

WESTFIELD HIGH SCHOOL CHORAL BOOSTERS, INC.

BYLAWS

ARTICLE 1 Name and Corporate Offices

- Section 1.1** Name. The name of the organization, association, or corporation shall be the Westfield High School Choral Boosters, Inc.; hereinafter referred to as the "Choral Boosters."
- Section 1.2** Principal Office. The principal office of the Westfield High School Choral Boosters shall be at Westfield High School, Chantilly, Virginia.

ARTICLE 2 Purpose

The purpose of the Choral Boosters shall be to promote and encourage community/area support of the Westfield High School Choral Program, to provide financial assistance and services for the Choral Program, to aid in the development of student interest, to promote student leadership and responsibility, to act as a liaison between the Choral Program and the parents and community, to plan and carry out fundraising for support of activities and projects of the Choral Program, to provide scholarships to Choral students at the discretion of the Board of Directors, and to engage in any appropriate activity to support the choral Program at Westfield High School.

ARTICLE 3 Governance

Under the provisions specified in these Bylaws, the Choral Boosters shall be governed by the elected officers, comprising the Board of Directors, the membership, and the Choral Director.

ARTICLE 4 Membership

- Section 4.1** The membership of the choral Boosters shall consist of all persons having an interest in the Choral program at Westfield High School.
- Section 4.2** Membership in the Choral Boosters shall be for a one (1) year period. Annual dues and membership levels shall be established by the Board of Directors.
- Section 4.3** Members in good standing shall be eligible to participate in Choral Boosters meetings, elect the officers of the Choral Boosters, and serve in any of the appointive or elective positions of the organization as provided for in these Bylaws.

Section 4.4 Membership shall be of one (1) type: Regular membership. Regular membership is available to individual persons or family units. Each family shall be entitled to one (1) vote in official meetings of the membership.

ARTICLE 5 Board of Directors

The Board of Directors shall consist of the principal officers elected by the membership in the manner prescribed hereinafter and the Choral Director.

ARTICLE 6 Officers

Section 6.1 **Number.** The principal officers shall consist of a President, a Vice President, a Treasurer, and a Secretary. There may also be such other subordinate officers and assistant officers and agents as may be deemed necessary and elected or appointed by the Board of Directors or a Board Committee, or chosen in such other manner as may be prescribed by the Bylaws.

Section 6.2 **General Authority and Duties.** All officers and agents of the Choral Boosters, as between themselves and the membership, shall have such authority and perform such duties in the management of the Choral Boosters as may be provided in the Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with the Bylaws.

Section 6.3 **Election, Term of Office, and Qualifications.** The principal officers shall be elected by the members in the manner prescribed herein. Any subordinate officers and assistant officers shall be appointed by the Board of Directors.

Section 6.4 **Removal.** An officer or agent may be removed, with or without cause, at any time by a majority vote of the Board of Directors.

Section 6.5 **Resignations.** Any officer or agent may resign at any time by delivering notice to the Board of Directors. The resignation shall take effect upon delivery unless the notice specifies a later effective date and such later effective date is accepted by the Board of Directors.

Section 6.6 **Vacancies.** Any vacancy in any office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term by a majority vote of the remaining members of the Board of Directors.

Section 6.7 **Compensation.** No officer or other member shall be compensated for services to the Choral Boosters, but may be reimbursed for approved expenditures made on behalf of the Choral Program.

Section 6.8 Re-election. Any officer may be re-elected to fill the same or any other office.

ARTICLE 7 Elections

Section 7.1 Nominations. A nominating committee shall be appointed by the Board of Directors at their meeting in April. Candidates for all principal offices will be presented at a general membership meeting in June and the election of such officers will take place at that meeting. Nominations for the board of Directors may also be made from the floor at the general membership meeting, providing the nominee is a Booster member in good standing, is present, and consents to the nomination. All new principal officers will assume their duties on July 1.

Section 7.2 Eligibility. Any member who is a parent or guardian of any child who participates in any Westfield High Chorus as part of the Choral Program may serve as an officer.

Section 7.3 Election Procedure. A majority vote of the members present shall constitute an election.

ARTICLE 8 Duties of Officers

Section 8.1 President. The President of the Choral Boosters shall:

- a. Be the principal executive officer of the Choral Boosters with primary authority in all areas and, subject to the Board of Directors, shall supervise and control the management of the Choral Boosters in accordance with these Bylaws.
- b. Be vested with the customary powers of the office.
- c. Preside at all membership meetings of the Boosters and the Board of Directors.
- d. Recommend the Chairperson(s) for all committees for approval by the Board of Directors.
- e. Serve as ex-officio member of all committees, except the Nominations Committee.
- f. Coordinate the work of the officers and committees so that the objectives and goals of the Choral Boosters may be achieved.
- g. Provide an agenda for each meeting with input from the Board of Directors.
- h. Communicate any activities to the Board of Directors.
- i. Have the power to approve check requests and account transfers, with the consent of the Choral Director.
- j. Approve personal reimbursements.
- k. Have signatory authority to any bank accounts.
- l. Prepare with the Choral Director an annual budget to be presented for approval by the Board of Directors prior to beginning of the budget's fiscal year.
- m. Act as liaison to the Westfield High School PTSA or any other organization representative of the Westfield High School faculty, administration, parents, or students.
- n. Monitor all financial accounts.

- Section 8.2** **Vice President.** The Vice President of the Choral Boosters shall:
- a. Be vested with the customary powers of the office of the President in the absence or inability to act of the President.
 - b. Provide support to the Board of Directors in whatever manner is deemed necessary.
 - c. Maintain the list of Choral Booster memberships.
 - d. Verify each month all financial and bank balances of the Choral Boosters.
 - e. Act as secondary back-up for the Secretary in preparing minutes of all Board of Directors meetings and general membership meeting.
- Section 8.3** **Treasurer.** The Treasurer of the Choral Booster shall:
- a. Have custody of all funds, securities, and assets belonging to the Choral Boosters and shall receive, deposit, or disburse the same under the direction of the Board of Directors.
 - b. Have custody and power of signature of all funds of the organization.
 - c. Have authority for payment of all obligations as set forth in the annual budget.
 - d. Monitor the fact that no check can be made "payable to" the person or persons signing the check.
 - e. Keep an accurate record of all receipts and disbursements, showing each activity separately.
 - f. Establish all accounts as directed by the Board of Directors.
 - g. Make prompt payment for all Booster liabilities.
 - h. Provide the most recent bank statements and associated Choral Booster financial reports at each monthly Booster meeting and request that a non-signatory Board member review and sign the bank statement to verify that it matches the Choral Boosters financial records, as provided for in Section 8.2 (d) of the Bylaws.
 - i. Be responsible for filing all required reports with the Commonwealth of Virginia and the Internal Revenue Service.
- Section 8.4** **Secretary.** The Secretary of the Choral Boosters shall:
- a. Have the primary responsibility for preparing and maintaining custody of minutes of all Board of Directors meetings and general membership meetings and for authenticating records of the Choral Boosters.
 - b. Provide copies of the minutes to the Board of Directors for approval before the next meeting.
 - c. Provide notice of all meetings to the appropriate members.
 - d. Prepare correspondence of the Boosters and to the Boosters as requested by the Board of Directors.
 - e. Maintain an official record book with minutes, correspondence, Treasurer's reports, current Bylaws and amendments, and other documents at the request of the Board of Directors.
 - f. Perform duties that customarily pertain to the office of Secretary.

Section 8.5 **Additional Officers.** The Board of Directors, the President, or such other officer authorized by the Board of Directors, may appoint such other officers and agents, with such powers and duties as they or any of them shall deem necessary. Any such other officers or agents shall hold office at the pleasure of the Board of Directors.

ARTICLE 9 Finance

Section 9.1 **Specific Accounting Procedures or Conventions.** The Choral Boosters shall keep its books in accordance with a specific method of accounting for tax and financial purposes to be determined by the Board of Directors. Funds are to be deposited in a bank approved by the Board of Directors and may be withdrawn on the signature of two (2) of the following officers: President, Treasurer, and Choral Director.

Section 9.2 **Designation of Fiscal Year.** The Choral Boosters shall operate on a fiscal year that begins on July 1 and ends on June 30.

Section 9.3 **Financial Statements.** The Choral Boosters shall prepare, on an annual basis, financial statements which include a balance sheet as of the end of the fiscal year, an income statement for that year, an inventory of all physical assets as required for any tax filings, and a budget for the following year.

Section 9.4 **Bonding and Liability.** The Treasurer of the Choral Boosters must be bonded in an amount set by the Board of Directors. The fee for the bond is to be paid by the Choral Boosters. All members of the Board of Directors must be covered by a liability insurance policy in an amount to be determined by the Board of Directors. The fees for any insurance policies are to be paid by the Choral Boosters.

ARTICLE 10 Keeping of Books and Records

The Choral Boosters shall keep, as permanent record, minutes of all meetings of the members and Board of Directors, a record of all actions taken by the members of the Board of Directors without a meeting, and a record of all actions taken by a Committee of the Board of Directors in place of the Board of Directors on behalf of the Choral Boosters.

ARTICLE 11 Directors Meetings

Section 11.1 **Regular Meetings.** The Board of Directors shall meet not less than every other month, at a time and place that shall be determined by the Board of Directors.

Section 11.2 **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of any member of the Board of Directors.

Section 11.3 **Notice.** Regular meetings of the board of Directors may be held without written or official notice of the date, time, place, or purpose of the meeting.

The person or persons calling a special meeting of the Board of Directors shall, at least five (5) days before the meeting, give written notice thereof delivered by means of facsimile or email to the address provided to the Board of Directors. Such notice need not describe the purpose for which the meeting is called.

Attendance by a board member at a meeting shall constitute a waiver of notice of such meeting unless the board member, at the beginning of the meeting or promptly upon arrival, objects to the holding of the meeting or transacting business at the meeting and does not, thereafter, vote or assent to action taken at the meeting.

Section 11.4 **Quorum.** A majority of the board members in office when the meeting is held shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11.5 **Voting Procedures.** Except as otherwise provided by the Bylaws, an affirmative vote of a majority of the board members present at a meeting at which there is a quorum shall be the act of the Board of Directors.

Section 11.6 **Action Without a Meeting.** Any action may be taken by email or facsimile without a meeting if all board members are notified of the proposed actions and have an opportunity to comment or vote. The result of any such vote shall be filed with the minutes of the proceedings of the Board.

ARTICLE 12 Board Committees

Section 12.1 **Membership.** The Board of Directors, by resolution adopted by a majority of the Board of Directors in office when the action is taken, may create committees. The Board of Directors shall have the power at any time to increase or decrease the number of members of a committee, to fill vacancies on it, to remove any member of it, and to change its functions or terminate its existence.

Section 12.2 **Authority.** A committee shall have and may exercise all authority delegated to it in the resolution of the Board of Directors in creating such committee. A committee may formulate and recommend to the Board of Directors for approval general policies regarding the management of business and affairs of the Choral Boosters.

ARTICLE 13 Contracts, Loans, Checks, and Deposits

- Section 13.1** Contracts. The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver a product or service directly related to the Choral Program on behalf of the Choral Boosters, and such authority may be general or confined to specific instances.
- Section 11.2** Loans. No loans shall be contracted on behalf of the Choral Boosters and no evidence of indebtedness shall be issued in its name.
- Section 13.3** Checks and Drafts. The Board of Directors shall authorize officers to sign checks or drafts on such account or accounts as shall be established by the Choral Boosters. Any such authorization (i) shall be by a duly adopted resolution of the Board of Directors and (ii) shall require the signature of two (2) officers on any check or draft *over \$500.00*.

ARTICLE 14 General Provisions

- Section 14.1** Amendment to Bylaws. Except as otherwise provided herein, these Bylaws may be amended or repealed and new bylaws may be adopted by a majority of the Board of Directors. The Board of Directors shall have no power to adopt a bylaw which:
- a. Requires more than a majority of members for a quorum at a meeting of members or changes the percentage vote required for action by the members on a matter;
 - b. Provides for the management of the Choral Boosters otherwise than by the Board of Directors or a committee; or
 - c. Increases or decreases the number of members of the Board of Directors.

ARTICLE 15 Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee 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 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 or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

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 such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This indemnification agreement shall not have any effect upon an insurance coverage that may be in place for acts which may be subject to indemnification under this Article. To the extent that insurance coverage is available from any source for the acts at issue, compensation through insurance coverage shall be pursued prior to indemnification under this Article, and indemnification shall be limited to any amount not covered by insurance.

ARTICLE 16 Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Original Bylaws approved by the General Membership on _____.

Amended and Restated Bylaws approved by the Board of Directors on August 13, 2012.