

BYLAWS
OF
THE MOUNT VERNON HIGH SCHOOL ORCHESTRA BOOSTERS INC.

(A tax-exempt organization under section 501(c)(3) of the Internal Revenue Code)

Adopted (to be Fall 2022)

ARTICLE I: NAME AND DEFINITIONS

1.01 The name of the Corporation is the Mount Vernon High School Orchestra Boosters Incorporated (hereinafter, "MVHSOB" or "the Corporation"), an entity incorporated under the laws of the Commonwealth of Virginia and recognized as a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code. The Corporation's business may also be conducted as Mount Vernon High School Orchestra Boosters, Inc., MVHS Orchestra Boosters, Inc., Mount Vernon High School Orchestra Boosters, or MVHS Orchestra Boosters.

1.02 The following definitions shall apply:

- **Orchestra Program:** the orchestra programs and activities of Mount Vernon High School in Alexandria, Virginia, including the MVHS Sinfonia Orchestra, the MVHS Chamber Orchestra, and any other MVHS Orchestra Ensembles.
- **Executive Board:** a body of the Corporation consisting of the Corporation's Officers (see Article VI), standing committee chairpersons (see Article VII), and the Mount Vernon High School Orchestra Director.
- **General Membership Meetings:** business meetings attended by the Executive Board and the membership of the Corporation (see Article IX).
- **Officers:** management-level officials of the Corporation consisting of the President, the Vice President, the Secretary, and the Treasurer (see Article V).

ARTICLE II: LOCATION

2.01 The principal office of the Corporation shall be 8515 Old Vernon Road, Alexandria, Virginia 22309.

ARTICLE III: PURPOSES AND POWERS

3.01 The Corporation is a Virginia non-profit corporation recognized as tax exempt under

section 501(c)(3) of the Internal Revenue Code to:

- encourage orchestra student interest, leadership and sense of responsibility;
- provide financial assistance for the Orchestra Program;
- support the Orchestra Program, including its curriculum, activities, and ensembles; and
- to do and deal in other things necessary and desirable consistent with these purposes.

3.02 Actions of the MVHSOB shall be by the affirmative vote of either the Executive Board (for administrative and routine activities) or the general membership. Notwithstanding any other provision of these Bylaws, no officer, committee member, board member, other member, or representative of the Corporation shall take any action or conduct any activity by or on behalf of the Corporation without authorization.

ARTICLE IV: MEMBERSHIP

4.01 MVHSOB membership is open to all persons with an interest in its purposes. There are three membership classes: Parent, Associate, and Honorary.

- Parent members shall consist of the parents or guardians of students who are currently members of the Orchestra Program. Parents shall include natural or adoptive parents, legal guardians, or any person acting in the role of parents. There will be no fee for parent membership. Parent Members shall be voting members and are eligible to serve as Officers of the Corporation.
- Associate membership may be extended by the Corporation to any person, corporation or business with an interest in the Orchestra Program. The Corporation may charge a fee for associate membership. Associate Members shall be voting members, but are not eligible to serve as Officers of the Corporation.
- Honorary membership may be extended by the Corporation to persons who have made outstanding contributions to the Orchestra Program. Such persons may be elected to Honorary Membership by the voting members of the Corporation after recommendation by the Executive Board. Honorary Membership shall be a lifetime membership until terminated by the Honorary Member at any time or by two-thirds vote of the Corporation's voting members at any General Membership Meeting. Honorary Members shall not be voting members or Officers of the Corporation.

4.02 The Secretary will, insofar as it is possible, maintain a membership directory, so that the Corporation can maintain clear lines of communications with the membership about

matters pertaining to the Orchestra Program. The High School Orchestra Director will supply the contact information to the Secretary. The MVHSOB Directory will only be used for purposes directly related to the Orchestra Program and will not be shared with individuals or organizations outside the Corporation, unless an official need to do so is determined by vote of the Executive Board.

ARTICLE V: OFFICERS

5.01 The Corporation's Officers shall be President, Vice President, Treasurer and Secretary. The Officers of the Corporation shall serve without compensation and perform the following duties:

- President: The President shall be the Corporation's Chief Executive and shall preside over all meetings of the membership and Executive Board. The President shall be the official spokesperson of the Corporation and shall be empowered to sign contracts, checks, and any other documents.
- Vice President: The Vice President shall perform all duties of the President in the President's absence and shall perform such other duties requested by the President or directed by the Executive Board.
- Secretary: The Secretary shall maintain the record copy of the Bylaws and have them available at every meeting of the Corporation. The Secretary shall record minutes of the Corporation's meetings or designate a member to do so in the Secretary's absence. The Secretary shall maintain: a record of the minutes for the duration of his or her term of office; a MVHSOB Directory with addresses, telephone numbers, and e-mail addresses of the Corporation's membership; and a complete record of the Corporation's activities. The Secretary shall also maintain a repository of Corporation reports and official documents, including insurance papers, and shall pass them in an orderly way to his or her successor.
- Treasurer: The Treasurer shall keep the Corporation's financial accounts in a true and accurate manner, be responsible for all receipts and disbursements, and make financial reports at General Membership Meetings, to include a report of all checks issued during the previous month. The Treasurer shall submit financial records of the Corporation to an audit committee appointed by the Executive Board at the end of the Fairfax County Public Schools academic year. The Treasurer will utilize the "cash" accounting method.

5.02 The required tax filings for the Corporation shall be the responsibility of the Treasurer, who is to report on this activity to the Executive Board. The Secretary and Treasurer shall work together to prepare the annual State Corporation Commission (SCC) filing for the Commonwealth of Virginia.

5.03 Officer vacancies occurring after election shall be filled by a majority vote of the Executive Board.

5.04 The Corporation may elect an Assistant Secretary and/or an Assistant Treasurer if necessary.

ARTICLE VI: EXECUTIVE BOARD

6.01 The Executive Board shall consist of the Corporation's Officers and the Mount Vernon High School Orchestra Director.

6.02 The President or any two members of the Executive Board may call meetings of the Executive Board as the Corporation's business requires it to act on all matters except those specifically requiring a vote by the membership. The actions of the Executive Board shall be reported to the membership at the next scheduled General Membership Meeting.

6.03 A majority of the Executive Board shall constitute a quorum at any duly called meeting of the Executive Board.

6.04 The Executive Board shall supervise, control, and direct the Corporation's affairs, actively pursue the purposes stated in Article II, supervise the disbursement of Corporation funds, make recommendations for Corporation Honorary Membership and perform such other acts in conformity with the desires of the MVHSOB membership.

6.05 The Executive Board shall meet within one week prior to each General Membership Meeting to determine the agenda for that regular meeting and make the most productive use of that regular meeting. This organizational meeting of the Executive Board may be accomplished through either synchronous (in-person or virtual) and/or asynchronous (email or other written form of communication) means.

6.06 Meetings of the Executive Board shall be announced in advance, whenever possible, and shall be open to the members of the Corporation.

ARTICLE VII: FINANCE

7.01 The Executive Board shall prepare the annual budget and make recommendations concerning adoption and changes to the Corporation budget during the course of the school year. The Treasurer shall present the next fiscal year proposed budget to be acted upon by the MVHSOB membership at the last general meeting of the current school year.

7.02 The Fiscal Year for the Corporation shall be established as July 1 through June 30. Recognizing that adjustments to the school budget may occur after this date and that additional needs may arise following June 30, the Executive Board will update the budget if changes are

needed.

7.03 Any and all expenditures of the Corporation's funds shall be consistent with the adopted budget.

7.04 All funds of the Corporation shall be deposited in a local FDIC insured banking facility. Funds designated as "savings" shall be deposited in interest bearing accounts. Funds designated as "checking" shall be deposited in interest bearing accounts, if available.

7.05 At the end of each fiscal year and any change of the full slate of the Corporation's Officers or Treasurer, the Corporation's finances shall be audited by a committee of two or more non-Officer members named by the Executive Board. This audit will ensure that the Corporation's receipts and expenditures align and conform to the Corporation's purposes.

7.06 The Treasurer shall be the primary signer on the Corporation financial accounts. The President shall be an additional signer.

7.07 Checks of the Corporation written in an amount less than or equal to five hundred dollars (\$500.00) may be signed by the Treasurer or the President. Checks of the Corporation written in an amount greater than five hundred dollars (\$500.00) must be signed by both the Treasurer and the President.

7.08 The Treasurer shall have a debit card linked to the Corporation's checking account. Other debit cards may be authorized by the Executive Board.

ARTICLE VIII: ELECTIONS

8.01 All Officers of the Corporation shall be elected at the May General Membership Meeting by a vote of the MVHSOB membership present. Voting shall take place by secret ballot.

8.02 The Officers of the Corporation shall be elected for a term of one (1) year or until their successors are elected and seated, and their term of office shall begin on the last day of the Fairfax County Public Schools academic or school year during the Month of June.

ARTICLE IX: MEETINGS

9.01 The Corporation's General Membership Meetings shall be held at times and locations deemed appropriate by the Executive Board, with such notice as is deemed expedient. Every reasonable effort will be made to provide the membership with a minimum of seven (7) days advance notice for any General Membership Meeting.

9.02 Special meetings may be called by the President or the Executive Board, with such

notice to the membership as is expedient.

9.03 Unapproved minutes from previous Executive Board or General Membership Meetings shall be circulated in advance of the next meeting of that type. Minutes for any given meeting will be afforded the opportunity for questions, amendment, and adoption at the next meeting of that type, whether Executive Board or general membership.

9.04 A majority of the Executive Board shall be necessary and sufficient to constitute a quorum for the transaction of business at any Executive Board meeting.

- Notice of any Executive Board meeting may be given in person, may be given in-person or leveraging telecommunication platforms agreed upon by the Executive Committee, at least two (2) days prior to the date of the meeting. Notice shall be deemed to be delivered when mailed, postage prepaid, or otherwise when delivery is made or when personal contact by telephone is made. Any Executive Board member may waive notice of any meeting. The attendance of an Executive Board member at any meeting shall constitute a waiver for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws. At any occasion at which all of the Executive Board shall be present, any business may be transacted that might have been transacted if the meeting had been duly called.

9.05 A quorum for purposes of the General Membership Meeting shall be achieved by the presence of ten (10) percent of the voting membership of the Corporation.

ARTICLE X: MISCELLANEOUS

10.01 No Officer, Executive Board member, or member shall receive any compensation or financial benefit for any service for or to the Corporation. The Corporation may reimburse any out-of-pocket expenses if approved by the Executive Board.

10.02 The Corporation shall be a not-for-profit entity. No member, officer or director shall have any ownership interest in the assets of the Corporation, or in any revenue or income of the organization. If the organization is dissolved, all assets shall be transferred to Mount Vernon High School for the exclusive use of the Orchestra Program, or, if the Orchestra Program does not exist, for the music program in general.

10.03 No loans will be obtained by the Corporation except upon the approval of the Executive Board. Any such approval shall be evidenced by a written resolution of the Executive Board.

ARTICLE XI: BYLAWS AND APPENDICES AMENDMENTS

11.01 These Bylaws and any appendices may be amended at any General Membership Meeting by a two-thirds vote of the MVHSOB memberships present and voting, provided the amendment has been submitted in writing and published at least two (2) weeks prior to the General Membership Meeting at which the vote is to be taken. Revisions to any appendices can be adopted independently of the Bylaws articles.

ARTICLE XII: ADOPTION

12.01 These bylaws are being adopted on _____

