

**BYLAWS OF
THE HERNDON HIGH SCHOOL
BAND PARENTS ASSOCIATION**

**ARTICLE I
NAME**

The name of this Association is the Herndon High School Band Parents Association, hereinafter referred to as the HHSBPA or the Association.

**ARTICLE II
OFFICES**

The principal office of the HHSPBA shall be located at 700 Bennett Street, Herndon, VA. The HHSBPA may have such other offices as the Board of Directors may determine or as the affairs of the HHSBPA may require from time to time.

**ARTICLE III
PURPOSES AND OBJECTIVES**

Section 1. General Purposes and Objectives. These bylaws constitute the code of rules adopted by the HHSBPA for the regulation and management of its affairs. They are adopted consistent with the Articles of Incorporation filed with the Virginia State Corporation Commission and for the cultural, educational and charitable purposes envisioned under Section 501(c)(3) of the Internal Revenue Service Code, as currently in effect or as hereafter amended. Among these purposes and objectives:

1. To promote, support, and create interest and participation in the Herndon High School Band program among the students, parents, administration, faculty, and community-at-large;
2. To support the efforts of the Director of Bands and staff to provide students with a music education that meets the highest possible standards;
3. To assist the Herndon High School Band program in achieving the broadest possible participation among students; and
4. To foster an appreciation within the Fairfax County Public Schools system of the educational value of strong band programs.

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

1. Promoting the involvement of parents and guardians in band-oriented activities;
2. In consultation with the Director of Bands, providing assistance and support to the Band Program in the form of services, funds and equipment within the Association's resources and by conducting such social or other Band-related activities as may be considered necessary and proper by the Board of Directors;
3. Raising supplemental funds for needs of the Band that are not budgeted or paid for by the school or school district;
4. Assisting the Director of Bands in the logistical planning and preparation for Band performances and trips; and
5. Cooperating with the Director of Bands and Herndon High School administrators and instructors to promote the Band and the education of band students.

Section 3. Committees. The Board of Directors may establish and maintain committees as necessary to carry out the work of the HHSBPA.

ARTICLE IV **MEMBERSHIP**

Section 1. Qualifications. Voting membership shall be extended to any parent or guardian of a registered Band student or Color Guard or Drum Line participant at Herndon High School (the "HHS Band Program").

Section 2. Duration. Membership shall commence upon the first day the student participates in the HHS Band Program and shall continue until a student graduates or drops from the Band Program. Membership in the Association is non-transferable and non-assignable.

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

Section 4. Non-Voting Membership. Membership in the HHSBPA shall also be available

to non-parent and non-guardians of HHS Band Program students interested in the progress and development of the HHS Band Program. Such memberships shall be non-voting. Non-voting members may serve on the Board of Directors, serve as a committee chair, and serve on committees, but may not hold office or serve on the HHSBPA Executive Committee. Once a non-voting member is elected to the Board of Directors, his/her membership will automatically become a voting membership.

Section 5. Dues and Assessments. The Board of Directors, at its discretion, may levy dues and assessments on the voting and non-voting members of the Association.

ARTICLE V **MEETINGS OF MEMBERS**

Section 1. Annual Meeting. An Annual Meeting of the membership of the HHSBPA will be held each June on a date fixed by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as necessary. The meeting time and place shall be designated by the Board of Directors and will be announced no less than ten (10) days prior to the meeting by electronic mail (e-mail) and posted on the official Herndon High School Band website.

Section 2. Special Meetings. A special meeting of the HHSBPA may be called by the President, by any two directors, or by five percent (but at least three in numbers) of the voting members on record at by giving ten (10) days notice by e-mail, by similar manner calculated to reach the recipient, or by written notice, sent to the last known address of each member of record stating the purpose, time and place of the meeting.

Section 3. Quorum. Twenty (20) voting members shall constitute a quorum for transaction of business requiring a vote at an Annual or Special Meeting of the HHSBPA membership.

Section 4. Voting. Voting may be by ballot, show of hands, or voice vote. A simple majority vote is sufficient to carry a motion requiring approval of the membership.

ARTICLE VI **DIRECTORS**

Section 1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall have the power to make and adopt such rules and regulations, not inconsistent with the law, the Articles of Incorporation or these Bylaws, as is deemed advisable for the management of the business and affairs of the HHSBPA.

Section 2. Membership. The Board of Directors shall consist of no less than ten (10) and no more than (20) persons elected by and from the voting and non-voting members of the

HHSBPA. The voting members of the Board of Directors shall include the following:

1. The President, Vice President(s), Secretary, Treasurer (who must be qualified voting members of the HHSBPA) who shall serve as the HHSBPA's officers and Executive Committee;
2. The Chairs of Standing Committees established by the outgoing Board of Directors and (the "Standing Committee Chairs").

There shall be only one vote per position on the Board of Directors. In addition, the Director of Bands at Herndon High School shall be an ex-officio, non-voting member of the Board. Parent representatives from each of the freshman, sophomore, junior and senior classes, as appointed by the Board from among the HHSBPA's voting members, shall also serve as ex-officio, non-voting members of the Board.

Section 3. Compensation. The Board members shall not receive any salary or payment for their services to the Association.

Section 4. Nomination for Board Membership. A Nominating Committee consisting of at least three voting members of the HHSBPA, no two of whom shall be from the same family, shall be appointed by the Board of Directors at the February Board meeting. In consultation with the Nominating Committee, at the March Board meeting, the Board of Directors shall approve a list of Standing Committees for the upcoming year whose Chairs shall serve on the succeeding Board. The Board may at the same time designate a Board position for a Second Vice President, as it deems necessary. At the May Board meeting, the Nominating Committee shall present a slate of at least one nominee for each Board seat, including President, Vice President(s), Secretary, Treasurer and the designated Standing Committee Chairs, for approval by the Board. Nominees must consent to the nomination and two members of the same family may not serve as officers. In addition to the Nominating Committee's slate, nominations may be made by voting members from the floor at the June Annual Meeting.

Section 5. Elections. The Board of Directors shall be elected at the June Annual Meeting of the HHSBPA membership. Voting shall be by secret ballot unless there is a single candidate for the board seat, in which case voting by voice or show of hands for that seat shall be permissible. If a vote is held by ballot, a committee of three disinterested members of the HHSBPA shall be appointed by the Secretary to tally the ballots. A majority vote at an Annual Meeting at which a quorum is present shall constitute an election. Newly elected Board members will assume office at the first Board meeting following their election. The term of office will be one (1) year. No individual shall hold more than one office.

Section 6. Vacancies. A vacancy occurring in any Board position shall be filled for the

unexpired term by a person elected by majority vote of the remaining members of the Board of Directors. In case of a vacancy occurring in the office of President, the Vice President shall assume the duties of the President temporarily until such time as a new election is held. An election to fill any Board position vacancy shall be held within two months or as otherwise reasonably possible.

Section 7. Removal. Any Board member may be removed by a majority vote of the Board whenever in its judgment the best interests of the Association will be served thereby. Any Board Member who is absent for three (3) consecutive Regular Board meetings will automatically vacate his/her seat, unless a majority of the Board votes to retain such Director at a Regular or Special Meeting. Vacancies shall be filled as soon as possible by majority vote of the Board of Directors at a Regular or Special Meeting.

ARTICLE VII **MEETINGS OF DIRECTORS**

Section 1. Regular Meetings. A regular meeting of the Board shall be held each month at Herndon High School. The President, in consultation with the Board, shall determine the times and dates for the Regular Meetings and announce them at the beginning of his/her term.

Section 2. Special Meetings. Special meetings of the Board may be called by the President or upon demand by any three Directors. Such meetings may be held in person or by telephone conference. Notice of any special meeting shall be given at least two (2) days prior by written, electronic or telephone notice stating the purpose of the meeting and the time and place.

Section 3. Quorum. A majority of the members of the Board shall constitute a quorum for the purpose of transaction of business requiring a vote at a Regular or Special Meeting.

Section 4. Voting. Voting may be by voice, ballot, or show of hands. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

ARTICLE VIII **OFFICERS**

Section 1. President. The President will be the principal executive officer of the HHSBPA with primary authority in all areas and, subject to the Board of Directors, shall:

1. Supervise the management of the HHSBPA in accordance with these bylaws;
2. Preside over all Board of Directors and Association meetings;

3. Provide an agenda for each Board of Directors and Association meeting at least two (2) days in advance of such meeting;
4. Serve as a liaison to the Director of Bands;
5. Serve as the official HHSBPA spokesperson;
6. Monitor all financial accounts and supervise the preparation of the annual budget.

Section 2. Vice President. The Vice President will assist the President, and assume all duties designated to the President by these bylaws in the absence of the President. The Vice President will serve as Chairperson of Fundraising Activities and, in collaboration with the Board of Directors, will determine adequate fundraising programs to satisfy fiscal needs. The Vice President will serve as an ex-officio member of and supervise those committees, in coordination with the Chairs of such committees, involved in fundraising activities for the Band program. The Second Vice President, if any, shall assume such duties as prescribed by the Board.

Section 3. Secretary. The Secretary shall keep the records and minutes of all Board, Executive Committee, Annual and Special Meetings and be responsible for correspondence. He/she shall provide the minutes from the immediate past meeting within ten (10) days of such meeting. He/she shall keep a current copy of the bylaws on hand for reference at all meetings. The Secretary shall maintain a complete list of voting and non-voting members of the HHSBPA, including name, address, telephone number, and e-mail address. The Secretary shall record and maintain an inventory of all equipment owned by the HHSBPA through purchase or donation, and may establish a committee to assist in the accurate documentation of such inventory and the maintenance of current inventory records. The Secretary shall be responsible for coordinating the reservation of facilities for use by the HHSBPA with Herndon High School.

Section 4. Treasurer. The Treasurer shall maintain the records of all HHSBPA financial activities and shall be bonded through the means of an adequate fidelity bond. In addition, the Treasurer shall:

1. Establish and maintain, in accordance with generally accepted principles of accounting, an appropriate accounting system, including reports.
2. Maintain checking and other accounts as needed at a local financial institution and reconcile monthly bank statements.
3. Keep an accurate and detailed account of all receipts and expenditures of the Association and preserve all vouchers, receipts, statements and canceled checks, when available.
4. Prepare the annual budget for review by the Board of Directors and presentation to the membership.

5. Maintain custody of all funds, expending money only by check or other means consistent with these bylaws and as otherwise authorized by the Board of Directors.
6. Make deposits of all income in the proper accounts as designated in the budget.
7. Maintain the non-profit status for the Association.
8. Maintain any needed business licenses for the Association.
9. Be responsible for maintaining and updating all student account records and communicating student account information to students and parents on a regular basis.
10. Be responsible for the submission of all Federal, State and Local tax and information returns including, but not limited to, IRS Forms 990 and 1099.
11. Monitor the budget, provide a report at every Board meeting, and alert the Board to any concerns.

Section 6. Executive Committee. The Executive Committee shall consist of the President, Vice President(s), Secretary and Treasurer. The Executive Committee shall meet at as necessary to conduct the business of the HHSBPA in person, by phone or electronically. The Secretary shall report on any such meetings held at the subsequent meeting of the Board of Directors.

ARTICLE IX **COMMITTEES**

Section 1. Establishment. The Standing Committees for the fiscal year shall be established in writing by the Board of Directors annually at the March Board meeting, and the Standing Committee Chairs will serve on the succeeding Board of Directors. The Board may also designate certain Subcommittees as necessary to perform the work of the HHSBPA and appoint Subcommittee Chairs, who shall not serve on the Board of Directors.

Section 2. Duties of Chairperson. The Chairperson of the Standing and Subcommittees will assemble and supervise the committee, and furnish a report to the Board of Directors as requested. The Chairperson will maintain and update a committee guide/procedure manual to pass along to his/her successor, and provide a copy to the Secretary.

Section 3. Special Committees. Special committees may be formed by the Board of Directors as required to accomplish special projects or as otherwise provided in these bylaws. Each Special Committee shall have a Chairperson appointed by the Board of Directors. The Chairperson will assemble and supervise the committee and report to the Board of Directors as requested while the committee is in effect. Special committees will be dissolved by the Board of Directors when: (1) the project is complete; or (2) the special committee is dissolved by the

Board of Directors.

Section 4. Vacancies. A vacancy occurring in a Standing Committee Chair position shall be filled for the unexpired term by a person elected, with his/her consent, by majority vote of the members of the Board of Directors. Vacancies shall be filled within two months or as soon as reasonably possible.

Section 5. Ex-Officio. The President and Director of Bands shall serve as ex-officio members of each committee, except the Nominating Committee. The Vice President shall serve as an ex-officio member of each committee involved in fundraising activities.

ARTICLE X

FINANCIAL MATTERS

Section 1. Fiscal Year. The fiscal year of the HHSBPA shall be from July 1 through June 30.

Section 2. Budget. The proposed budget for the upcoming fiscal year shall be prepared by the Treasurer and submitted for approval by the Board of Directors at its May meeting. The proposed budget for the upcoming year shall be presented to the Membership at the Parents Meeting held in August or September.

Section 3. Approval of Expenses. In consultation with the Treasurer, the Board must approve the timing of the purchase of any budgeted expense for goods or services valued at \$5000 or more. In consultation with the Treasurer, the Board must approve any unbudgeted expense over \$250. The Treasurer and one other officer must approve an unbudgeted expense up to \$250. A written account of each unbudgeted expense approved by two officers must be presented to the Board at its next Regular meeting.

Section 4. Contracts, Checks and Other Instruments. The Board of Directors may authorize any officer or officers but *no other person*, in the name of or on behalf of the HHSBPA, to enter into any contract, to execute or deliver any instrument, or to sign checks, drafts, endorsements, notes or other evidence of indebtedness of the HHSBPA following consultation with the Treasurer. Such authority may be general or confined to specific instances, but unless so authorized by the Board or these bylaws, no officer or other person shall have the power or authority to bind the HHSBPA by any contract or engagement or to render it pecuniarily liable for any purpose or for any amount. Any and all contracts executed on behalf of the HHSBPA shall be made available for review by any voting member within fourteen (14) days of when such request is made. Any checks or other debt instruments executed on behalf of the HHSBPA over the amount of \$250.00 must be signed by the Treasurer and one other officer after it is written.

Section 5. Loans. No loan shall be contracted on behalf of the HHSBPA and no negotiable paper shall be issued on its behalf for the purposes of covering general operating expenses unless authorized by a resolution of the Board of Directors at a Regular or Special Meeting. Nothing in this section should be construed as disallowing the HHSBPA from obtaining and using a revolving credit card. The Board of Directors may authorize the HHSBPA to enter into extended vendor agreements which include the payment of interest.

Section 6. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift bequest or devise for the general purpose or for any special purpose of the Association. The Board of Directors, in its discretion, may reject any grant, gift, or bequest if its conditions might conflict with or jeopardize the HHSBPA's charitable purposes.

Section 7. Review of Records. The financial records shall be submitted for review on an annual basis after the year-end financial statements have been prepared. This review shall be conducted by three voting members of the HHSBPA without check signing privileges appointed by the Board of Directors, and shall be completed within ninety (90) days. The financial books of the HHSBPA shall be submitted for audit by an outside auditor no less than once every three years or upon a change in the office of Treasurer.

ARTICLE XI **BY LAWS**

Section 1. Alteration, Amendment or Repeal. These bylaws may be altered, amended or repealed or new bylaws may be adopted by a majority vote of the Board of Directors at any Regular or Special meeting of the Board of Directors, provided a quorum is present and provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal. The amended bylaws shall become effective upon adoption.

Section 2. Review. Every three (3) years, a committee of at least three members of the Board of Directors, from three different families, shall be appointed by the Board of Directors to review the bylaws and make any recommendations for revisions.

Section 3. Compliance With Law. These bylaws may not be amended in such a manner that the HHSBPA will cease to be a charitable organization pursuant to Section 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code, as in effect or as hereafter amended.

ARTICLE XII **DISSOLUTION**

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

Section 1. Resolution. The Board of Directors shall adopt a resolution recommending that the HHSBPA be dissolved and directing that the question of such dissolution be submitted to a vote at the Annual or a Special Meeting of HHSBPA members. Written notice, stating the purpose of such a meeting, shall be given to each voting member at least twenty five (25) days prior to the date of such meeting, and notice shall also be published on the official Band website.

Section 2. Approval. Approval of dissolution of the Association shall require presence of a quorum and the affirmative vote of at least two thirds of the voting members present. If dissolution is approved, all outstanding debts and liabilities of HHSBPA shall be paid. The HHSBPA shall cease and desist from other use of any funds and representation of the name of the Herndon High School Band Parents Association.

Section 3. Disposal of Assets. In the event of the dissolution of this Association, for any reason, and subject to Article XII, Section 2, assets shall be distributed to another fund, foundation or corporation exempt within the meaning of Section 501(c)(3) of the Internal Revenue Service Code and designated for use by the Band Program at Herndon High School or, if such program does not exist, in order of priority for use by: (i) the Music Department at Herndon High School; (ii) the Fine Arts Department at Herndon High School; or (iii) another Fairfax County Public Schools music program. To the extent there exist assets held in HHSBPA accounts designated for scholarship use, such assets shall be distributed to another fund, foundation or corporation exempt within the meaning of Section 501(c)(3) of the Internal Revenue Service Code with responsibility for administering such scholarships. The Board of Directors in existence at the time of dissolution, and acting by a simple majority at a Regular or Special meeting, shall have the sole authority to dispose of the assets in accordance with this section.

ARTICLE XIII **MISCELLANEOUS**

Section 1. Construction. These bylaws shall be interpreted under the laws of the Commonwealth of Virginia.

Section 2. Unenforceable Articles. Any article of these bylaws or portion thereof found to be illegal, unenforceable, or contrary to existing Federal and/or Commonwealth of Virginia laws, shall be considered null, void and without standing and the remainder of the document shall survive and remain in force.

Section 3. Indemnification of Officers and Directors. The HHSBPA 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 HHSBPA, or served any other foundation or enterprise in any capacity at the request of the HHSBPA, against judgments, fines, amounts paid in settlement, excise taxes imposed by the Internal Revenue Code the payment of which

would not result in the imposition of 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 Virginia law.

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

Section 5. Conflict of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosures, abstention, and rationale for approval.

Section 6. Parliamentary Procedures. HHSBPA shall abide by "Roberts Rules of Order" except as otherwise provided in these bylaws. A copy of Roberts Rules of Order shall be maintained by the Secretary.

Section 7. Notice. The provision of a valid email address by any member to the Secretary or Treasurer shall be deemed consent to receive by email any notice as provided in these bylaws or as otherwise required by law. Any such consent shall be revocable by the member by written notice to the Secretary. Any member or Director may waive in writing any notice of a meeting required to be given by these bylaws. The attendance of a member or Director at any meeting shall constitute a waiver of notice of such meeting by such member or Director, except in a case where a member or Director shall attend a meeting for the expressed purpose of objection to the transaction of any business on the ground that the meeting has not been lawfully called or convened.