BY-LAWS
of the
Band Boosters of Oakton High School

Amended on April 28th, 1983
Amended on March 19, 1997
Amended on April 27, 2000
Amended on December 7, 2002
Amended on April 10, 2007
Amended on October 15, 2009
Amended on June 3, 2011

ARTICLE I
OFFICES

Section 1. Principal Office. The principal office of the Band Boosters of Oakton High School, hereinafter the BBOHS, shall be located at 2900 Sutton Road, Vienna, VA. The BBOHS may have such other offices as the Board of Directors may determine or as the affairs of the BBOHS may require from time to time.

ARTICLE II
PURPOSES AND OBJECTIVES

Section 1. General Purposes and Objectives. The BBOHS is organized and operated as a nonprofit corporation for purposes that are exclusively cultural, humanitarian, educational, scientific, and other charitable purposes within the meaning of Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code of 1986, as amended. These purposes and objectives include the following:

a. To continually maintain an enthusiastic interest in the band program of Oakton High School;

b. To lend all possible support, including but not limited to moral and financial support, to the Band Program of Oakton High School;

c. To cooperate with the Director(s) and Staff of the Oakton High School band program, or any program sponsored by BBOHS, and the Oakton High School administrators to promote the highest possible ideals in music education.

The purposes and objectives of BBOHS are promoted through cooperation with the parents, guardians, students, community, faculty, and administrators of Oakton High School.

Section 2. Principal Activities. The principal activities of the BBOHS, but not the sole activities, are intended to be:

a. Scholarship Program. The BBOHS may grant, from time to time, full or partial scholarships to help defray student band expenses in amounts and number as the Board of Directors deems appropriate, provided that such scholarship program satisfies all of the requirements imposed by the Internal Revenue Code on charitable organizations.

b. Grants to Organizations. The BBOHS may make grants to organizations and for

purposes as the Board of Directors deems appropriate, provided that such grants are for charitable purposes described in Section 170(c)(2)(B) of the Internal Revenue Code of 1986, as amended.

c. Fundraising Activities. The BBOHS may engage in, sponsor or participate in activities and events that produce funds to be used in the advancement of exclusively cultural, humanitarian, educational, scientific, and other charitable purposes within the meaning of Section 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code of 1986 on behalf of those students participating in the Oakton High School band program.

Section 3. Committees. The BBOHS may establish and maintain committees as may be required to carry out its work.

Section 4. Solicitation of Gifts. The BBOHS may solicit, collect, raise, and receive moneys, funds, securities, and other property, real and personal, by contributions, gifts, grants, or loans exclusively for the foregoing purposes.

Section 5. Administration of Assets. The BBOHS may accept, hold, invest, manage, employ, and otherwise administer moneys, funds, securities and other properties, real or personal, in furtherance of such purposes.

Section 6. Lawful Activities. The BBOHS may conduct any and all lawful activities that may be necessary, useful, or desirable for the furtherance, accomplishment, or attainment of its purposes and objectives.

ARTICLE III
ARTICLES OF ORGANIZATION

The BBOHS exists as an incorporated association of its members. Its Articles of Organization comprise these By-Laws, as from time to time amended. A current copy of the Articles of Incorporation shall be available for review at the principal office of the BBOHS and online at the BBOHS official website (if any).

ARTICLE IV
MEMBERSHIP

Section 1. Voting Members. Parents or guardians of pupils participating in any activity of the program (including field marching units) automatically become voting members of the BBOHS. Voting members may participate in all BBOHS activities and serve as officers, chairpersons and committee members. Membership in BBOHS shall also be available to non-parents and guardians interested in the progress and development of the band program of Oakton High School. Such memberships shall be non-voting. Non-voting members may serve on committees and participate in all BBOHS activities but may not serve as officers or chairpersons.

ARTICLE V
OFFICERS

Section 1. General Powers. The control and conduct of the property and business of the BBOHS shall be vested in the Officers who shall be President, Vice-Presidents, Secretary, Treasurer, and Student Accounts Treasurer.

Section 2. Term. Each Officer shall assume their official duties at the beginning of each fiscal year and shall serve for a term of one year or until successors take office. Officers, elected from the voting membership, may serve two consecutive terms in the same office.

Section 3. Election of Officers.

a. A nominating committee of not less than three people, from three different families, shall be appointed by the President, from the general voting membership, with the concurrence of the Executive Board (as defined in Article VIII, Section 1), and announced at the February Regular meeting each year.

   If no Regular March meeting is held, an Executive Board meeting must be held, for the purpose of announcing the nominating committee, no less than 15 days prior to the Regular April meeting.

   The nominating committee shall nominate a full slate of candidates for officers for the ensuing year to be presented to the Executive Board at the April Regular meeting.

   The nominating committee shall provide written evidence that the proposed slate of officers has agreed to serve should they be elected. The proposed slate of officers will then be published on the official band website at least 15 days prior to the election.

   Nominations may be taken from the voting membership at the Annual meeting that is designated as the election meeting.

b. Officers shall be elected at the Annual meeting. A Quorum shall be required for the election of Officers. A majority vote shall be required for the election of any and all candidates for office.

c. A vacancy occurring in any office shall be filled for the unexpired term by a person nominated by the president and elected by a majority vote of the Executive Board. A vacancy occurring in the office of President shall be filled for the unexpired term by one of the sitting Vice-Presidents, as determined by a majority vote of the Executive Board, excluding the Vice-Presidents.

d. To be nominated or elected as an Officer the nominee must be a voting member of BBOHS.

Section 4. Removal of Officer. Any Officer may be removed from office, with or without cause, by a majority vote of the Executive Board.

Section 5. Resignation of Officer. Any Officer may resign at any time upon written or verbal notice to the Officers, the President, or the Secretary of the BBOHS. Such resignation shall take effect at the time specified in the notice.

Section 6. Duties of Officers.

a. The President shall preside at all Annual, Regular and Executive Board meetings of the BBOHS, appoint committees and serve as an ex-officio member of all committees, except the nominating committee. The President shall perform such other duties as may be prescribed in these By-Laws or assigned by the BBOHS and shall coordinate the work of the officers and committees in order to fulfill the Objectives of the BBOHS. Upon assuming office, the President shall designate a Vice-President to act in his/her stead should the President be unable to carry out the duties of the office.

b. The Vice-Presidents shall assist the President. The Vice-President designated under Article V, Section 6 (a) shall assume all such duties in the absence of the President. Any procedural disputes shall be resolved by referral to Roberts Rules of Order (See Article X), moderated by a designated Vice-President.

c. The Secretary shall keep the records and minutes of all Annual, Regular and Board Meetings and be responsible for correspondence.
    1. The Treasurer shall maintain the books and records of all BBOHS financial activities, shall be responsible for reporting financial information to the BBOHS members and shall be bonded through the means of an adequate fidelity bond.
    2. The Student Accounts Treasurer shall be responsible for recording the transactions and reporting the Student Account of each student participant in the Oakton Band Program.
d. The Executive Board, may by majority vote, to appoint a Controller to be responsible for recording transactions. If so appointed, the Controller shall report to the Treasurer.

Section 7. **Compensation of Officers**. The officers are volunteers and shall not be reimbursed by BBOHS for any expenses incurred in attending any meeting of the Officers, Executive Board, committees, or Regular, Special or Annual meetings.

Section 8. No Personal Liability. In the absence of fraud or bad faith, the Officers shall not be personally liable for the debts, obligations, or liabilities of the BBOHS. BBOHS shall maintain an annual fiduciary bond and Officer's Liability insurance policy.

ARTICLE VI
BUDGET

Section 1. The fiscal year of the BBOHS shall be from July 1 through June 30.

Section 2. The proposed budget for the upcoming fiscal year shall be prepared by the Treasurer in accordance with Article Section.

a. The Treasurer shall prepare the budget.
b. The proposed budget will be provided to the BBOHS members in a timely manner to allow for feedback. .
c. The proposed budget for the upcoming year shall be presented by the President for a vote at the Annual meeting.

Section 3. Approval of large budgetary expenses. The Treasurer and any two other officers must approve the timing of the purchase of any budgeted expense for goods or services valued at $5,000 or more.

Section 4. Approval of non-budgetary expenses.

Approval of non-budgetary expenses must be documented in writing and submitted to the Treasurer in advance.

a. Any Officer may approve a non-budgetary expense in any budget account up to $200.00.
b. Any two Officers may approve a non-budgetary expense in any budget account up to $500.00.
c. Any three Officers may approve a non-budgetary expense in any budget account up to $1,000.00.
d. The Officers, one of which must be the President, must approve any non-budgetary expense in any budget account greater than $1,000.00 in aggregate. This must also be documented in the minutes of the meeting and incorporated in the monthly Treasurer's Report.

Section 5. **Budget Review and Audit.**

The financial records shall be submitted for internal review on an annual basis after the years end financial statements have been prepared. This review shall be conducted by at least two (2) voting members, from different families, of the general membership without check signing privileges. The review shall follow the guidelines provided by the President and review findings, if any, shall be submitted in writing to the

Governance Board Member. The review shall commence no later than November 1, and shall be completed no later than February 1 of the fiscal year following the year under review.

ARTICLE VII
COMMITTEES

Section 1. Voting members of the BBOHS shall be eligible to serve in any elective or appointed position. Non-voting members may serve in a non-elected and non-appointed capacities.

Section 2. Committees may be created as deemed necessary by the President or Executive Board to promote the Purposes and Objectives and carry on the work of the BBOHS.

Section 3. The chairperson of each committee shall present a plan of work, including annual budget request, to the Executive Board at the Regular March meeting of each year. Each chairperson of each committee and the Secretary shall maintain copies of these plans of work.

ARTICLE VIII
EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the Officers of the BBOHS, the Committee Chairpersons and Governance Board Member, each having one vote.

Section 2. The Director(s) of the Band Program of Oakton High School shall keep the BBOHS apprised of all developments regarding the band program. Using input from the Directors, the Officers shall propose a comprehensive budget for the next fiscal year.

Section 3. The duties of the Executive Board shall be:

a. To meet monthly to determine, plan, and present to the BBOHS all proposed programs and activities.

b. To prepare and submit an annual budget to the general BBOHS for approval as specified in Article VI.

c. To have general supervision of the policies and activities of the BBOHS.

Section 4. Governance Board Member. The Governance Board Member shall be appointed by the President, subject to approval by a majority of the Executive Board. The Governance Board Member will serve as an active member of the Executive Board, but will serve in no other official BBOHS capacity. The Governance Board Member's role is to provide oversight and objective perspective to the BBOHS officers and Executive Board.

ARTICLE IX
MEETINGS

Section 1. Annual Meeting. An Annual meeting of the membership of the BBOHS shall be held at the end of the band season. At this meeting, the budget for the next fiscal year shall be presented and voted upon and the election of new officers shall be held.

a. Voting may be by voice or show of hands. A simple majority vote is sufficient to carry any motion.
b. Twenty percent (20%) of the voting members shall constitute a Quorum for transaction of business requiring a vote at the Annual meeting.

Section 2. **Regular Meetings**. Regular meetings of the BBOHS shall be held at least once a month during the academic year on dates approved by the Director(s) of the Band Program at Oakton High School, unless at the first meeting of the school year, the organization by a majority vote of those present, agrees upon a different schedule of meetings.

a. Voting may be by voice or show of hands. A simple majority vote is sufficient to carry any motion.

b. Nine (9) voting members shall constitute a Quorum for transaction of business requiring a vote at the Regular meeting.

Section 3. Executive Board Meetings. The Executive Board shall meet at least once a month during the academic year on dates agreed upon at the first meeting of the school year. Executive Board meetings may be held jointly with Regular meetings, at the President's discretion.

a. Voting may be by voice or show of hands. A simple majority vote is sufficient to carry any motion.

b. Nine (9) voting members shall constitute a Quorum for transaction of business requiring a vote at an Executive Board meeting.

Section 4. **Special Meetings.** The President may call special meetings at his/her discretion.

a. At least 48 hours notice must be given for any Special Meeting.

b. Voting may be by voice or show of hands. A simple majority vote is sufficient to carry any motion.

c. Nine (9) voting members shall constitute a Quorum for transaction of business requiring a vote at an Executive Board meeting.

d. In the case of an emergency, where a vote is required and a physical meeting is deemed impractical by the President, voting may take place either by conference phone call or by email. In the case of an email vote, no less than nine (9) votes, yea or nay, must be received within 48 hours of the notice of the Special meeting.

ARTICLE X
PARLIAMENTARY PROCEDURES

BBOHS shall abide by Roberts Rules of Order except as modified in these By-Laws. A copy of Roberts Rules of Order shall be maintained by a designated Vice-President.

ARTICLE XI
ADOPTION AND REVISION OF BYLAWS

Section 1. Adoption of these By-Laws shall be by majority vote of the members present at the Annual meeting or a Special Meeting.

Section 2. The Governance Board Member shall review the By-Laws annually and make recommendations for revisions to the Executive Board as needed.

Section 3. Amendments to these By-Laws will originate in the Executive Board. Proposed amendments must be approved by the Executive Board meeting following their presentation.

Section 4. The Articles may not be amended in such a manner that the BBOHS will cease to be a charitable organization described in Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code, as amended.

Section 5. Notification of amendments or revisions of the By-Laws shall be provided to the membership at least 15 days prior to the meeting at which said changes shall be presented for a vote.

Section 6. A Quorum of no less than twenty percent (20%) of BBOHS members shall be required for ratification of amendments or revisions proposed by the Executive Board.

ARTICLE XII
CONSTRUCTION

These By-Laws shall be interpreted under the laws of the Commonwealth of Virginia.

ARTICLE XIII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The BBOHS (and any successor to the BBOHS) shall indemnify, within insurance policy and/or bond limits, any officer made, or threatened to be made, a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person(s) is or was an officer of the BBOHS, or served any role or acted in any capacity at the request of the BBOHS, against judgments, fines, amounts paid in settlement, excise taxes imposed by the Internal Revenue Code the payment of which would not result in imposition of any additional such taxes, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal thereto, to the maximum extent consistent with and in the manner prescribed by the Nonprofit Corporation Law of Virginia.

ARTICLE XIV
CONTRACTS, CHECKS AND OTHER INSTRUMENTS

Section 1. The Executive Board may authorize any officer or officers, in the name of or on behalf of the BBOHS, to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, endorsements, notes, or other evidences of indebtedness of the BBOHS. Such authority may be general or confined to specific instances, but unless so authorized by the Executive Board or by these Bylaws, no officer shall have the power or authority to bind the BBOHS by any contract or engagement or to render it pecuniarily liable for any purpose or for any amount.

Section 2. All checks over the amount of $250.00 must be signed by two of the four following officers: President, Vice-Presidents, and Treasurer.

Section 3. The Executive Board, in its discretion, may reject any grant, gift, or bequest if its conditions might conflict with or jeopardize the BBOHS's charitable purposes. The Executive Board shall have the final authority to make all grants and other charitable expenditures, and nothing in this Article shall constitute any restriction of or limitation on any powers of the Executive Board conferred by statute or by these Bylaws.

ARTICLE XV
LOANS

Section 1. No loan shall be contracted on behalf of the BBOHS and no negotiable paper shall be issued on its behalf for the purposes of covering general operating expenses.

Section 2. Nothing in this section should be construed as disallowing the BBOHS from obtaining and using a revolving credit card (i.e. VISA or MasterCard.).

Section 3. The Executive Board may authorize the BBOHS to enter into extended vendor agreements which include the payment of interest.

ARTICLE XVI
DISSOLUTION

Any dissolution of the BBOHS and termination of its affairs shall take place in the following manner:

Section 1. The Executive Board shall adopt a resolution recommending that the BBOHS be dissolved and directing that the question of such dissolution be submitted to a vote at a special meeting of all voting members. Written notice, stating the purpose of such a meeting, shall be given to each voting member at least 30 days prior to the date of such a meeting. Notice shall also be published on the official band website. Such meeting may only be held during the academic school year.

Section 2. For the purposes of dissolution, twenty-five (25) percent of the voting membership shall constitute a Quorum. .Approval of dissolution shall require the affirmative vote of at least two-thirds of the members present. No more than two (2) voting members from any one family may vote on a motion of dissolution.

Section 3. If dissolution is approved, all outstanding debts and liabilities of BBOHS shall be paid. Any remaining assets shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Federal Revenue Code. The Executive Board in existence at the time of dissolution, and acting by a simple majority, shall have sole authority to dispose of the assets in accordance with this section.

ARTICLE XVII
UNENFORCEABLE ARTICLES

Any article of these By-Laws or portion thereof found to be illegal, unenforceable, or contrary to existing Federal and/or Commonwealth of Virginia laws, that solely that particular Article or provision shall be considered null, void and without standing and that the remainder of the document shall survive and remain in force.

I hereby certify that the foregoing By-Laws were duly adopted by the General Membership of the BBOHS as of the

Third day of June, 2011.

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Secretary