

Adopted March 29, 1993
Amended January 23, 2012
Amended April 19, 2023

**BYLAWS
OF
THE WEST SPRINGFIELD HIGH SCHOOL BAND BOOSTERS, INCORPORATED**

Article I Name and Purpose

Section 1.01. Name. The name of the corporation is the West Springfield High School Band Boosters, Incorporated, hereinafter referred to as the “Boosters.”

Section 1.02. Purpose. The Boosters is organized to: encourage band student interest, musical and artistic excellence, leadership and sense of responsibility; provide financial assistance for the West Springfield High School Band program including the Color Guard, Winter Guard, and other units as may be added; to support the band program, curriculum and activities; and to do and deal in other things necessary and desirable consistent with these purposes.

The contribution by the Boosters of time, goods, services, and/or finances to the West Springfield High School Band is intended to augment the band program and not to serve as a substitute for the legal financial obligations of the Commonwealth of Virginia and the Fairfax County Public Schools system to provide for the basic needs of the band program. In pursuit of these objectives, the Boosters will neither seek to direct the administrative activities of the band program nor control its policies.

Article II Membership

Section 2.01. Qualification. All parents, guardians, or other persons with a child enrolled in the West Springfield High School band program shall be considered voting members of the Boosters. Representatives of the Fairfax County Public Schools system directly affiliated with the West Springfield High School Band program shall be non-voting, advisory members of the Boosters.

Section 2.02. Rights and Responsibilities. The members shall have the right and responsibility to attend General Membership meetings and events sponsored by the Boosters, serve on the committees, and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget, and approve amendments to these bylaws.

Section 2.03. Quorum. The members present at any General Membership meeting of the Boosters, provided at least four Executive Officers are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action. The majority vote of the members present is required for an initiative to pass.

**BYLAWS OF
THE WEST SPRINGFIELD HIGH SCHOOL BAND BOOSTERS, INCORPORATED**

Section 2.04. Meetings. There shall be at least two General Membership meetings, in May to elect officers, and in June approve the annual budget. Additional General Membership meetings may be held to amend the bylaws or approve major budget changes. General Membership meetings may be held alone or in conjunction with an event sponsored by the Boosters as is determined by the Executive Board or at the request of three (3) or more members in writing or by email to the Executive Board. Members shall be given at least seven (7) days notice in writing or by email of the date, time, location and agenda of each meeting. Members may participate in a meeting through use of video or audio software/applications or similar communications equipment, so long as members participating in such meeting can hear one another.

Article III Executive Board

Section 3.01. Membership. The Executive Board shall consist of the six (6) elected officers of the Boosters.

Section 3.02. Authority. The affairs, activities and operation of the Boosters shall be managed by the Executive Board. The Executive Board shall conduct necessary business during the intervals between the General Membership meetings, and such other business as may be referred to it by the membership or these bylaws. It may create standing and special committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the Boosters.

Section 3.03. Meetings. The Executive Board shall meet monthly during the school year at an agreed-upon location, unless canceled by the President, to prepare for General Membership meetings and to conduct the affairs of the Boosters.

Section 3.04. Quorum. A quorum of the Executive Board for the conduct of business shall consist of at least four (4) officers in attendance.

Section 3.05. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if all the members of the Executive Board consent in writing by email or text. Such consents shall have the same force and effect as a unanimous vote of the Executive Board as the case may be.

Section 3.06. Participation in Meeting by Video or Audio Conference Call. Members of the Executive Board may participate in a meeting through use of video or audio software/applications or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.07. Reimbursement. Executive Board members shall serve without compensation with the exception that documented expenses incurred in the furtherance of the Boosters' business may be reimbursed in accordance with the Boosters' financial policies, and prior approval of the Executive Board.

**BYLAWS OF
THE WEST SPRINGFIELD HIGH SCHOOL BAND BOOSTERS, INCORPORATED**

Article IV Officers and Their Elections

Section 4.01. Officers. The officers of the Boosters shall be a President, a Vice President, a Director of Volunteer Coordination, a Secretary, a Treasurer, and a Budget Officer. The officers shall perform the duties prescribed by the bylaws and by the parliamentary procedures adopted.

Section 4.02. Election. One or more members elected by the Executive Board shall seek nominees in February of the year in which the candidates will be elected. The candidates shall be announced to the membership as soon as possible. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor. No two related members of the Boosters shall serve on the Executive Board at the same time. Officers shall be elected at the General Membership meeting of the Boosters in May by the members present or by email. Officers shall assume their official duties on July 1 following their election.

Section 4.03. Term. Officers shall serve a one-year term. Officers may be elected for up to three consecutive terms to the same office. Any officer may be removed by a majority vote of the Executive Board if they believe that the best interests of the Boosters shall be served by such removal.

Section 4.04 Resignations. Any officer may resign at any time by giving written notice to the Boosters.

Section 4.05. Vacancies. A vacancy occurring in any office shall be filled for the unexpired term by a majority vote of the remaining members of the Executive Board.

Article V Duties of Officers

Section 5.01. President. The President shall be the Chief Executive Officer of the Boosters and, subject to the control of the Executive Board, shall in general supervise and control all of the activities of the Boosters. The President shall be a member of the Executive Board and, when present, shall preside at all Executive Board and General Membership meetings. The President shall vote only in the case of a tie in a vote of the Executive Board or the membership. The President shall select and appoint the chairpersons of all standing and special committees except the Fundraising and Nominating Committees and shall be an ex-officio member of all committees of the Boosters except the Nominating Committee.

Section 5.02. Vice-President. The Vice President shall perform all the duties of the President in his or her absence and perform other duties assigned by the President and the Executive Board. The Vice President also serves as the chairperson of the Fundraising Committee. As the Fundraising Chairperson, the Vice President shall meet the financial needs of the Boosters as set forth in the budget by working with the Budget Officer; organize fundraising projects of the Boosters in compliance with West

**BYLAWS OF
THE WEST SPRINGFIELD HIGH SCHOOL BAND BOOSTERS, INCORPORATED**

Springfield High School policy; and work with the Director of Volunteer Coordination to ensure adequate staffing for fundraising events.

Section 5.03. Director of Volunteer Coordination. The Director of Volunteer Coordination shall recruit volunteers for fundraising events, marching band events, and hospitality events such as football game dinners, banquets and band concerts.

Section 5.04. Secretary. The Secretary shall maintain the record copy of the bylaws and have them available at every General Membership and Executive Board meeting. The Secretary shall record minutes of the General Membership and Executive Board meetings; maintain a record of the minutes for the duration of the term of office; organize and maintain a complete record of the Boosters activities; pass all records on to the successor; and serve as a repository of Boosters reports, records and official documents such as Articles of Incorporation, insurance papers and the like.

Section 5.05 Treasurer. The Treasurer is the authorized custodian of Boosters' funds in accordance with the Boosters' financial policies. The Treasurer will organize, document, and record all financial activities. The Treasurer will be diligent and conscientious in ensuring all funds are received and spent in accordance with the Boosters' tax-exempt purpose, bylaws and budget. The financial records belong to the Boosters and must be available to the other officers and members upon request.

The Treasurer shall:

- Ensure that receipts are provided for cash received by the Boosters.
- Ensure that all funds are deposited as soon as practical in the Boosters's authorized bank account(s).
- Ensure that payments and disbursements are authorized by approved budget, or an amendment to the budget.
- Present a written financial report (including income and expenditures and comparing budgeted amounts to actual year-to-date amounts), at each Membership and Executive Board meeting and at other times as requested by the Executive Board.
- Ensure that an annual financial review or audit, as appropriate based on budget size, is conducted and presented to the Executive Board and membership. (See 7.07)

Section 5.06. Budget Officer. The Budget Officer shall develop an annual budget along with a long-range planning budget in coordination with the Executive Board; coordinate recapitalization and new purchase requirements with the Executive Board; and work with the Vice President to develop funding strategies and programs to support budget requirements.

Article VI Advisor to the Board

The Band Director may serve in an advisory capacity to the Executive Board and shall have the right in such capacity to approve all proposals and expenditures directly

**BYLAWS OF
THE WEST SPRINGFIELD HIGH SCHOOL BAND BOOSTERS, INCORPORATED**

related to the band and guard units as well as attend all meetings. As an advisor, the Band Director prepares a projection of budgetary needs for the upcoming fiscal year. As part of the annual budget preparation process, the Band Director shall provide the Budget Officer with an updated estimate of the remaining life and replacement cost of the Marching Band's current uniforms.

Article VII Finances

Section 7.01. Budget. The Executive Board shall present the annual budget at the June General Membership meeting. This budget shall be used to guide the activities of the Boosters during the year, including serving as approval for anticipated expenditures.

Section 7.02. Obligations. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the Boosters.

Section 7.03. Loans. No loans shall be made by the Boosters.

Section 7.04. Disbursement of Funds. The Executive Board authorizes all disbursements of funds. Disbursements shall be made by checks signed by the Treasurer, the President, or the Vice President (if the President is unavailable), by use of the Boosters' debit card, or by other electronic fund transfer methods. Any obligation or expenditure not in the approved budget of up to one thousand dollars (\$1000) shall require the prior approval of the Executive Board. Any obligation or expenditure not in the approved budget in excess of one thousand dollars (\$1000) shall require the prior approval of a majority of the members present at a General Membership meeting.

Section 7.05. Banking. The Treasurer shall ensure that all funds of the Boosters are deposited as soon as practical to the credit of the Boosters in such banks or other depositories as determined by the Executive Board. All deposits and disbursements shall be documented by a receipt, an invoice, or other written documentation. Receipts shall be provided, with a copy kept, whenever cash is turned over or collected. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds, normally daily, immediately after received and counted. If debit or credit cards are established in the name of the Boosters, a policy approved by the Executive Board shall be developed and used that includes a list of the authorized users, daily/monthly/annual spending limits, and review and oversight provisions. No personal charging on the card by the authorized users shall be allowed.

Section 7.07. Financial Report. The Treasurer shall present a financial report at each General Membership and Executive Board meeting of the Boosters and prepare a final report at the close of the year in accordance with the Boosters' financial policies. The Executive Board shall have the report and the accounts examined annually. The annual financial review shall be conducted by either a paid professional or an audit committee, consisting of two or more Executive Board or voting members of the Boosters who are not involved in the routine handling of the Boosters' finances, including not having signature authority on bank accounts or approval authority over disbursements. In any

**BYLAWS OF
THE WEST SPRINGFIELD HIGH SCHOOL BAND BOOSTERS, INCORPORATED**

year if the Boosters gross over \$100,000 in receipts, the membership should be notified as soon as possible and at the next General Membership meeting a discussion and vote shall take place to determine whether a professional should be hired to assist with the annual financial review.

Section 7.08. Fiscal Year. The fiscal year of the Boosters shall be from July 1 to June 30 but may be changed by resolution of the Executive Board.

Section 7.09. Financial Record Retention. All records of the Boosters shall be maintained and destroyed in accordance with law, and standard record retention guidelines.

Article VIII Conflicts of Interest

Section 8.01. Existence of Conflict, Disclosure. Officers and members of the Boosters shall refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Boosters. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any officer or member competes or appears to compete with the interests of the Boosters. If any such conflict of interest arises the interested person shall call it to the attention of the Executive Board for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Executive Board, excluding the person who is the subject of the possible conflict.

Section 8.02. Nonparticipation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Executive Board is meeting.

However, the person may be permitted to provide the Executive Board with any and all relevant information.

Section 8.03. Minutes of Meeting. The minutes of the meeting of the Executive Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 8.04. Annual Review. A copy of this conflict of interest statement shall be furnished to each officer who is presently serving the Boosters, or who hereafter becomes associated with the Boosters. This policy shall be reviewed annually for information and guidance of officers and new officers shall be advised of the policy upon undertaking the duties of their offices.

Article IX Indemnification

Every member of the Executive Board may be indemnified by the Boosters against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Executive Board in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason

**BYLAWS OF
THE WEST SPRINGFIELD HIGH SCHOOL BAND BOOSTERS, INCORPORATED**

of her/his being or having been a member of the Executive Board of the Boosters, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Executive Board approves such settlement and reimbursement as being in the best interest of the Boosters. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Executive Board is entitled.

Article X Amendments

Section 10.01. Amendments. These bylaws may be amended at any General Membership meeting by a majority vote of the members present, provided that at least thirty (30) days' notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.

Section 10.02. Review of Bylaws. The President shall appoint a bylaws committee every third year to review the bylaws and make recommendations to the Executive Board as appropriate.

Article XI Dissolution

Upon discontinuance of of this Boosters by dissolution or otherwise, any assets lawfully available for distribution are to be transferred to one or more organizations qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as passed by vote by a majority of members present at a duly called General Membership meeting.