

**BYLAWS**  
**of**  
**HERNDON HIGH SCHOOL BAND PARENTS ASSOCIATION**

**Section I. Purpose**

The purpose for which the Corporation is organized shall be to assist Herndon High School in the maintenance, execution and general support of the Herndon High School band program or other related activities involving the music education program at Herndon High School and other musical activities for the general public in and around Herndon, Virginia.

To these ends the Corporation shall do the following:

- (a)** Acquire by purchase, lease, gift, otherwise, personal and real property.
- (b)** Sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation.
- (c)** Enter into, make and perform contracts of every kind and description with any corporation, association, firm, person, public or private, foreign or domestic, or with any government, or with any state, territory, province, municipality, or other political subdivision or with any governmental agency, foreign or domestic.
- (d)** Collect membership dues and fees as directed by the Board of Directors.
- (e)** In furtherance of its corporate powers, the Corporation shall have all general powers enumerated in section 13.1-826 of the 1950 Code of Virginia, as amended, except powers that would not be in furtherance of the purposes of the corporation and the Corporation's intent to be a tax exempt corporation.

**Section II. Offices**

The principal office of the corporation in the State of Virginia shall be located at 1035 Sterling Road, Suite 105, Herndon, Virginia. The corporation may have such other offices, either within or without the state of Virginia, as the Board of Directors may designate.

### **Section III. Members**

**Paragraph 1. Membership.** One or both parents, or the guardian, of any student enrolled in any class in the Herndon High School Band program are eligible for membership in the corporation, and shall be enrolled as members by the Secretary upon receipt from Herndon High School of a list of such parents or guardians or upon written application, to the Secretary by any such parent or guardian. Any other person interested in furthering the purposes of the corporation may become a member by oral or written application to the Secretary and upon approval of the Board of directors. Membership for parents and guardians of such students shall continue until a student graduates or drops from the band program; membership of other persons who have applied to the Secretary shall continue for a period of five years and may be renewed. Any member may terminate membership at any time by oral or written request to the Secretary. The Board of Directors may prescribe payment of annual dues as a condition of membership.

**Paragraph 2. Annual Meeting.** The Annual Meeting of the Members shall be held in the month of May in each year on a day fixed by the Board of Directors, beginning with the year 1992, on or about the hour of 8 p.m., for the purpose of electing directors and for the transaction of such other business may come before the meeting.

If the election of directors shall not be held on the day designated heretofore any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members before the opening of the next school year.

**Paragraph 3. Special Meetings.** Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the president or by the Board of Directors, and shall be called by the president at the request of not less than one twentieth of the members.

**Paragraph 4. Place of Meeting.** The Board of Directors may designate any place, either within or without the State of Virginia, as the place of the meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be at the Herndon High School.

**Paragraph 5. Notice of Meeting.** Written notice stating place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five, nor more than twenty-five days before the date of the meeting either personally or by mail to the last known post office address of each member, or by delivery to the member's student, except that notice of any such meeting may be waived by any member in writing, which waiver may be given either before or after said meeting.

**Paragraph 6. Voting Lists.** The secretary shall keep a complete list of the members entitled to vote, arranged in alphabetical order, with the address of each member, if known.

**Paragraph 7. Quorum.** Twenty percent of the members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than a quorum are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

**Paragraph 8. Proxies.** At all meeting of members, a member may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy.

**Paragraph 9. Voting.** Each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of members.

#### **Section IV. Board of Directors**

**Paragraph 1. General Powers.** The business and affairs of the corporation shall be managed by its Board of Directors.

**Paragraph 2. Number, Tenure and Qualifications.** The number of directors of the corporation shall be at least five and not more than fifteen; the number shall be determined annually by vote of the members at the annual meeting. Each director shall hold office until the next annual meeting of members or until his

successor has been elected and qualified, whichever comes later. Directors need not be residents of the state of Virginia or members of the corporation.

**Paragraph 3. Regular and Special Meetings.** Regular meeting of the Board of Directors shall be held monthly at such times and places as may be specified by the Board of Directors. Special meetings of the Board of Directors may be called by the President or upon demand of any three directors. The person or persons requesting a special meeting of the Board of Directors may fix any place, either within or without the State of Virginia, as the place for holding such special meeting of the Board of Directors.

**Paragraph 4. Notice.** Notice of any special meeting shall be given at least two days previously thereto by written or telephone notice delivered personally or mailed to each director at his last known post office address. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice for such meeting except where the director attends to object to such notice or the transaction of any business.

**Paragraph 5. Quorum.** A majority of the number of directors fixed by the bylaws shall constitute a quorum.

**Paragraph 6. Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Paragraph 7. Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship may be filled by election at an annual meeting or at a special meeting of members called for that purpose.

**Paragraph 8. Elections.** Members of the Board of Directors shall be elected at the annual meeting by a majority vote of the members present. The then current officers shall serve as a nominating committee and shall recommend the number of directors for the coming year and nominees for each position; additional nominations may be made from the floor. The nominating committee shall endeavor to secure a nominee who is the parent of a rising ninth grade student.

## **Section V. Officers**

**Paragraph 1. Number.** The officers of the corporation shall be a president, a vice president, a secretary and a treasurer. If in the opinion of the Board of Directors other officers are necessary, the Board may elect one or more vice presidents and such other officers as it deems necessary.

**Paragraph 2. Election and Term of Office.** The officers of the corporation shall be elected by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until their successor shall have been duly elected and shall have qualified or until their death or until they shall resign or shall have been removed or in the manner hereinafter provided.

**Paragraph 3. Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Paragraph 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

**Paragraph 5. The President.** The president shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the members and of the Board of Directors.

The president may sign, with the secretary or any other proper officer of the corporation there unto authorized by the Board of Directors any document or other thing which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform

all duties as may be prescribed by the Board of Directors from time to time.

**Paragraph 6. The Vice President.** The vice president shall in the absence or inability to act of the president have all of the powers of the president, and perform any function which the president could perform if requested to do so by the president.

**Paragraph 7. The Secretary.** The secretary shall: (a) keep the minutes of the members and of the Board of Directors meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each member which shall be furnished to the secretary by such member; (e) in general, perform all duties as from time to time may be assigned by the president or by the Board of Directors.

**Paragraph 8. The Treasurer.** If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine.

The Treasurer shall: **(a)** have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and **(b)** in general, perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Board of Directors.

**Paragraph 9. Assistant Secretaries and Assistant Treasurers.** The assistant secretaries, when authorized by the Board of Directors, may sign with the president or vice president any document which the president or vice president may sign. The assistant treasurers shall respectively, if required by the Board of Directors give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or the treasurer, respectively, or by the president or the Board of Directors.

**Paragraph 10. Salaries.** There shall be no salaries or other remuneration of officers or directors, except that reasonable and necessary expenses may be reimbursed.

#### **Section VI. Contracts. Loans. Checks and Deposits**

**Paragraph 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

**Paragraph 2. Loans.** No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Paragraph 3. Checks, Drafts, Notes, etc.** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officers as authorized by resolution of the Board of Directors, and only those officers so authorized by resolution of the Board of Directors as may be passed from time to time shall be authorized to sign or execute such notes, checks, or drafts, and the Board of Directors may designate any corporate officers or other agents of the corporation to sign such drafts, notes and checks.

#### **Section VII. Waiver of Notice**

Whenever any notice is required to be given to any member, officer or director of the corporation, a waiver thereof in writing signed ,by the person or persons entitled to such notice, whether given, shall be deemed equivalent to the giving of such notice.

#### **Section VII. Amendments**


These bylaws may be altered, amended or repealed or new bylaws may be adopted by the Board of Directors at any regular or special' meeting of the Board of Directors.

#### **Section VIII. Disposition of Assets**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning

of 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**APPROVED:**

  
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President

Date: 6/17/92

#### **Amendment 1**

In September 2002, in accordance with Section VII of its bylaws, the Board of Directors of the Corporation amended Section IV, paragraph 2 of its bylaws. This amendment raises the maximum number of from fifteen to twenty-five. As a result of this amendment the number of directors of the Corporation shall be at least five and no more than twenty-five. All other terms and conditions of Section IV, paragraph 2 remain unchanged.