

BYLAWS
OF
GAR-FIELD HIGH SCHOOL MUSIC BOOSTERS

A Virginia Nonstock Corporation

Article I
Name

The name of the Organization shall be the **Gar-Field High School Music Boosters** (hereinafter referred to as the “Boosters”), a nonprofit corporation formed under the Virginia Nonstock Corporation Act (the “Act”) and the laws of the Commonwealth of Virginia. These Bylaws, the powers of the Organization and of its Directors and Officers, and all matters concerning the conduct and regulation of the affairs of the Organization, shall be subject to such provisions as are set forth in the Articles of Incorporation.

Article II
The Organization

Section 1. Purposes. The Boosters are organized for the purposes enumerated in its Articles of Incorporation, as they may be amended from time to time. The Boosters may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under the Virginia Nonstock Corporation Act and which are not inconsistent with the Boosters’ qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code (the “Code”) or corresponding section of any future tax code. The specific purpose of the Organization is to support the students, administration, faculty, programs, and activities of the Music Department at Gar-Field High School in Woodbridge, Virginia. The specific objectives of the Boosters shall be:

- a. To develop and maintain a tradition of excellence and a high level of achievement by the orchestra, choir, marching band, color guard, and all other student performance programs, groups, or units of the Gar-Field High School Music Department now existing or subsequently established.
- b. To manage and conduct fundraising activities in furtherance of these objectives.
- c. To provide financial, physical, managerial, moral, and other support to all programs and activities of the Music Department, as needed.
- d. To support and encourage the interest of Gar-Field High School students in the programs and activities of the Music Department.
- e. To stimulate the interest of the broader community at-large in the programs and activities of the Music Department.

Section 2. Restrictions. Notwithstanding any other provision of the Articles of Incorporation, these Bylaws, or any applicable law, the Boosters shall not have the power to carry on any activities which would cause the Boosters to fail to qualify or to fail to continue to qualify as an

Organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code). Also notwithstanding any other provision of the Articles of Incorporation, these Bylaws, or any applicable law, the Boosters shall not allow any part of the net earnings of the Organization to inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered to it, to provide for the reimbursement of expenses reasonably incurred on its behalf, and to make payments and distributions in furtherance of the purposes of the Organization.

Section 3. Offices. The principal office of the Organization shall be in Woodbridge, Virginia. It may also have offices at such other places as the Board of Directors may, from time to time, designate.

Section 4. Fiscal Year. The Organization's fiscal year shall run from July to June.

Article III Membership

Section 1. Eligibility for Membership. Membership shall automatically be extended to any individual acting in a parental capacity or serving as a legal guardian of a student taking part in the programs or activities of the Gar-Field High School Music Department. *Provided, however,* that no more than two individuals may derive eligibility for membership from the same family unit. For purposes of this section, the term "family unit" means a group composed of a student taking part in the programs or activities of the Gar-Field High School Music Department, any similarly qualifying siblings, and their corresponding parents and guardians. Where more than two individuals seek to claim membership from the same family unit, the Board of Directors shall decide which two individuals may be admitted as Members.

Section 2. Duration of Membership. Once vested, membership shall continue until the resignation, removal, or death of the Member, or until such time as the qualifying child of a Member graduates or otherwise permanently separates from Gar-Field High School, thereby resulting in the Member's disqualification. *Provided, however,* that a Member may petition the Board to permit them to retain their membership for up to five (5) years after their qualifying child graduates or permanently separates if they have younger children still at home and demonstrate a continued interest in participating in the Organization. Such petitions for continued membership may be approved by a majority vote of the Directors

Section 3. Resignation or Removal of Membership. Any member may resign their membership in the Boosters at any time by filing a written resignation with the President or the Secretary. An individual may also be removed from membership in the Boosters by a majority vote of the Directors if they:

- a. Have committed repeated instances of conduct detrimental to the students, faculty, administration, programs, or activities of Gar-Field High School or the Music Department, or to the Directors, officers, or other members of the Boosters; or

- b. Are the subject of a conviction, plea agreement, or court order that gives the Board of Directors reasonable cause to question their fitness for associating with minors.

All rights, privileges and interests of a Member shall cease upon the termination of their membership, whether voluntary or forced. Membership dues, if any, of terminated Members are non-refundable.

Section 4. Appeals. Any Member who is removed from membership pursuant to Section 3 of this Article may appeal such removal by sending a letter to the Board within four (4) weeks of having been notified of such removal. Such letter shall clearly articulate the Member's reasons for appealing the initial decision. The appealing Member may include in such letter information regarding the basis for the appeal and specifying why the Member believes that the initial decision may have been in error or based on incomplete, inadequate, misleading, or incorrect information. Within six (6) weeks of receipt of the appeal, the Board shall provide written notification of its decision to the appellant and all other appropriate parties, as determined by the Board. The Board's decision will represent the final decision of the Organization on the matter.

Section 5. Dues. The Organization shall have the right to establish annual dues for membership in such amounts as are recommended by the Board of Directors and approved by a majority vote of the Members. If annual dues are imposed, Members will be sent a reminder of unpaid dues sixty (60) days after the initial billing. Members whose dues remain unpaid ninety (90) days after the initial annual billing are considered delinquent and will be notified of the delinquent status and reminded that their membership will be canceled if the dues remain unpaid. If a Member's dues are not paid within one hundred twenty (120) days after the initial billing, the Member shall be automatically removed from membership and all benefits of membership will be terminated.

Section 6. Rights of Members. Each Member shall be eligible to cast one vote in Organization elections in accordance with Article IV below.

Section 7. Nonvoting Membership. The Board shall have the authority to establish and define nonvoting categories of membership.

Section 8. Communications. All Members agree to receive all communications from the Organization via any and all means of communications, including but not limited to, written mail, facsimile (telecopier) or electronic mail. Members shall have the opportunity to change their communication preferences.

Article IV Meetings and Elections

Section 1. Regular Meetings. To the maximum extent practicable under the circumstances, regular meetings of the Boosters shall be held at least bimonthly throughout the Organization's fiscal year, at a date, time, and place designated by the President. Barring exigent circumstances, the Organization's regular meetings shall be held at Gar-Field High School.

Section 2. Annual Meetings. An annual meeting of the Members shall be held in the month of June, at such date, time and place as is designated by the President. Barring exigent circumstances, the Organization's annual meeting shall be held at Gar-Field High School. At the annual meeting Members shall elect directors and officers, receive reports on the activities of the Organization, and determine the direction for the Boosters for the coming year.

Section 3. Special Meetings. Special meetings of the membership may be called by the President, by a majority vote of the Directors, or by a petition signed by not less than twenty percent (20%) of the Members. Barring exigent circumstances, the Organization's special meetings shall be held at Gar-Field High School. Any organizational business that may be conducted at an annual or regular meeting of the membership may also be conducted at a special meeting.

Section 4. Notice. Notice of any meeting of the membership shall be delivered to each Member by electronic mail, postal mail, overnight courier, facsimile (telecopier), or other mode of written transmittal not less than fourteen (14) days before the time set for any regular or annual meeting and seven (7) days before any special meeting. Notice must include the time, date, place, and, in the case of a special meeting, the purpose(s) of such meeting. Any Member may waive notice of any meeting before, at, or after such meeting. The attendance of any Member at any such meeting without protesting the lack of proper notice, prior to or at the commencement of the meeting, shall be deemed a waiver of notice of such meeting by the Member.

Section 5. Administration/Faculty Participation in Meetings. Representatives of the Gar-Field High School Administration and the Music Department shall also be invited to attend all annual, regular, and special meetings of the membership in an advisory, non-voting capacity.

Section 6. Quorum; Adjournment. Three Members shall constitute a quorum for the transaction of business at any meeting of the membership. The affirmative vote of a majority of the Members present at said meeting may adjourn the meeting from time to time without further notice. No Members other than voting members shall be counted toward the constitution of a quorum. Proxies, as more fully described in Section 9 of this Article, may be counted toward the constitution of a quorum.

Section 7. Manner of Acting. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of Members, except as otherwise provided by law or by these Bylaws.

Section 8. Written or Electronic Balloting. To the extent permitted by the Act and as authorized by the Board, any action required or permitted to be taken at a meeting of the membership may be taken without a meeting if duly approved in advance by a written or electronic ballot of the membership. Such written or electronic ballots shall be subject to the same minimum approval and quorum requirements as are required for votes taken at a meeting of the membership. Written or electronic balloting may only be authorized where the Board of Directors determines in advance that such approaches meet acceptable standards for security and reliability.

Section 9. Proxies. At any meeting of the membership, a Member may vote either in person or through the agency of another Member in attendance by means of a proxy executed in writing by the Member or by the Member's duly authorized attorney-in-fact (in a form approved by the Board). No proxy shall be valid after three (3) months from the date of its execution unless otherwise provided in the proxy. All proxies shall automatically terminate at the conclusion of the Organization's fiscal year or upon the resignation, removal, disqualification, or death of the executing Member, whichever occurs first.

Section 10. Minutes and Parliamentary Procedure. Minutes of each meeting of the membership shall be recorded by the Secretary and shall include the results of the deliberations of the Members and the outcome of any election or voting. The minutes shall be submitted to the Members for their review at the subsequent meeting of the membership and shall be placed in the Boosters' minute book or other appropriate books and records. If the Secretary is not present at any portion of a meeting, the President shall appoint another Officer to record the minutes during that period. All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that Robert's Rules of Order is not inconsistent with these Bylaws, any rules adopted by the Organization, the Boosters' Articles of Incorporation, or the Act.

Article V Board of Directors

Section 1. Authority of the Board. The Board shall have all responsibility and authority to discharge the duties specified in this Article and such other duties as may be set forth in these Bylaws, subject to the restrictions and obligations set forth by statute, the Articles of Incorporation, and these Bylaws, specifically including the following:

- a. Serving the interests of the membership;
- b. Approving the annual operating budget of the Organization;
- c. Overseeing the performance of the Officers and the Executive Director (as applicable);
- d. Proposing any changes to the Articles of Incorporation, Bylaws, or any other key organizational documents or policies to the membership;
- e. Creating and staffing any councils and committees; and
- f. Authorizing any Officer or the Executive Director (as applicable), in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Boosters. Such authority may be general or confined to specific instances.

Section 2. Composition, Length of Term, and Qualifications.

The Board shall be composed of no fewer than three (3) and no greater than nine (9) individuals. Each Director shall assume their position on the Board immediately following their election and shall hold their position throughout the Organization's fiscal year and until their successor shall be duly elected, or until their resignation, removal, disqualification, or death. Directors shall be drawn from the following categories:

- a. The Organization's Executive Officers (the President, Vice-President (as applicable), Secretary, and Treasurer) shall also serve as Directors (collectively "Officer-Directors")

as an automatic consequence of their election to office. Officer-Directors will be admitted to the Board prior to the election of any At-Large Directors.

- b. Members in good standing of the Boosters may be elected to serve on the Board as At-Large Directors by a majority vote of the Members in attendance at the annual Members meeting. Nominations of candidates for At-Large Director positions should be put forth in advance at the last regular Members meeting (generally, the May regular meeting) prior to the annual meeting. While advance nominations are the preferred method, the Board may also, by a majority vote, permit nominations to be made from the floor at the annual meeting. Nominations may be made by any Member of the Boosters. Self-nomination is expressly permitted. The number of At-Large Directors, if any, shall not exceed the number of Director positions remaining after the installation of the Officer-Directors.

Section 3. Annual and Regular Meetings. An annual meeting of the Board should be held in conjunction with the annual meeting of Boosters Members. Regular meetings of the Board should also be held in conjunction with regular meetings of the Members. The Board may provide by resolution the time and place for the holding of additional regular meetings of the Board without notice other than as required by the Act, these Bylaws, or such resolution. Representatives of the Gar-Field High School Administration and the Music Department shall also be invited to attend all annual and regular meetings of the Board in an advisory, non-voting capacity.

Section 4. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or any two (2) Directors. The Board may provide by resolution the time and place for the holding of special meetings of the Board without notice other than as required by the Act, these Bylaws, or such resolution. Any organizational business that may be conducted at an annual or regular meeting of the Board may also be conducted at a special meeting. Representatives of the Gar-Field High School Administration and the Music Department may, at the discretion of the Directors, be invited to attend a special meeting of the Board in an advisory, non-voting capacity.

Section 5. Notice. Notice of any meeting of the Board shall be given to each Director by mail, overnight courier, facsimile (telecopier), email, or other mode of written transmittal not less than fourteen (14) days, if for an annual or regular meeting, or three (3) days, if for a special meeting, before the time set for such a meeting and must include the time, date, and place of such meeting. Any Director may waive notice of any meeting before, at, or after such meeting.

Section 6. Quorum; Adjournment. A majority (>50%) of the Board in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Board in office are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Notice of adjournment need not be given if the time and place to which it is adjourned are fixed and announced at a duly noticed meeting.

Section 7. Board Chair. The President will serve as the Board Chair unless the Board designates another Director to serve in that capacity by majority vote.

Section 8. Manner of Acting. The act of a majority of the Board present at a Board meeting at which a quorum is present shall be the act of the Board, except otherwise provided by law, the Articles of Incorporation or by these Bylaws. Each Director shall be entitled to one (1) vote on all matters submitted to a vote of the Board.

Section 9. Meeting Participation. To the extent permitted by the Act and as authorized by the Board, all Directors are expected to make every effort to attend all annual, regular, and special meetings of the Board.

Section 10. Written or Electronic Balloting. To the extent permitted by the Act and as authorized by the Board, any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if duly approved by a written or electronic ballot of the Board. Such written or electronic ballots shall be subject to the same minimum approval and quorum requirements as are required for votes taken at a meeting of the Board. Written or electronic balloting may only be authorized where the Board determines in advance that such approaches meet acceptable standards for security and reliability.

Section 11. Informal Action by Directors Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors. Any informal action taken by the Directors must be disclosed in full to the Members at the next regular or annual meeting of the membership.

Section 12. Proxies. At any meeting of the Board, a Director may exercise one additional vote per each proxy executed in writing and conferred upon them by another Director, or by another Director's duly authorized attorney-in-fact (in a form approved by the Board). No proxy shall be valid after three (3) months from the date of its execution unless otherwise provided in the proxy. All proxies shall automatically terminate at the conclusion of the Organization's fiscal year or upon the resignation, removal, replacement, disqualification, or death of the executing Director.

Section 13. Minutes and Parliamentary Procedure. Minutes of each meeting of the Board shall be recorded by the Secretary and shall include results of the deliberations of the Board. The minutes shall be submitted to the Board for approval at the subsequent meeting of the Board and shall be placed in the Boosters' minute book or other appropriate books and records. If the Secretary is not present at any portion of a meeting, the Chair shall appoint another Director to record the minutes during that period. All meetings shall be conducted in accordance with the latest edition of Robert's Rules of Order, to the extent that Robert's Rules of Order is not inconsistent with these Bylaws, rules adopted by the Board, the Boosters' Articles of Incorporation, or the Act.

Section 14. Resignation. Any Director may resign at any time by providing written notice to the Chair, the Secretary, or to the Board. Such resignation shall take effect at the time specified in such notice or, if no time is specified, at the time such resignation is tendered. Resignation from the Board by an Officer-Director shall also constitute resignation of their Officer position.

Section 15. Removal. Any Director may be removed from office by the affirmative vote of not less than two-thirds (2/3) of the votes cast at a meeting of the membership at which a quorum is present, excluding the vote of the individual under consideration for removal.

Section 16. Vacancies. Any vacancy occurring on the Board due to death, disqualification, resignation, removal, or otherwise, or any Director position required to be filled by reason of an increase in the number of members of the Board, shall either be left vacant or filled, as decided by a vote of a majority of the remaining members of the Board, for the unexpired portion of the term and until a successor is elected.

Section 17. Duty of Confidentiality. Directors shall not discuss or disclose information about the Organization or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Organization's purposes or can reasonably be expected to benefit the Organization. Directors shall use discretion and good business judgment in discussing the affairs of the Organization with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Organization, including but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Article VI Officers

Section 1. Definition, Term of Office, and Qualifications. The Officers of the Boosters shall consist of the President, Vice-President, Secretary, and Treasurer (collectively the "Executive Officers") and any other offices as may be defined and created by the Board from time to time in its sole discretion. Except for Vice President and Secretary, no two offices may be held by the same individual at the same time. All Officers shall serve for a one (1) year term starting immediately after their election and shall hold their position throughout the Organization's fiscal year and until their successor shall be duly elected and qualified, or until their resignation, removal, disqualification, or death. Only Members in good standing shall be eligible to serve as Officers. All Officers must be at least twenty-one (21) years of age.

Section 2. Nomination and Election. Nominations of candidates for Officer positions should be put forth in advance at the last regular Members meeting (generally, the May regular meeting) prior to the annual meeting. While advance nominations are the preferred method, the Board may also, by a majority vote, permit nominations to be made from the floor at the annual meeting. Nominations may be made by any Member of the Boosters. Self-nomination is expressly permitted. The President, Vice-President, Secretary, Treasurer, and the holders of any other duly created offices shall be elected on an annual basis by the affirmative vote of a majority of the Members present at the annual meeting of the membership at which a quorum is present.

Section 3. Resignation. Any Officer may resign at any time by providing written notice to the President, Secretary or to the Board. Such resignation shall take effect at the time specified in such notice or, if no time is specified, at the time such resignation is tendered. In the case of an

Officer-Director, the resignation of an Officer position shall also constitute resignation from the Board of Directors.

Section 4. Removal. Any Executive Officer may be removed from office by the affirmative vote of not less than two-thirds (2/3) of the votes cast at a meeting of the membership at which a quorum is present. In the case of other, non-Executive Officers, if, in the judgment of the Board, the interests of the Boosters would be served thereby, any such Officer may be removed from office by the affirmative vote of not less than two-thirds (2/3) of the votes cast at a meeting of the Board at which a quorum is present, excluding the vote of the Officer under consideration for removal. In removing a non-Executive Officer, the Board may either act on its own motion or in response to a petition signed by at least twenty percent (20%) of the Members of the Organization.

Section 5. Vacancies. Any vacancy in the President position due to death, resignation, removal, or otherwise shall be filled by the Vice-President for the unexpired portion of the term. In the event the Vice-President is unable or unwilling to fill the unexpired portion of the President's term, then the Board shall elect a new President for the unexpired portion of the term. Any other vacancy in any other office due to death, disqualification, resignation, removal, or otherwise, shall be filled or, in the case of a vacancy by the Vice-President, may be combined with another position, by the Board for the unexpired portion of the term. Vacancies may be filled or new offices may be created and filled at any meeting of the Board by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present.

Section 6. President. The President shall serve as the chief officer of the Boosters and shall in general supervise and have charge of all the affairs of the Boosters. The President shall serve on the Board of Directors and shall be the Board Chair unless that position has been assigned to another Director by the Board. The President may sign any contracts, agreements, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other Officer or agent of the Boosters. The President in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time, specifically including the following:

- a. Presiding at all meetings of the membership;
- b. Overseeing the other Officers in the performance of their duties;
- c. Preparing and submitting to the Secretary written agendas at least ten (10) days in advance of any annual or regular meeting;
- d. Directing organizational goals and budget performance;
- e. Ensuring the Boosters files its annual corporate report with the State Corporation Commission of the Commonwealth of Virginia;
- f. Proposing the goals and objectives of the Boosters for the coming fiscal year to the membership and the Board;
- g. Consulting with, and acting as a liaison between, the Boosters and the Gar-Field High School Administration and Music Department, as needed; and

- h. Ensuring the Boosters conform to all applicable rules and policies established by the Prince William County School System and to all applicable statutes, codes, and regulations published by Federal, state, and local governmental authorities.

Section 7. Vice-President. The Vice-President shall serve on the Board of Directors and shall assist the President in the performance of their duties and provide the President with advice and counsel. The Vice-President shall have chief responsibility for monitoring the organizational ethics, quality control, efficiency, and effectiveness of the Boosters and identifying potential areas for improvement. In the event of the President's absence, incapacitation, disqualification, resignation, or removal, the Vice-President shall assume the position of President. The Vice-President shall in general perform all the duties incident to the office of Vice-President and such other duties as from time to time may be assigned to them by the President or the Board, specifically including the following:

- a. Monitoring the conduct and performance of the President and reporting any findings to the Board, as needed;
- b. Conducting an annual review of these Bylaws and other organizing documents and policies of the Boosters and recommending updates or amendments, as appropriate;
- c. Serving as an *ex officio* member of all councils and committees; and
- d. Performing a periodic review of existing councils and committees and recommending to the President and the Board whether they should be continued, dissolved, consolidated, have their staffing level adjusted, or be otherwise modified, and further recommending the formation of any new councils or committees, as warranted.

Section 8. Secretary. The Secretary shall serve on the Board of Directors and shall in general be responsible for creating and maintaining custodianship of all records of the Organization, whether such records are required by law or requested by Boosters policy, and regardless of the format in which they are kept. The Secretary shall make all records available for inspection by any Member in good standing, whether in person or electronically, as appropriate. In the absence of a Vice-President, the Secretary shall also carry out the duties of the office of Vice-President. The Secretary shall in general perform all of the duties incident to the office of Secretary and such other duties and as from time to time may be assigned to them by the President or the Board, specifically including the following:

- a. Recording the minutes of all meetings of the membership and the Board of Directors;
- b. Finalizing and disseminating such minutes within ten (10) days after the conclusion of any meeting of the membership or the Board of Directors;
- c. Ensuring that all required notices are duly given in accordance with the provisions of these Bylaws and any applicable statute, code, or regulation;
- d. Delivering a Secretary's Report at each annual and regular meeting;
- e. Maintaining a current copy of Robert's Rules of Order on behalf of the Organization;
- f. Creating such organizational forms as shall be required by the President or the Board of Directors;
- g. Updating and publishing the organizational calendar;
- h. Retaining current copies of the Articles of Incorporation and these Bylaws;
- i. Maintaining a current list of the membership of the Organization;

- j. Preparing and retaining copies of all formal resolutions and informal actions undertaken by the Board;
- k. Preparing, obtaining signatures on, and retaining confidentiality agreements and annual conflict of interest statements from each Director;
- l. Composing and transmitting all correspondence conducted on behalf of the Boosters and maintaining the Organization's official letterhead; and
- m. Receiving, filing, and disseminating all Officer, council, and committee reports.

Section 9. Treasurer. The Treasurer shall serve on the Board of Directors and shall have charge of and supervision over the finances of the Boosters, shall see to the deposit of the Organization's funds, shall disburse such funds as are necessary to pay the debts of the Organization, and make such disbursements as are authorized by the Board of Directors. The Treasurer shall see that financial records are maintained as necessary for an accurate accounting of the Organization's funds and shall make such records available for inspection by the Board and any Member in good standing, whether in person or electronically, as appropriate. The Treasurer shall also have charge and supervision of the Organization's tax compliance and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to them by the President or the Board, specifically including the following:

- a. Preparing and presenting the Organization's annual operating budget to the Board for their review and approval at the annual meeting of the Board;
- b. Preparing and distributing annual financial reports of the Boosters to the Board;
- c. Consulting with representatives from the Music Department in determining the Organization's needs for its upcoming annual operating budget;
- d. Presenting a Treasurer's Report on the Boosters' current financial status, recent transactions, and upcoming transactions at each annual and regular meeting;
- e. Maintaining and updating the Organization's financial statements, balance sheets, ledger, check register, and other documentation relating to the Boosters' finances to reflect a full and accurate account of all receipts, expenditures, assets, and obligations;
- f. Retaining the Boosters' checkbook, ATM/debit card, and electronic payment technology (e.g., Square card readers);
- g. Ensuring all funds, whether cash or check, received for the use of the Boosters are deposited in the Organization's account within three (3) days of receipt;
- h. Cooperating with any audits of the Organizations' finances and complying with any audit recommendations;
- i. Acting as liaison with the Boosters' banking, credit card, and other financial service providers and periodically reviewing the Organization's relationship with such entities to ensure the Boosters are receiving the most advantageous deal or treatment possible;
- j. Coordinating with the Gar-Field High School Administration on the transfer and handling of funds derived from Individual Student Accounts and/or student activity fees;
- k. Ensuring the Organization's tax filings and reports are prepared and submitted in a timely manner;
- l. Managing, monitoring and reconciling any Organization credit card use (as applicable) and limiting or expanding use of such cards; and

- m. Monitoring and withdrawing funds from the Boosters' safe located in the Music Department's suite of rooms and offices for deposit into the organizational account in a timely manner.

Section 10. Delegation of Duties. One (1) or more duties of any Officer of the Boosters may be expressly delegated by the Board to one (1) or more other Officers or to one (1) or more employees or agents of the Boosters, provided, however, that if such delegation is not to another Officer, then the Officer shall supervise the actions of such employee(s) or agent(s). Actions taken by Officers, employees or agents of the Boosters shall in all instances be subject to Article XII of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Boosters and in matters of policy.

Section 11. Executive Director. The Board may employ an Executive Director for the Boosters in accordance with Article VIII. If so employed, the Executive Director shall be directly responsible to the Board and the assignment of duties of the Executive Director shall be the responsibility of the Board. The contract of the Executive Director shall be determined and approved by the Board, which shall also provide the Executive Director a written annual review which specifically details their deficiencies and merits. The goals and objectives of the Boosters for the coming year shall be clearly defined as part of this review.

Article VII Councils and Committees

Section 1. Advisory Council. The Board of Directors may create and appoint individuals to serve on an Advisory Council. Such individuals shall serve from the time of their appointment until the end of the Organization's fiscal year. There are no restrictions on the number of terms an individual may serve on the Advisory Council. The Advisory Council shall have no duties, voting privileges, nor obligations for attendance at annual or regular meetings of the Board, though Advisory Council members may attend said meetings at the invitation of the Board of Directors. Members of the Advisory Council must possess the desire to serve the Gar-Field High School community and further the work of the Boosters by providing relevant expertise, professional knowledge, and other support to the Organization. The Advisory Council shall report to the Board and perform tasks specified by the Board. The Advisory Council Chair shall be appointed by the Board Chair. Individuals serving on the Advisory Council shall comply with the confidentiality policy set forth herein and any individual serving on the Advisory Council, including the Chair, may be removed from the Council by a majority vote of the Board whenever in the Board's judgment the best interests of the Boosters would be served by such removal.

Section 2. Committees. The Board may define and create such committees as it deems necessary or appropriate to assist in carrying out the business of the Organization and which shall report to and perform tasks specified by the Board. The Board shall appoint the individuals to serve on each committee drawn from the proposed slate of volunteers and the President shall designate committee chairs. Individuals serving on committees may only be drawn from the ranks of Boosters Members and representatives of the Gar-Field High School Administration and the Music Department. Individuals appointed to committees shall serve from the time of their appointment until the end of the Organization's fiscal year. There are no restrictions on the

number of terms an individual may serve on a committee. Any individual serving on a committee, including the chair, may be removed by a majority vote of the Board whenever in their judgment the best interests of the Boosters would be served by such removal from the committee.

Section 3. Governance. All councils and committees shall be structured and governed as determined by the Board in its sole discretion, subject to the terms and provisions of these Bylaws, the Articles of Incorporation, and the Act.

Section 4. Limitation on Delegated Authority. Actions taken by all councils and committees of the Boosters shall in all instances be subject to Article XII of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Boosters and in matters of policy.

Article VIII Management Services

The Boosters may contract with an organization to manage its programs and services. Any such agreement may provide for the services of an Executive Director as well as for any supporting staff and infrastructure.

Article IX Compensation and Reimbursement

Directors and Officers shall not receive any salary or other compensation in exchange for their services to the Organization. Directors, Officers, and Members may only be reimbursed for expenses incurred in the normal course of business on behalf of the Organization where such expenses have been authorized in advance and in such amounts as are approved by the Board. Reimbursement for expenses incurred by any Director, Officer, or Member due to an emergency situation in which prior authorization is not practicable is limited to a maximum of \$100 per incident, or such other limit as is subsequently established by a resolution of the Board of Directors. Any Director, Officer, or Member incurring expenses on behalf of the Boosters without the express prior authorization of the Board, or in amounts in excess of that authorized by the Board, is hereby placed on notice that they do so at their own peril and are not reasonably entitled to any expectation of reimbursement.

Article X Conflicts of Interest

Section 1. Policy. It shall be the policy of the Boosters to obtain and maintain status as a tax-exempt organization. Toward that end, this Article establishes a conflict of interest policy to protect this Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Executive Officer or Director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. The failure of a Director to recuse themself

from any vote of the Board or a Board Committee involving any conflict of interest transaction does not affect the validity of any vote if the transaction otherwise is authorized, approved, or ratified in accordance with Section 13.1-871 of the Act.

Section 2. Definitions. The following definitions apply for purposes of this Article:

- a. Interested Person – Any Director, Executive Officer, or individual serving on a committee with governing Board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
 - ii. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

For purposes of these definitions, compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. Furthermore, a financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures. The following procedures apply for purposes of this Article:

- a. Duty to Disclose – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and individuals serving on committees with governing Board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors or individuals serving on the committee shall decide if a conflict of interest exists.
- c. Addressing a Conflict of Interest – The following rules apply when addressing a conflict of interest:
 - i. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- ii. The chair of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing Board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors or individuals serving on the committee whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy – The following rules apply when a violation of the conflict of interest policy arises:
- i. If the governing Board or committee has reasonable cause to believe a covered individual has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford them an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the individual has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the governing Board and all committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation. The following rules apply when issues involving compensation arise:

- a. A Director who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to their compensation.
- b. An individual with voting privileges serving on any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly,

from the Organization for services is precluded from voting on matters pertaining to their compensation.

- c. An individual with voting privileges serving on the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each Director, Executive Officer and individual serving on a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management Organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting periodic reviews, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

Article XI Notice and Waiver

Section 1. Means and Date of Giving Notice. Unless another form of notice is required by the Articles of Incorporation, these Bylaws, or by applicable law, any notice shall be in writing and shall be delivered personally or sent by telegram, teletype, or electronic mail transmission or by United States mail, express mail or courier service, with postage or fees prepaid. If notice is given by personal delivery or transmitted by telegram, teletype, or electronic mail, the notice shall be deemed to have been given when successfully sent. If notice is sent by United States mail, express mail, or courier service, the notice shall be deemed to have been given when deposited in the mail or with the courier service.

Section 2. Waivers of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Act, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends such meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called.

Article XII Declaration of Policy

Responsibility and authority for any declaration of the Boosters policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board. Members of the Boosters are not authorized, directly or indirectly, to commit the Boosters in any way or in any manner, financially or otherwise, without prior approval by the Board, except as specified in the approved budget or in specific resolutions of the Board.

Article XIII Limitation of Liability and Indemnification

Section 1. Limitation of Liability. The personal liability of the Directors, Officers, and any paid staff of the Boosters and of individuals serving on all Councils and Committees is hereby eliminated to the fullest extent permitted by the Act and the Code, to the extent such personal liability arises (i) by reason of the fact that the person being held personally liable is or was a Director, Officer, staff member, or is or was serving on a Council or Committee of the Boosters, and (ii) arise from the acts done or omissions made within the scope of the duty to the Boosters in good faith by such person and in a manner such person reasonably believed to be in or not opposed to the best interests of the Boosters.

Section 2. Mandatory Indemnification. The Boosters shall, to the fullest extent permitted by the Act and the Code, save, indemnify, and hold harmless any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by reason of the fact that they are or were a Director, Officer, staff member, or individual serving on a Council or Committee of the Boosters and arising out of or based on acts done or omissions made within the scope of the duty to the Boosters in good faith by such person and in a manner such person reasonably believed to be in or not opposed to the best interests of the Boosters, against all the expenses and liabilities (including attorneys' fees) actually and reasonably incurred by them in connection with the defense or settlement of such action or suit. The indemnification provided herein shall be deemed not exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested members of the Board, or otherwise, both as to action in their official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a Director, Officer, staff member, or individual serving on a Council or Committee of the Boosters, and shall inure to the benefit of the heirs, executors, administrators, beneficiaries, and other successors in interest or obligation of such a person. The Boosters shall be authorized but not required to purchase insurance for the purpose of such indemnification.

Section 3. Insurance. The Boosters may purchase and maintain insurance on behalf of any such individual(s) against any judgments, amounts incurred in settlement, fines, penalties, and against any reasonable expenses, fees, costs, charges, attorneys' fees and disbursements, out-of-pocket costs, and other direct and indirect costs of any type or nature whatsoever asserted against them and/or incurred by or on behalf of them in any such capacity, or arising out of their status as such a Director, Officer, staff member or individual serving on of a Council or Committee of the Boosters whether or not the Boosters would have the power to indemnify them against same. The purchase and maintenance of such insurance shall not limit or affect, in any way, the rights and obligations of the Boosters and/or any such individual under this Article.

Article XIV Duration and Dissolution

Section 1. Duration. The duration of the Boosters shall be perpetual, except that it may be dissolved in the manner provided by the Act and these Bylaws.

Section 2. Dissolution. Before the Boosters may be dissolved, the Board must first adopt, by not less than two thirds (2/3) of those casting their votes at a properly noticed meeting of the Board at which a quorum is present, a resolution recommending the dissolution of the Boosters in accordance with the Act. Upon such approval, a motion for dissolution shall be submitted to a vote of the membership. The motion shall be deemed passed by the membership only if approved by the affirmative vote of a majority of the voting members of the Boosters in good standing casting their votes at a properly noticed meeting of the membership at which a quorum is present or through electronic ballot, where duly authorized.

Section 3. Distribution of Assets. Upon the dissolution of the Boosters, and after paying or making provision for the payment of all the liabilities of the Boosters, the Board shall distribute all the assets of the Boosters for one (1) or more exempt purposes within the meaning of a Section 501(c)(6) or 501(c)(3) of the Code, or such assets shall be distributed however the Board determines, to the Federal government, or to state or local government, for a public purpose, in such manner as the Board shall determine. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization(s) as said court shall determine.

Article XV Amendments

Section 1. Amendments. The Boosters reserve the right, from time to time, to amend, alter or repeal any of these Bylaws as may be authorized by the laws of the Commonwealth of Virginia at the time in force, and provisions may be added or inserted in the manner and at the time prescribed by said laws. All rights at any time conferred upon the Directors, Officers, or staff of the Boosters by these Bylaws are granted subject to the provisions of this Article. These Bylaws may only be amended, altered or repealed, in whole or in part, and one (1) or more new Bylaws adopted in addition to, or in lieu thereof, from time to time by the affirmative vote of not less than two-thirds (2/3) of the votes cast at a meeting of the membership at which a quorum is present acting on a formal recommendation of the Board. Any such proposed changes

recommended by the Board must be presented to the Members for their review at an annual, regular, or special meeting. Following such presentation, action on the proposal must be tabled until the following regular meeting of the membership, at which time the changes will be subject to a vote by the Members provided a quorum is present.

Section 2. Authority. Any action taken or authorized by the membership, which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of not less than the number of Members required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws temporarily had been amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

Article XVI Other Governance Documents

These Bylaws, including all amendments hereto, shall at all times be in conformance with and subservient to the Articles of Incorporation. Any conflict or ambiguity with respect to these Bylaws and the Articles of Incorporation shall be resolved in favor of and with reference to the Articles of Incorporation.

Article XVII Governing Law

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws and the Commonwealth of Virginia.

Article XVIII Headings

The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify, or place any construction upon any of the provisions of these Bylaws.

Article XIX Severability

All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction then the remainder of the Bylaws shall remain in full force and effect.

Article XX Ratification of Acting Directors and Officers

In voting to adopt these Bylaws, the Members do hereby affirm the appointment of the Initial Directors noted in the Boosters' Articles of Incorporation and ratify the election of the Officers

of the Boosters' predecessor organization, adopting the same as duly elected Officers holding identical positions in this Organization. Such Directors and Officers shall hold their positions until their successors shall be duly elected at the next annual meeting, or until their resignation, removal, disqualification, or death.

**ADOPTION AND EFFECTIVE
DATE OF BYLAWS**

I, the undersigned, as Secretary of the Gar-Field High School Music Boosters, do hereby attest and affirm that not less than two-thirds (2/3) of the Members of the Organization present at a meeting convened for that purpose and at which a quorum was present did vote to adopt the foregoing Bylaws, consisting of twenty (20) Articles set forth over the preceding twenty (20) pages, as the Bylaws of this Organization.

ADOPTED AND APPROVED by the Members on this _____ day of _____, 20__.

ATTEST: _____
Karen Peak, Secretary
Gar-Field High School Music Boosters