

BYLAWS OF
SOUTH COUNTY HIGH SCHOOL ORCHESTRA BOOSTER CLUB

ARTICLE 1 Name

The name of this organization shall be the South County High School Orchestra Booster Club, hereinafter referred to as the “Orchestra Boosters.”

ARTICLE 2 Purpose

The Orchestra Boosters is organized to promote community and area support of the South County High School Orchestra Programs, to provide financial assistance and services for the Orchestra Programs, to aid in the development of student interest, to promote student leadership and responsibility, to act as a liaison between the Orchestra Programs and the parents and community, and to plan and carry out fundraising for support of activities and projects of the Orchestra Programs.

ARTICLE 3 Governance

The Orchestra Boosters is incorporated within the State of Virginia, and, as such, shall execute policies and procedures consistent with its Bylaws and status as a nonprofit corporation under Section 501(c)(3) of the Internal Revenue Code. These Bylaws shall be executed by the Executive Board and the membership of the Orchestra Boosters, in cooperation with the South County High School Orchestra faculty.

ARTICLE 4 Membership

The membership will include parents and guardians of students participating in the Orchestra Programs. Each member shall have one vote on any matter under consideration by the membership at a meeting of the membership. Membership shall be ongoing for the period of time the student is enrolled in an orchestra class. There will be no membership dues. The annual meeting of the Orchestra Boosters shall be held in June of each year. The meeting shall be for the purpose of electing officers, presenting a report of the activities of the club, and for the transaction of business brought before it. Notice of all general membership meetings shall be announced at least two weeks prior to the meeting.

ARTICLE 5 Executive Board

The Executive Board shall consist of the principal officers elected by the membership in the manner prescribed hereinafter. The Orchestra faculty member(s) shall be an ex-officio member of the Executive Board and shall not be entitled to a vote.

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 Executive Board, or chosen in such other manner as may be prescribed by these Bylaws.

Section 6.2 General Authority and Duties

Officers of the Orchestra Boosters shall have such authority and perform such duties in the management of the Orchestra Boosters as may be provided in these Bylaws or as may be determined by resolution of the Executive Board not inconsistent with these Bylaws.

Section 6.3 Election, Term of Office and Qualifications

The principal officers shall be elected annually to serve a term of one year by the members in the manner prescribed herein. Any subordinate officers and assistant officers shall be appointed by the Executive Board.

Section 6.4 Removal.

Any officer may be removed, with or without cause, at any time by a majority vote of the Executive Board.

Section 6.5 Resignations

Any officer may resign at any time by delivering notice to the Executive Board. The resignation shall take effect upon delivery unless the notice specifies a later effective date and such later effective date is accepted by the Executive Board.

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 vote of the remaining members of the Executive Board.

Section 6.7 Compensation

No officer or other member shall be compensated for his/her services to the Orchestra Boosters.

Section 6.8 Re-election

Any officer may be re-elected to fill the same, or any other office, except that the President may not serve more than two consecutive years in the office of President.

ARTICLE 7 Elections

Section 7.1 Nominations

A nominating committee shall be appointed by the Executive Board at their spring meeting. Candidates will be presented at the general membership meeting in June and the election of officers will take place at that meeting. The new officers will assume their duties on July 1.

Section 7.2 Eligibility

Any member of the Orchestra Boosters 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 shall be the principal executive officer of the Orchestra Boosters with primary authority in all areas and, subject to the Executive Board, shall supervise and control the management of the Orchestra Boosters in accordance with these Bylaws. The President, when present, shall preside at all meetings of members. The President shall represent the Orchestra on any Advisory Committee for the Arts as may be established at South County High School.

Section 8.2 Vice President

The Vice President, unless otherwise determined by the Executive Board, shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, the Vice President shall perform such other duties and have such other powers as may be prescribed by the Executive Board or the President or other officer authorized by the Executive Board to prescribe the duties of the Vice President.

Section 8.3 Secretary

The Secretary shall have the responsibility for preparing and maintaining custody of minutes of the Executive Board and members' meetings and for authenticating records of the Orchestra Boosters. He or she shall have general charge of the books and records. He or she shall sign such instruments as may require his or her signature and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned to him or her from time to time by the President or by the Executive Board.

Section 8.4 Treasurer

The Treasurer shall establish accounts as directed by the Executive Board and maintain an accounting of all funds belonging to the Orchestra Boosters, following prescribed procedures for receiving, depositing or disbursing the same under the direction of the Executive Board. The Treasurer shall ensure that the Annual Registration Fee for nonstock corporations is remitted in compliance with the Virginia SCC and that the IRS Form 990 for reporting by Non-Profit Corporations is filed on a timely basis each year. The Treasurer shall, in general, perform all duties incident to his office and such other duties as may be assigned to him from time to time by the President or the Executive Board or other officer authorized by the Executive Board to prescribe the duties of the Treasurer.

Section 8.5 Additional Officers

The Executive Board, the President or such other officer authorized by the Executive Board, may appoint such other officers, 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 Executive Board.

ARTICLE 9 Accounting Considerations

Section 9.1 Specific Accounting Procedures or Convention

The Orchestra Boosters shall keep its books in accordance with a specific method of accounting for tax and financial purposes to be determined by the Executive Board. These procedures shall be executed in a time and manner consistent with maintenance of non-profit corporation tax exemption status under Section 501(c)(3), Internal Revenue Code. In addition, the financial records shall be reviewed quarterly by a member of the Orchestra Committee who does not have signatory authority on the account.

Section 9.2 Designation of Fiscal Year

The Orchestra Boosters shall operate on a fiscal year corresponding to the fiscal year of the South County High School.

Section 9.3 Financial Statements

The Orchestra 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, and a budget for the following year.

Section 9.4 Annual Review

The financial records of the Orchestra Boosters will be reviewed annually between July 1st and September 1st in a manner consistent with generally accepted accounting practices.

ARTICLE 10 Keeping of Books and Records

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

ARTICLE 11 Executive Board Meetings

Section 11.1 Regular Meetings

The Executive Board shall meet not less than twice per year, at a time and place that shall be determined by the Executive Board.

Section 11.2 Special Meetings

Special meetings of the Executive Board may be called by or at the request of any Executive Board member.

Section 11.3 Notice

Regular meetings of the Executive Board 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 Executive Board shall, at least five (5) days before the meeting, give written notice thereof delivered by means of facsimile or e-mail to the address provided to the Executive Board. Such notice need not describe the purpose for which the meeting is called. Attendance by the 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 his or her 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 Executive Board members in office when the meeting is held shall constitute a quorum for the transaction of business at any meeting of the Executive Board.

Section 11.5 Voting Procedures

Except as otherwise provided in 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 Executive Board.

Section 11.6 Percentage Vote Required

A majority vote of the Board members in office when the action is taken shall be required to adopt, amend or repeal a bylaw.

Section 11.7 Action Without a Meeting

Any action may be taken without a meeting if one or more written consents setting forth the action are signed either before or after such action by all of the Board members and filed with the minutes of the proceedings of the Board.

ARTICLE 12 Board Committees

Section 12.1 Membership

The Executive Board, by resolution adopted by a majority of the Executive Board in office when the action is taken may create committees. The Executive Board 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 Executive Board creating such committee. A committee may formulate and recommend to the Executive Board for approval general policies regarding the management of the business and affairs of the Orchestra Boosters.

ARTICLE 13 Contracts, Loans, Checks and Deposits

Section 13.1 Contracts

The Executive Board may authorize any officer or officers, or agent or agents to enter into any contract or to execute and deliver any instrument on behalf of the Orchestra Boosters but such authority shall be confined to specific instances.

Section 13.2 Loans

No loans shall be contracted on behalf of the Orchestra Boosters and no evidence of indebtedness shall be issued in its name.

Section 13.3 Checks and Drafts

The President, Treasurer and one other officer on the Executive Board shall be authorized to sign checks or drafts on such account or accounts as shall be established by the Orchestra Boosters. Any such authorization shall be by a duly adopted resolution of the Executive Board and shall require the signature of two or more officers on any check or draft. No person may sign a check which is payable to themselves. Those officers having signatory authority must be bonded in the amount set by the Executive Board. The bonding fees are to be paid by the Orchestra Boosters.

Section 13.4 Deposits

All funds of the Orchestra Boosters not otherwise employed shall be deposited from time to time to the credit of the Orchestra Boosters in such insured depositories as the Executive Board shall elect.

ARTICLE 14 General Provisions

Section 14.1 Amendments to Bylaws

These bylaws may be amended by a majority vote of the members present at any annual meeting of the general membership or special meeting called for that purpose.

Approved by the General Membership of the South County High School Orchestra Booster Club on June 1,2017.