

# Freedom High School Band Boosters Association Bylaws

## **ARTICLE ONE: Name**

The name of this organization is the Freedom High School Band Boosters Association, hereinafter referred to as the Band Boosters or the Association.

## **ARTICLE TWO: Definition of Bylaws**

These bylaws constitute the code of rules adopted by the Band Boosters for the regulation and management of its affairs. They are adopted consistent with the Articles of Incorporation to be filed with the Virginia State Corporation Commission and the purposes envisioned under Section 501(c)(3) of the Internal Revenue Service Code as in effect or herein after amended.

## **ARTICLE THREE: Purpose**

The Association is formed for the following educational purposes: 1) To promote, support, and create interest and participation in the Freedom High School band program among the students, parents, faculty, and community-at-large, and 2) To support the band program of Freedom High School by raising funds to be used for purchases to help provide a quality educational program and to enable student participation in music competitions through scholarships and grants.

## **ARTICLE FOUR: Policies**

**Section 1** - The Association shall:

1. Promote the involvement of parents in band-oriented activities;
2. Provide the opportunity to raise supplemental funds for needs of the band that are not budgeted or paid for by the school or school district;
3. Cooperate with the Freedom High School administrators and instructors to promote the band and the education of band students. The Association may take no action which conflicts with school policy;
4. Be nonprofit, noncommercial, nonsectarian, and nonpartisan;
5. Have no authority to direct a band director in any of his/her duties.

**Section 2** - No individual is authorized to obligate the Association in any manner, financially, or otherwise, without the prior approval of the Executive Committee.

**Section 3** - The raising of funds will be through voluntary contributions and projects developed by the Association.

**Section 4** - Purchases of band equipment by the Association will be donated to the Freedom High School Band.

**Section 5** - All fundraising projects that are developed and initiated will benefit the band and be used in a way determined by the Association with the advice and consent of the Freedom High School Band Director.

## **ARTICLE FIVE: Membership and Dues**

**Section 1** - Qualifications. Membership shall be extended to any parent or guardian of a registered band student or color guard participant at Freedom High School.

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**Section 2** - Duration. Membership shall commence upon the first day of school and will terminate on Labor Day of the following calendar year. New members may join the Association at any time. Membership in the Association is nontransferable and non-assignable.

**Section 3** - Voting. Each member will have one vote and will have the power to cast it upon any and all occasions that require a vote of the membership to be taken. All members may participate in the voting process, hold elective office, serve as a committee chair, and serve on committees.

**Section 4** - Non-Liability for Debts. No member shall be liable or responsible for any debts or liabilities of the Association. The private property of the members shall be exempt from execution or liability for any debt of the Association.

**Section 5** - Dues and Assessments. The Executive Committee, at its discretion, may levy dues and assessments on the members of the Association.

### **ARTICLE SIX: Meetings of Members**

**Section 1** - Regular meetings of the membership will be held on the second Monday of every month at 7:00PM in the Freedom High School Band Room. Any necessary change in the meeting time or place shall be as designated by Resolution of the Executive Committee and will be announced at the previous regularly scheduled meeting, posted on the website and sent to the last known valid e-mail or similar address of each member of record.

**Section 2** - Special Meetings. A special meeting of the Association may be called by the President, by any two Executive Committee members requesting it, or by five percent (but at least three in numbers) of the members on record at any time and place named in the call, by giving five days notice by e-mail, by similar manner calculated to reach the recipient, or by written notice, sent to the last known valid e-mail or similar address of each member of record stating the purpose of the meeting.

**Section 3** - Quorum. A quorum shall be defined as members present at a meeting, but not less than a majority of the voting members of the Executive Committee.

### **ARTICLE SEVEN: Officers**

**Section 1** - Membership. The Executive Committee shall consist of six members elected by and from the members of the Band Boosters, and the Band Director at Freedom High School. The elected Executive Committee shall consist of a President, three Vice-Presidents, a Secretary, and a Treasurer. The Band Director at Freedom High School shall be an ex officio, non-voting member of the Executive Committee.

**Section 2** - General Powers. The business and affairs of the Association shall be managed by the Executive Committee at any regular or special meeting. The Executive Committee shall have in addition to such powers as are hereinafter expressly conferred upon it, all of the powers of the Association except such as are by law, the Articles of Incorporation or these bylaws conferred upon or reserved to the members.

**Section 3** - Special Powers. The Executive Committee shall have the power to purchase or otherwise acquire property, rights, or privileges for the Association, which the Association has power to take, at such prices and on such terms as the Executive Committee may deem proper; to pay for such property, rights, or privileges in whole or in part with money, securities or property of the Association; to create,

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make and issue mortgages, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgages or otherwise and to do every other act and thing necessary to effectuate the same.

**Section 4** - Plan of Work. The Executive Committee shall prepare and submit to the membership, by the first meeting of the school year, a Plan of Work for the coming year.

**Section 5** - Budget. The Executive Committee shall prepare and submit the budget to the membership for approval at the first meeting of the school year.

**Section 6** - Compensation. The Executive Committee members shall not receive any salary or payment for their services to the Association.

**Section 7** - Nomination for Executive Committee Membership. A nominating committee shall be appointed by the Executive Committee at the October general meeting. The nominating committee will present candidates for all Executive Committee positions at the November general meeting. Nominations can be made from the floor at the general meeting, providing that the nominee is a member in good standing, is present, and consents to the nomination.

**Section 8** - Elections. The Executive Committee members shall be elected by ballot at the December general meeting. However, if there is but one nominee for any position, the election for that position may be made by voice vote.

1. A majority vote of the members present shall constitute an election.
2. Newly elected Board members will assume office at the January meeting.
3. The term of office will be one (1) year. No Executive Committee member may serve in the same office for more than three (3) consecutive years.
4. No individual shall hold more than one office concurrently.

**Section 9** - Vacancies:

1. A vacancy occurring in any Executive Committee position shall be filled for the unexpired term by a person elected by majority vote of the remaining members of the Executive Committee. Vacancies shall be filled within two months.
2. In case of a vacancy occurring in the office of President, one of the Vice-Presidents shall be elected by majority vote of the remaining members of the Executive Committee to serve temporarily until such time as a new election is held. The new election shall be held within two months.
3. Any Board member who is absent for two (2) consecutive meetings without notifying the President prior to the meetings, shall be replaced. Such absence shall vacate the office and the vacancy shall be filled as soon as possible by the Executive Committee.

**Section 10** - Removal of Officers and Agents by Executive Committee. Any officer or agent elected or appointed by the Executive Committee may be removed by the Executive Committee whenever in its judgment the best interests of the Association will be served thereby.

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### ARTICLE EIGHT: Duties of the Executive Committee

#### **Section 1** - President:

1. Be the principal executive officer of the Band Boosters with primary authority in all areas and, subject to the Executive Committee, shall supervise and control the management of the Band Boosters in accordance with these bylaws.
2. Recommend the chairperson of all committees for election by the Executive Committee.
3. Serve as a member ex-officio of all committees except the nominating committee.
4. Prepare the annual Plan of Work for review by the Executive Committee and presentation to the membership.
5. Provide an agenda for each regular, special and Executive Committee meeting of the association.
6. Preside over all regular, special and Executive Committee meetings of the Association.
7. Participate as a voting member of the Executive Committee.
8. Serve as the representative of the Band Boosters in Band Booster matters.
9. Serve as chairperson of the Executive Committee.
10. Serve as the official Association spokesperson. He/she shall represent the Association in dealing with school officials and the PTSA.
11. Monitor all financial accounts.

#### **Section 2** - Vice-President of Operations:

1. Serve as the liaison between the Band Director and Band Boosters, including assisting the director in daily operations of band programs as requested.
2. Participate as a voting member of the Executive Committee.
3. Perform duties of the President in the absence of or at the request of that officer.
4. Perform other duties as designated by the President.

#### **Section 3** - Vice-President of Logistics:

1. Manage the equipment and uniforms of the band program and transportation and movement of such, as requested by the Band Director.
2. Participate as a voting member of the Executive Committee.
3. Perform duties of the Vice-President of Operations in the absence of the Vice-President of Operations or at the direction of the President; or perform the duties of the President in the absence of both the President and the Vice-President of Operations or at the request of the President.
4. Perform other duties as designated by the President.

#### **Section 4** – Vice-President of Color Guard/Winter Guard

1. Serve as liaison between Color Guard/Winter Guard and Band Boosters.
2. Participate as a voting member of the Executive Committee.
3. Perform other duties as designated by President.

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### **Section 5** - Secretary:

1. Keep a written transcript of the proceedings of all regular, special, and executive meetings.
2. Participate as a voting member of the Board of Directors.
3. Present a brief summary (minutes) of the proceedings from the immediate past meeting at each new meeting. The report may be done either vocally or in print.
4. Keep a current copy of the bylaws on hand for reference at meetings.
5. Keep a copy of current membership, with voting rights, as appropriate.
6. Maintain and keep a current copy of any and all Standing Rules on hand for reference at meetings.
7. Maintain a file of all recordings, communications, and flyers.
8. Develop and maintain the Freedom High School Band Boosters Handbook.

### **Section 6** - Treasurer:

1. Prepare the budget for review by the Executive Committee and presentation to the membership.
2. Maintain custody of all funds, expending money only by check and as authorized by the Executive Committee.
3. Maintain checking and other accounts as needed at a local financial institution.
4. Make deposits of all income in the proper accounts as designated in the budget.
5. Maintain the non-profit status for the Association.
6. Maintain any needed business licenses for the Association.
7. Participate as a voting member of the Executive Committee.
8. Report at every meeting.
9. Maintain the books for the Association. The books of the treasurer shall be audited annually by an auditor or auditing committee, which, satisfied that the report is correct, shall sign a statement to that effect at the end of the report.
10. Prepare an annual report at the end of the fiscal year (July 1 - June 30). Included in this report shall be an itemization of expenses and profits from each fundraising activity.
11. Maintain the Band and Student accounts.

## **ARTICLE NINE: Meetings of Executive Committee**

**Section 1** - Regular Meetings. A regular meeting of the Executive Committee shall be held without notice, immediately after, and at the same place as, the meeting of the members.

**Section 2** - Special Meetings. Special meetings of the Executive Committee may be called by the President or any other Executive Committee member, at any time or place named in the call, by giving five days notice by e-mail, by similar manner calculated to reach the recipient, or by written notice, sent to the last known valid e-mail or similar address of each member of record stating the purpose of the meeting, or by mutual consent of all members of the Executive Committee.

**Section 3** - Quorum. A majority of the then members of the Executive Committee shall constitute a quorum, provided, that if less than such majority of the Executive Committee is present at said meeting, a majority of the Executive Committee present may adjourn the meeting from time to time; provided further, that the Secretary shall notify any absent Executive Committee members of the time and place of such adjourned meeting. The act of a majority of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Board.

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**Section 4** - Informal Action by Executive Committee. Any action required by law to be taken at a meeting of the members, or any action which may be taken at an Executive Committee meeting, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Executive Committee members entitled to vote with respect to the subject matter thereof.

### **ARTICLE TEN: Committees**

#### **Section 1** - Standing Committees

1. There shall be six (6) standing committees:
  - a. Membership & Volunteers - responsible for recruiting and maintaining an accurate list of members and volunteers, along with their interests and availability.
  - b. Fund Raising - responsible for developing the plan for raising funds to support the budget and manage fundraising programs.
  - c. Hospitality - responsible for organizing activities such as the hosting of visitors and providing refreshments for special association or band activities.
  - d. Publicity - responsible for submitting information pertaining to band activities and news to local radio and television stations and to the school and local newspapers. This committee will also maintain the band web page, arrange for appropriate photography of events and students, and inform parents of relevant news and information via e-mail.
  - e. Uniform - responsible for issue, fit and maintenance of all band uniforms. This committee will also maintain an accurate inventory of all band uniform items.
  - f. Chaperone - responsible for supervision of all chaperones in conjunction with the Band Director, and in accordance with Loudoun County School policy, including providing the required number of chaperones.
2. Each Standing Committee shall have a Chairperson elected by the Executive Committee.
3. The Chairperson will assemble the committee.
4. The Chairperson will report at every meeting.

#### **Section 2** - Special Committees

1. Special committees can be formed by the Executive Committee as required to accomplish special projects.
2. Each Special Committee shall have a Chairperson elected by the Executive Committee.
3. The Chairperson will assemble the committee.
4. The Chairperson will report at every meeting while the committee is in effect.
5. Special committees will be dissolved by the Executive Committee when:
  - a. The project is completed
  - b. The special committee is deemed no longer required by the Executive Committee.

#### **Section 3** - Vacancies

1. A vacancy occurring in a Chairperson position shall be filled for the unexpired term by a person nominated by the President and elected by majority vote of the Executive Committee. Vacancies shall be filled within two months.
2. Any Chairperson who is absent for two (2) consecutive membership meetings without notifying the President prior to the meetings, shall be replaced. Such absence shall vacate the office and the vacancy shall be filled as soon as possible in accordance with item 1 above.

### **ARTICLE ELEVEN: Financial Matters**

**Section 1** - Contracts. Except as otherwise provided in these Bylaws, the Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any

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instrument in the name and on behalf of the Association, and such authority may be general or confined to specific business.

**Section 2** - Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money and all notes, bonds or other evidence of indebtedness issued in the name of the Association shall be signed in the name of the Association by the Treasurer upon approval by at least one other officer.

**Section 3** - Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such bank or banks as the Executive Committee may select.

**Section 4** - Fiscal Year. The fiscal year of the Association shall begin on the first day of July of each and every year and shall end on the last day of June.

**Section 5** - Accounting System and Reports. The Executive Committee shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system, including reports.

**Section 6** - The financial records shall be audited during the last two weeks of the fiscal year by an auditor or audit committee selected by the Executive Committee.

### **ARTICLE TWELVE: Conflict of Interest**

Whenever an officer has a financial or personal interest in any matter coming before the Executive Committee, the affected person shall fully disclose the nature of the interest and 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 Executive Committee members determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosures, abstention, and rationale for approval.

### **ARTICLE THIRTEEN: Dissolution**

**Section 1** - In the event the Band Director and the Freedom High School Principal determine the Association is unable to fulfill its purposes the Band Director and Freedom High School Principal reserve the right to dissolve this Association.

**Section 2** - In the event of the dissolution of this Association, for any reason, assets shall be distributed to the Freedom High School Sports Booster Club or another private nonprofit Association exempt within the meaning of Section 501(c)(3) of the Internal Revenue Service Code and designated for the Freedom High School Band.

### **ARTICLE FOURTEEN: Miscellaneous**

**Section 1** - Waiver of Notice. Any member or officer may waive in writing any notice of a meeting required to be given by these By-Laws. The attendance of a member or officer at any meeting shall constitute a waiver of notice of such meeting by such member or officer, except in a case where a member or officer shall attend a meeting for the expressed purpose of objection to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

**Section 2** - Rules and Regulations. The Executive Committee shall have the power to make and adopt such rules and regulations, not inconsistent with the law, the Articles of Incorporation or these By-Laws, as is deemed advisable for the management of the business and affairs of the Association.

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**Section 3** - Rules of Order. The rules contained in The New Robert's Rules Of Order shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the Articles of Incorporation.

**Section 4** - Gifts. The Executive Committee may accept on behalf of the Association any contribution, gift bequest or devise for the general purpose or for any special purpose of the Association.

## **ARTICLE FIFTEEN: Amendments**

These Bylaws may be altered, amended or repealed by the affirmative vote of at least two-thirds of the Executive Committee present at any regular or special meetings, provided a quorum as provided in these bylaws be present and provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

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President

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Vice-President of Operations

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Vice-President of Logistics

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Vice-President of Guard

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Secretary

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Treasurer