

BYLAWS

The GEORGIA PICK & BOW TRADITIONAL MUSIC SCHOOL, INC. seeks to preserve the roots music of Appalachia by teaching youths to play and sing in the old-time and bluegrass tradition by offering affordable music lessons, including how to play traditional instruments in the old-time and bluegrass tradition, and by generating the necessary funds to sustain this educational experience.

ARTICLE ONE

- 1.1 Name:** The name of the Corporation is GEORGIA PICK & BOW TRADITIONAL MUSIC SCHOOL, INC., also known as Georgia Pick & Bow or Pick & Bow.
- 1.2 Addresses:** The initial address of the registered office and agent, Douglas A. Singleton, is 852 Rocktree Road, Dahlonega, Georgia 30533. The Corporation shall at all times maintain a registered office in the State of Georgia and a registered agent at that address. The Corporation may change its registered office or its registered agent from time-to-time in the manner required by law.
- 1.3 Non-Profit and Tax-Exempt Status:** The Corporation is organized as a nonprofit Corporation under the Georgia Non-Profit Corporation Code, O.C.G.A. §14-3-101 et seq., and is recognized as a tax-exempt organization under Sec. 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- 1.4 Members:** The Corporation shall not have members.

ARTICLE TWO

MANAGEMENT OF CORPORATION

2.1 The Board of Directors. The activities and property of the Corporation shall be managed and controlled by a Board of Directors (the "Board"). The Board shall be governed in all its proceedings by Roberts' Rules of Order, latest edition. The directors shall be elected annually as provided hereinafter. The directors of the Corporation, to the greatest extent allowed by law, shall serve without exposure of personal liability for their actions. This shall not, however, relieve any director for conduct which is willful, wanton, or grossly negligent. The Corporation shall have no members or shareholders and shall be a public benefit Corporation.

2.2 Prohibition Against Sharing in Earnings. The Corporation, or any other private individual, shall not receive at any time any of the net earnings or pecuniary

profit from the operations of the Corporation, provided that this shall not prevent payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Board of Directors of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed locally in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to a local charitable, religious, scientific, literary, or educational organization or organizations which would then qualify under the provisions of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code and its Regulations as they now exist or as such may be amended, or to the federal, state, or local government for exclusively public purposes.

2.3 Exempt Activities. Notwithstanding any other provision of these bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as such may be amended. Furthermore, the Corporation shall not as a substantial part of its activities attempt to influence legislation, carry on propaganda or otherwise attempt to influence legislation except to the extent permitted by Section 501(h) of the Internal Revenue Code.

ARTICLE THREE

Board of Directors

3.1 General Powers: All corporate powers shall be exercised by or under the authority of and the affairs of the Corporation shall be managed under the direction of the Board of Directors in accordance with these Bylaws.

3.2 Qualifications: Members of the Board of Directors must be residents of the State of Georgia. Directors are required to be of legal age and shall be selected without discrimination as to race, creed, color, religion, gender, disability, or national origin.

3.3 Number and Term of Office: The number of Directors shall not be less than seven (7) nor more than eleven (11), the precise number to be designated from time-to-time by resolution of a majority of the entire Board of Directors. Directors shall hold office for a term of three (3) years. The Directors may serve

for a period of no more than two (2) consecutive terms of three (3) years or until the next annual meeting of the Board of Directors and until their successors have been elected and have qualified.

- 3.4 Election of Directors:** Except as provided in Section 3.7, below, Directors shall be elected by the Board of Directors at its annual meeting and/or any other time during a regular or specially called board meeting. Those persons who receive a majority of the votes cast shall be deemed to have been elected. If any Director then holding office so demands, the election of the Directors shall be by secret ballot.
- 3.5 Resignation of Directors:** A Director may resign by delivering written notice to the Board of Directors, President, or Secretary of the Corporation. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.
- 3.6 Removal of Directors:** A Director may be removed by the affirmative vote of a majority of the Directors then in office.
- 3.7 Vacancies:** If a vacancy occurs in the Board of Directors, through death, resignation, disqualification, removal, or other cause, the remaining Directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant. Such election shall be conducted pursuant to the procedure set out in Section 2.3 above.

Similarly, and in the event of the number of the Directors being increased as provided in these Bylaws, the additional Directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until the end of their subsequent term.

- 3.9 Compensation for Board of Directors:** Members of the Board of Directors shall not receive compensation for their services.

ARTICLE FOUR

Meetings of Directors

- 4.1 Place of Meetings:** The Board of Directors may hold their meetings and keep the books of the Corporation at such place or places as they may from time-to-time determine by resolution or by written consent of all of the Directors.
- 4.2 Voting Procedures:** Each member of the Board of Directors will be entitled to

one (1) vote.

- 4.3 Annual Meeting:** The annual meeting of the Board of Directors, for the purpose of electing Directors, appointing Officers, approving a budget for the year, and transacting other business, shall be held at a pre-designated place and time, in February of each year, or at such other time as the Board of Directors may determine.
- 4.4 Regular Meetings:** Additional regular meetings by the Board of Directors shall be held monthly or as needed at a pre-designated place and time or at such other times and places as the Board of Directors may determine.
- 4.5 Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the President or 20 percent of the Directors then in office.
- 4.6 Notice of Meetings:** Regular meetings of the Board of Directors may be held without notice if the date, time, and place of the meeting has previously been fixed by the Board; otherwise, the regular meetings must be preceded by at least two (2) days notice to each Director of the date, time, and place. Special meetings of the Board of Directors must be preceded by at least twenty-four (24) hours notice to each Director of the date, time, and place, and purpose of the meeting. Notice required by the foregoing provisions will be by electronic notice.

However, any Board action to remove a Director or to approve a matter that would require approval by the Directors shall not be valid unless each Director is given at least seven (7) days written/electronic notice that the matter will be voted upon at a Director's meeting or unless notice is waived pursuant to Section 4.7 below. Written notice is effective at the earliest of the following:

- (A) when received (either through the United States mail or electronic communication such as email, fax, etc.);
- (B) five (5) days after it is deposited in the United States mail, as evidenced by the postmark, if mailed correctly addressed, with first-class postage affixed;
- (C) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
- (D) thirty (30) days after it is deposited in the United States mail, as evidenced by the postmark, if mailed correctly addressed, and with other than first-class, registered, or certified postage affixed. Written notice is correctly addressed to a Director if addressed to the Director's address shown on the Corporation's current list of Directors.

- 4.7 Waiver of Notice:** A Director may at any time waive any notice required by law or these Bylaws. Except as hereinafter provided in this section, the waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or the corporate records. A Director's attendance at or participation in the meeting waives any required notice of the meeting unless the Director upon arriving at the meeting or prior to the vote on the matter not noticed in conformity with law or these Bylaws objects to a lack of notice and does not thereafter vote for or assent to the objected action.
- 4.8 Quorum:** A quorum of the Board of Directors consists of 50 percent of the Directors in office immediately before a meeting begins.
- 4.9 Manner of Acting:** 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 vote of a greater number of Directors is required by law or these Bylaws.
- 4.10 Presumption of Assent:** A Director of the Corporation who is present at a meeting of the Board of Directors or committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:
- (A)** Such Director objects at the beginning of the meeting or promptly upon arrival to holding it or transacting business at the meeting;
 - (B)** Such Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
 - (C)** Such Director delivers written notice of dissent or abstention to the presiding Officer of the meeting before adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.
- 4.11 Action without Meeting:** Action required by or permitted by law or by these Bylaws to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all of the duly elected and qualified Directors of the Corporation. The action must be evidenced by one or more written consent(s) describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this section via mail or electronic means has the effect of a meeting vote and may be described as such in any document.

ARTICLE FIVE

Officers

- 5.1 Number:** The Officers of the Corporation shall consist of a President, Vice President, Secretary, and a Treasurer. No more than one (1) of the four (4) principal offices may be held by the same person.
- 5.2 Election and Term:** The principal Officers of the Corporation shall be elected by the Board of Directors at its annual meeting. Those persons who receive a majority of the votes cast shall be deemed to have been elected. All nominees for the four (4) principal offices must be members of the Board of Directors. Each Officer shall hold office for a period of one (1) year, or until such Officer's successor is elected and qualifies. A vacancy occurring in a position of Officer of the Corporation may be filled at any time by the Board of Directors. The term of an Officer elected to fill a vacancy shall expire at the end of the unexpired term that such officer is filling.
- 5.3 Resignation and Removal:** An officer may resign at any time by delivering written notice to the Corporation. A resignation is effective when the notice is received unless the notice specifies a future effective date. If a resignation is made effective at a future date and the Board of Directors accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. Any officer may be removed for cause by the affirmative vote of a majority of the Directors then in office.
- 5.4 Contract Rights of Officers:** The appointment of an Officer does not in itself create contract rights. An officer's removal 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.
- 5.5 President:** The President shall be the Principal Executive Officer of the Corporation. The President may sign, with the Secretary or any other proper Officer of the Corporation also authorized by the Board of Directors, any deeds, leases, mortgages, bonds, contracts, or other instruments which lawfully may be executed on behalf of the Corporation, except where the signing and execution thereof expressly shall be delegated by the Board of Directors to some other officer or agent of the Corporation, or where required by law to be otherwise signed and executed. In addition, the President may sign checks, drafts, and other orders to pay debts issued in the name of the Corporation and prepare, or cause to be prepared, reports and documentation to be filed with state and federal agencies. The President shall preside at all meetings of the Board of Directors. The President shall give, or cause to be given, notice of all scheduled and called board meetings. The President shall vote at a Board meeting only to break a tie vote. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed from time-to-time

by the Board of Directors.

5.6 Vice President: The Vice President shall act in the place of the President in the event the President shall be unable to serve as President. The Vice President shall have the same duties and responsibilities as the President whenever serving in such capacity. The Vice President's duties shall also include assisting the President in any way the President deems necessary. In addition, the Vice President may sign checks in the absence of the Treasurer.

5.7 Secretary: The Secretary shall:

- (A) Cause to be prepared the minutes of all meetings of the Board of Directors;
- (B) Maintain a current list of names and contact information of the Board of Directors;
- (C) Authenticate records of the Corporation when requested to do so;
- (D) Give all notices required by law and by these Bylaws;
- (E) Have general charge of the corporate books and records and of the Corporate seal, and affix the Corporate seal to any lawfully executed instrument requiring it;
- (F) Sign each instrument as may require such signature;
- (G) Cause such corporate reports as may be required by state law to be prepared and filed in a timely manner; and
- (H) In general, perform all duties incident to the Office of Secretary and such other duties as may be assigned from time-to-time by the President and/or the Board of Directors.

5.8 Treasurer: The Treasurer shall:

- (A) Have custody of all funds and securities belonging to the Corporation and receive, deposit, or disburse the same under the direction of the Board of Directors;
- (B) Be authorized to sign checks on behalf of the Corporation;
- (C) Keep full and accurate accounts of the finances of the Corporation and books specifically provided for that purpose, including program income and expenses;

- (D) Present a financial report to the Board of Directors monthly;
- (E) Cause such returns, reports, and/or schedules as may be required by the Internal Revenue Service and the State of Georgia taxing authorities to be prepared and filed in a timely manner;
- (F) Cause a true balance of the Corporation as of the close of each fiscal year and true statements of activity, functional expenses, and cash flows for such fiscal year, all in reasonable detail, to be prepared and submitted to the Board of Directors; and
- (G) In general, perform all duties incident to the Office of Treasurer and such other duties as may be assigned from time-to-time by the President and/or the Board of Directors.

5.9 Compensation for Officers: The principal and assisting Officers of the Corporation described in the foregoing sections shall not be compensated for their services.

5.10 Administrative Director: The Board of Directors may appoint an Administrative Director, who shall have overall responsibility for the routine management of the affairs of the Corporation. The Administrative Director shall be a non-voting ex-officio member of the Board of Directors and present a report at each scheduled Board meeting. Duties of the Administrative Director shall include:

- (A) Coordinating the administrative aspects of the Corporation's program;
- (B) Representing the Corporation in the Community;
- (C) Plan, organize, evaluate and maintain records on all aspects of program operations including, but not limited to:
 - * Developing and maintaining a policy and procedures notebook;
 - * Maintaining the Library;
 - * Maintaining student records;
 - * Keeping up with the availability of Scholarships;
 - * Promoting and scheduling student and band performances (working with the Curriculum Director);

- * Making sure there are GBI background checks on all volunteers and Instructors;
 - * Maintaining communications with the Board of Directors, parents, Instructors, students, school officials, and the community at large;
- (D) Actively promote the Corporation's program, its mission and its fundraising activities;
- (E) Recruit new students;
- (F) Seek new venues for fostering public awareness of the Corporation through band performances and media exposure; and
- (G) In general, performing such other duties as may be assigned from time-to-time by the President and/or the Board of Directors, including attending all regular meetings of the Board of Directors and yearly reporting at annual meetings.

5.11 Compensation for the Administrative Director: The Board of Directors may approve compensation and benefits for the Administrative Director. The Administrative Director may not be elected to serve on the Board of Directors.

5.12 Curriculum Director: The Board of Directors may appoint a Curriculum Director, who shall oversee the delivery of the curriculum approved by the Board of Directors through supervision, observation, and evaluation of the Site Coordinators and Instructors. The Curriculum Director can be a member of the Board of Directors and shall present a report at each scheduled Board meeting. Duties of the Curriculum Director shall include:

- (A) Make curriculum recommendations;
- (B) Oversee Instrument inventory;
- (C) Make sure there is someone to plan and lead jam sessions;
- (D) Actively promote the Corporation's music program, its mission and its fundraising activities; and
- (E) Promote and schedule student and band performances (working with the Administrative Director).

5.13 Compensation for the Curriculum Director: The Board of Directors may approve compensation and benefits for the Curriculum Director.

- 5.14 Site Coordinators:** Subject to the approval of the Board of Directors, the Curriculum Director shall appoint a Site Coordinator for each teaching location. Duties of the Site Coordinators shall include:
- (A) Preparation of the teaching sites in accordance with class needs and school requirements;
 - (B) Maintain instructor and student attendance, progress records and instrument loan records;
 - (C) Plan and lead jam sessions; and
 - (D) Actively promote the Corporation’s program, its mission and its fundraising activities.
- 5.15 Compensation for Site Coordinators:** Site Coordinators may receive payments as detailed in their job description.
- 5.16 Instructors:** Subject to the approval of the Board of Directors, the Curriculum Director shall appoint Instructors for each teaching location. Duties of the Instructors shall include:
- (A) Teach the prescribed curriculum under the direction of the Curriculum Director and in accordance with his or her contract with the Corporation and the policies and procedures of the Corporation; and
 - (B) Actively promote the Corporation’s music program, its mission and its fundraising activities.
- 5.17 Compensation for Instructors:** Instructors may receive payments as detailed in their job description.

ARTICLE SIX

Corporation Seal

- 6.1 Seal:** The Seal of the Corporation shall be in such form as the Board of Directors may from time-to-time determine. If finding such Seal at any time is inconvenient, the written name of the Corporation followed by the word “SEAL” shall be deemed the Seal of the Corporation. The Seal shall be in the custody of the Secretary and affixed by him/her or by his/her assistant on all appropriate papers.

ARTICLE SEVEN

Committees

- 7.1** There shall be a Finance Committee and a Curriculum and Instruction Committee. The Board may appoint additional committees on an as-needed basis. Each committee shall report their activities regularly to the Board.
- 7.2 **Committee Chairs:**** Each committee shall have a committee chair. The President shall appoint each committee chair. Each chair shall serve for a period of one year, or for a time specified in the committee's charge, unless otherwise specified in these bylaws.
- 7.3 **Committee Members:**** Committees may be made up from members of the Board and others who are not members of the Board.
- 7.4 **Finance Committee:**** Duties of the Finance Committee shall include:
- (A)** Review the financial condition of the Corporation regularly and submit a report to the Board at each regular meeting;
 - (B)** Oversee fiscal policies;
 - (C)** Recommend an annual budget;
 - (D)** Be responsible for an annual financial audit; and
 - (E)** Suggest and coordinate fundraising activities.
- 7.5 **Curriculum and Instruction Committee:**** The Curriculum and Instruction Committee shall establish, maintain and evaluate a viable curriculum for the Corporation's program. This Committee shall include, but not be limited to, the Administrative and Curriculum Directors, a Board member, and an Instructor.

ARTICLE EIGHT

General Provisions

- 8.1 **Amendments:**** The Bylaws may be amended or repealed and new Bylaws may be adopted by the Board of Directors. The Corporation shall provide at least seven (7) days written notice of any meeting of Directors at which an amendment is to be approved, unless that notice is waived pursuant to Section 4.7, above. The notice must state that the purpose or one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and will be accompanied by a

copy or summary of the amendment or state the general nature of the amendment. Any amendment must be approved by a majority of the Directors in office at the time the amendment is adopted.

8.2 Fiscal Year: The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

8.3 Financial Reports: The books of the Corporation shall be closed as of the end of each fiscal year and financial statements shall be prepared and submitted to the Board of Directors. At the discretion of the Board of Directors, the Corporation may engage an independent certified public accountant to audit or review the financial statements.

8.4 Corporate Minutes and Records: The Corporation shall keep as permanent records, minutes of all the meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and all recommendations made by any Committee. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time. The Corporation shall keep a copy of the following records at its principal office:

(A) Its Articles of Incorporation, or restated Articles of Incorporation, and all amendments to them currently in effect;

(B) Its Bylaws, or restated Bylaws, and all amendments to them currently in effect;

(C) A list of the names and business and/or home addresses of its current Directors and Officers; and

(D) Its most recent annual report delivered to the Secretary of State as required by the Georgia Non-Profit Corporation Code. The minutes and records described above shall be made available for inspection by current Directors of the Corporation during normal business hours. In addition, to the extent required by applicable law, the Corporation shall make available for inspection during regular business hours, by any individual, copies of:

* Any application filed with and any letter or other document issued by the Internal Revenue Service with respect to the tax-exempt status of the Corporation; and

* The annual returns filed with the Internal Revenue Service for the three (3) most current years provided that the names and addresses of contributors to the Corporation may be confidential.

- 8.5 Investments:** The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors without being restricted to the class of investments which a Director or Trustee is or may hereafter be permitted by law to make or any similar restrictions; provided, that no action shall be taken by or on behalf of the Corporation if such action is a forbidden activity or would result in the denial of tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- 8.6 Checks and Drafts:** All checks, drafts, or other orders for the payment of money issued in the name of the Corporation shall be signed by such designated Officer or Officers, agent or agents of the Corporation, as authorized in Article Five.
- 8.7 No Loans to or Guaranties for Directors:** The Corporation may not lend money to or guaranty the obligation of a Director or Officer of the Corporation, but the fact that a loan or a guarantee is made in violation of this Section does not affect the borrower's liability on the loan.
- 8.8 Indemnification:** The Corporation shall, to the extent legally permissible, indemnify each person who may serve at any time as an Officer, member of the Board, or instructor of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided, however, that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the corporation; and further provided that any compromise payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

As a condition of such right of indemnification, the Corporation may require that it is permitted to participate in the defense of any such action or proceeding through legal counsel designated by the Corporation and at the expense of the Corporation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and instructors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or instructor under this Article shall apply to such officer, director, or instructor with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

- 8.9** The Corporation may purchase and maintain insurance on behalf of any such person whether or not the Corporation would have the power to indemnify such Officers and Directors against any liability under the Georgia Non-Profit Corporation Code. If any expenses or other amounts are paid by way of indemnification other than by Court Order or by an insurance carrier, the Corporation shall provide notice of such payment to the members in accordance with Section 4.6 of these Bylaws.

Adopted: January 19, 2016