while following the generally accepted accounting principles accompanied with semi-annual audits in a manner directed by the Board of Directors. The Treas will maintain separate operational and fund raising records, budgets, and accounts as necessary and directed by the Board. The Treas shall be responsible for preparing and submitting all tax filings whose due dates, without regard for extensions, shall fall during that

Treasurer's term of office. The Treas must be a Member (per 2.03 a) before serving the current term.

- (vi) Chief Operating Officer (COO) - The Chief Operating Officer is responsible for directing and overseeing all operational aspects of marching and concert season including field operations, equipment and construction management, props, and performance related requirements.

The COO shall direct the Pit Crew, the Logistics and Construction Committee, the Color Guard Committee, and the Transportation

Committee. The COO must be a Member (per 2.03 a) before serving the current term.

- (vii) Communications Officer (Comm) – The Communications Officer serves as a non-voting Ex Officio member of the Board of Directors and is responsible for communication of all activities in a timely manner and by appropriate channels, including websites and the media, to all constituencies including the general public. The Comm Officer serves as the public relations focal point for the LBBA. All external inquiries will be handled by the Comm Officer. The Comm Officer is responsible for coordinating all communications activities with the Foundation, other fine arts organizations, other LHS organizations, and LHS officials. The Comm Officer will ensure Board concurrence to all external communications prior to general release.

Section 2.05 Standing Committees of the Board of Directors

- (a) Description – The Board of Directors may authorize standing committees to support the functions of the LBBA. Committees are recommended as follows but are not required or limited to the following:
 - (i) Pit Crew – Reports to the Chief Operating Officer and is responsible for all Pit setup, the take down of equipment, and general Pit, percussion, and auxiliary unit operation during the marching and concert seasons.
 - (ii) Logistics and Construction – Reports to the Chief Operating Officer and is responsible for all props, equipment, materials, construction, and other requirements as needed.
 - (iii) Transportation – Reports to the Chief Operating Officer and is responsible for coordinating, reserving, and obtaining suitable and safe transportation for all students, support teams, volunteers, equipment, and props for all events.

- (iv) Hospitality – Reports to the 1st VP and is responsible for hospitality at all events as requested or required by the Board. Hospitality Committee is responsible for visiting band refreshments as well as meals, snacks, and refreshments for band camps, coordinating the annual spring banquet, and other functions as required.
- (v) Chaperones – Reports to the 1st VP and is responsible for recruiting, training, scheduling, and coordinating chaperones in adequate numbers for all events.
- (vi) Health and Safety - Reports to the 1st VP and is responsible for health and safety for all student and parent/volunteer participants during sanctioned events including recruiting, training, scheduling, and coordinating all volunteers.
- (vii) Uniform – Reports to the 2nd VP and is responsible for all aspects of uniform management including issuance, storage, maintenance, fitting, cleaning, inventory, and component and replacement part ordering.
- (viii) Ways and Means – Reports to the 2nd Vice President and is responsible for assisting the Board in annual budget preparation with specific focus on fund raising strategies and sources of funds. Ways and Means will lead all fund raising activities including, but not limited to solicitations, fund raising programs, Lanier Foundation support, and tapping state, county, and local sources.
- (ix) Membership – Reports to the 2nd VP and is responsible for maintaining membership records, recruiting members, coordinating membership information, and coordinating pep and general events to promote membership and member enthusiasm. This committee works with the Communications Officer to ensure phone coverage and communication on key issues and events as well as with the Secretary and Treasurer to ensure complete and accurate membership rolls.
- (x) Historian – Reports to the 2nd VP and is responsible for creating and maintaining an archive of historical records and media of all activities of the organization including the Board, its committees, band and auxiliary members, and support volunteers. Responsibilities include photography, recording band activities via appropriate media, and creating annual scrapbooks. The Historian will also coordinate with school publications and the Communications Officer to ensure placement of appropriate content in school publications.

- (xi) Color Guard – Reports to the Chief Operating Officer and is responsible for supporting guard uniform management including uniform issuance, storage, maintenance, fitting, cleaning, inventory, and component and replacement part ordering, flag sewing, flag maintenance, flag accessories, guard-related prop construction and maintenance, equipment bags, and other guard equipment and accessories as may be needed. This committee coordinates with and supports the Chaperone Committee and Health and Safety Committee in providing adequate chaperone and first aid coverage for guard events away from the

marching band. The color guard sponsor/instructor shall be an ex-officio member of this committee.

- (b) Committees may be formed and dissolved by majority vote of the Board of Directors and serve at the pleasure of the Board. Committee missions may be altered, modified, expanded, or contracted at the discretion of the Board. Special ad hoc committees with specific missions may be formed at the discretion of the President and must have a defined duration not to exceed 90 days without Board approval.
- (c) Committee chairs and members must be members of LBBA as defined in Section 2.03 a before serving the current term, except in the year of LBBA formation.

Article III. ELECTION OF OFFICERS AND DIRECTORS

Section 3.01 Election of Executive Officers - The President or Co-presidents, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Chief Operating Officer, and Communications Officer shall be elected from the Membership and must receive a majority of the votes cast at the Annual Meeting in April except in the year of formation of LBBA. In the year of formation of LBBA, the Band Director will appoint the Executive Officers. When there are more than two candidates for an office and a majority is not received by one candidate, there shall be a runoff between the two leading candidates unless the second place candidate concedes. Co-president candidates shall be considered one candidate. The rules governing nominations and procedures shall be left to the Board of Directors. Methods of balloting (secret ballot, voice vote, acclamation, etc.) will be at the discretion of the chair. However, if any dispute arises over a result, the secret ballot is the default.

Section 3.02 Nominations and Elections

- (a) Nominations for elected offices shall be made by a nominating committee and shall be announced at the general membership meeting prior to the Annual meeting. The members of the nominating committee shall be appointed by the Board of Directors in January, shall number no fewer than three and no more than five members, and shall be announced immediately. The nominating committee shall receive requests for nominations during their term. Any and all nominations, upon qualification as a candidate as stated in these bylaws, and upon of the nominee's consent, shall be included on the ballot. Failure of the nominating committee to place a qualified name on the ballot shall cause the election to be invalid. All votes from the invalid election shall be destroyed. The vote shall be held after a ballot with all qualified nominees is presented to the membership. The President of the Association may not serve on the nominating committee.
- (b) Ballots shall be counted by an elections committee. The elections committee shall consist of three persons nominated from the floor at the time of the elections. The votes shall be counted and verified by the committee members and the results announced at the meeting. The ballots and documentation of the counting of the votes shall be available for the scrutiny of the General Membership at the meeting and shall be kept on file by the Secretary until the following election.
- (c) Board member and committee chair positions will have a term beginning May 1st and running through April 30th of the following year.

Article IV. OPERATIONS POLICIES

Section 4.01 Parliamentary Procedure - Orderly meetings are desirable such that the Robert's Rules of Order are the guide for conducting sound parliamentary business.

Section 4.02 General Powers of the Board of Directors - The business and affairs of LBBA shall be managed by the Board of Directors, in all cases acting as a unit, which may recommend to the General Membership such rules and regulations for the conduct of meetings and the management of the association, as they deem proper, consistent with these by-laws and the laws of the State of Georgia.

Section 4.03 Filling Vacancies - Vacancies occurring in the Board of Directors for any reason may be filled by appointment by the President of the association and the Band Director. If a Director is not appointed by said President within thirty (30) days after a vacancy, the vacancy may be filled by nomination and approval by a vote of the majority of the Directors then in office. A Director appointed or elected to fill a vacancy caused by resignation, death, or removal, shall hold office for the unexpired term of his or her predecessor.

Section 4.04 Removal of Directors - Any request for removal of a Director must be presented in writing to the President. The President shall include the request in the agenda of the next Regular Meeting and allow the member to present his request to the General Membership. The Director shall be allowed time to present rebuttal to the request for removal. The request must be approved by a majority of the voting membership. Any and all of the Directors may be removed with or without cause.

Section 4.05 Resignation - A Director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the association.

Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer as specified above and the acceptance of the resignation shall not be necessary to make it effective.

Section 4.06 Compensation - No compensation shall be paid to any elected member of the Board of Directors, as such, for their services. Nothing herein contained shall be construed to preclude any Director from serving in any other capacity and receiving compensation therefore.

Section 4.07 Presumption of Assent - A Director of the association who is present at a meeting of the Directors at which action on any association matter is taken, shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereto, or shall forward such dissent by registered mail to the Secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor to such action.

Section 4.08 Ex-Officio Members - The Board of Directors may elect and appoint any number of ex-officio members to the Board of Directors who shall service in an advisory capacity at the pleasure of the other Board of Directors' members, but shall have no voting rights.

Section 4.09 Band Director(s) - The Lanier High School Band Director(s) is designated a Director of the association with full voting powers and with full veto power. If the Band Director(s) no longer serves as such, he or she shall also cease to be a Director.

Article V. FISCAL POLICIES

Section 5.01 Fiscal Year - The fiscal year of the association shall begin on May 1 of each year.

Section 5.02 Contracts - The Directors may authorize any Officer or Officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the association within the constraints of these bylaws, amendments, and the approved budget. Such authority may be general or confined to specific instances.

Section 5.03 Loans - No loans shall be contracted on behalf of the association and no evidences of indebtedness shall be issued in its name unless approved by the General Membership and authorized by a resolution of the Directors. Such authority will be confined to specific instances.

Section 5.04 Checks, Drafts, Etc. - All Checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association, shall be signed by such Officer or Officers, agent or agents of the association and in such manner as shall, from time to time, be determined by resolution of the Directors.

Section 5.05 Deposits - All funds of the association not otherwise employed shall be deposited, from time to time, to the credit of the association in such banks, trust companies or other depositories as the Directors may select.

Section 5.06 Budget - The Board of Directors and the Director of Bands shall draft a budget for the up-coming school year. The proposed budget will be distributed and adopted by the general membership at the April Booster Meeting.

(a) Dues:

- (i) Membership dues and fees will be assessed annually at times and in amounts determined by the Board and should be adequate to meet the operational financial requirements of the band and auxiliary units. At the option of the Board, dues and fees may be collected in installments.

Section 5.07 Student Accounts - The LBBA maintain an individual Student Account for each band member for the purpose of paying co-curricular band

related expenses for individual band students, as approved by the Board of Directors.

- (a) Annual dues must be paid in full in order to maintain a student account with LBBA.
- (b) Deposits to Student Accounts:
 - (i) Deposits may be made directly to the Student Account by the student, parents, guardians or benefactors.
 - (ii) Deposits may be made from funds raised by the student during fund raising activities organized and conducted on behalf of the band students by the LBBA.
- (c) Disbursements from student accounts will be made from time to time as expenses occur. Disbursements will be made first from money raised by fund raising activities before funds are paid from direct contributions. After funds from the first source are depleted, funds will be paid from direct contributions.
- (d) Refunds - There will be no refunds out of student accounts, with the exception of band related reimbursable expenses as approved by the Board of Directors, or overpayments of direct contributions. Work credits and monies from fundraisers will not be refunded. Written requests must be made no more than thirty days from the date of the student's graduation or resignation from the band. Refund payments shall be made only to the parent or guardian of the student.

Article VI. WAIVER OF NOTICE

Section 6.01 Attendance at or participation in a meeting waives any required notice to the time of the meeting unless such person at the beginning of the meeting, or promptly upon his arrival, objects to the holding of the meeting or transactions of business because the meeting is not lawfully convened and such person does not thereafter vote for or assent to action taken at the meeting.

Article VII. AMENDMENTS

Section 7.01 The Board of Directors shall not have the power to alter, amend or repeal these Bylaws or adopt any new Bylaws. Amendments to the bylaws may be made only in the following manner: Proposed amendments must be presented in writing to the President. An amendment may be presented by any voting member or officer of the LBBA. The voting membership must be notified

per notification procedures within two weeks of the next regular or special meeting that an amendment to the bylaws will be proposed at that meeting. The proposed amendment shall become an amendment to the bylaws upon acceptance by a 2/3 majority vote of the members present. Any amendments to the bylaws adopted by the membership shall not be altered, amended, or repealed by the Board of Directors. In no way shall an amendment to the bylaws violate the definition of bylaws as defined in the Lanier Band Boosters Association, Inc. Articles of Incorporation.

Article VIII. INDEMNITY

Section 8.01 The Corporation, d/b/a Lanier Band Boosters Association, Inc., shall indemnify, to the fullest extent permitted by the Georgia Nonprofit Corporation Code and, if applicable, Section 4941 of the Internal Revenue Code of 1986, as amended, any individual made a party to a proceeding because such individual is or was a director or officer of the Corporation against liability incurred in the proceeding, if such individual conducted himself or herself in good faith, and (1) in the case of conduct in her or her official capacity, reasonably believed his or her conduct was in the best interests of the Corporation, (2) in all other cases, reasonably believed that his or her conduct was at least not opposed to the best interests of the Corporation, and (3) in the case of a criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Article IX. BYLAW EFFECTIVE DATES

Section 9.01 LBBA Bylaws are effective immediately upon approval by the general membership.

Original Approval Date:

Latest Revision Date:

Attestation:

President

Secretary