

Centreville Wildcats Band Boosters, Inc.

Organization Bylaws

Revision C

Adopted February 5, 2019

Centreville Wildcats Band Boosters, Inc.
Organization Bylaws

BYLAWS OF THE CENTREVILLE WILDCATS BAND BOOSTERS, INC.

Article I. NAME

The name of the organization is the Centreville Wildcats Band Boosters, hereinafter referred to as the "Club" or "Wildcat Band Booster Club."

Article II. PURPOSE

It shall be the purpose of the Wildcat Band Booster Club to promote, support, and create interest in the Centreville High School band programs among the students, parents, faculty, and community-at-large.

The Wildcat Band Booster Club shall further assist the band programs of the school by providing financial, advisory, and human resource support.

Article III. OFFICES

The registered office of the club shall be in the County of Fairfax, Virginia. The club may also have offices at such other places, within or without the Commonwealth of Virginia, as the board determines from time to time or the business of the club requires.

Article IV. MEMBERSHIP

Section 1. Class of Membership. The club shall have one class of membership, Regular Membership. Regular membership is available to individual persons or family units. Except where specifically requested, regular membership shall be assigned to the family unit. Family units with more than one active band member shall also be assigned an individual membership for each additional active band member.

Section 2. Voting Rights. Each regular member shall be entitled to one vote in the transaction of official business of the club.

Section 3. Eligibility for Membership. All persons whose interests are to further the purposes of the Wildcat Band Booster Club, as set forth in Article II, shall be eligible for membership.

Section 4. Membership Fees. The board of directors shall establish annual fees for membership in the club.

Article V. MEETINGS OF MEMBERS

Section 1. Place of Meetings. Meetings of the membership shall be held at Centreville High School, Clifton, Virginia, or at such other place convenient to the membership as may be designated by the board of directors.

Section 2. General Meetings. A general meeting of the membership shall be held on the first Tuesday of September and May, unless otherwise directed by the board of directors.

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Section 3. Special Meetings. Special meetings of the membership shall be called by the President as directed by resolution of the board of directors, or upon a petition signed by twenty percent (20%) of the members having been presented to the Secretary.

Section 4. Annual Meetings. The May meeting of the membership shall constitute the annual meeting.

Section 5. Notice of Meetings.

a. Notice of Annual and Special Meetings. It shall be the duty of the Secretary to deliver a notice of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each member of record. This notice may be issued by email or mail or other appropriate means to the address as it appears on the membership roster of the club, or if no such address appears, at their last known address, at least two (2) but not more than fifty (50) days prior to such meeting.

b. Notice of Meeting on Amendment to Articles of Incorporation. In the case of a meeting to act on an amendment of the articles of incorporation notice shall be provided not less than twenty-five (25) or more than fifty (50) days before the date of the meeting. Any notice of a meeting to act on an amendment of the articles of incorporation shall be accompanied by a copy of the proposed amendment.

Section 6. Waiver of Notice; Action Without Meeting.

Notwithstanding any other provision hereinabove to the contrary, whenever any notice for any meeting for any purpose is required to be given, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. A member who attends a meeting shall have been deemed to have had a timely notice of the meeting, unless he or she attends for the express purpose of objecting because the meeting was not lawfully called or convened. Any action required to be taken at the meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall be the same force and effect as a unanimous vote.

Section 7. Quorum. Except where otherwise specified in these by-laws, the presence, either in person or by proxy, of at least ten percent (10%) of the members of record of the Wildcat Band Booster Club shall be requisite for, and shall constitute, a quorum for the transaction of business at all general, annual, and special meetings of members. If the number of members at any such meeting drops below the quorum and the question of a lack of quorum is raised, no business may thereafter be transacted.

Section 8. Adjourned Meetings. If any meeting of members cannot be organized because a quorum has not attended, or a meeting has dropped below the quorum, the members who are present, either in person or by proxy, may, except as otherwise provided by law, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called, at which

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subsequent meeting the quorum requirement shall be five percent (5%).

Section 9. Voting. At every meeting of the members, each member present, individual or family unit, either in person or by proxy, shall have the right to cast one vote on each question and never more than one vote. The vote of the majority of those present, in person or by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of statute or of the articles of incorporation or of these bylaws, a different vote is required, in which case such express provision shall govern and control.

Section 10. Proxies. A member may appoint his or her proxy only a member of his or her immediate family (as defined by the board of directors) or another member. Any proxy must be filed with the Secretary at least forty-eight (48) hours before the appointed time of each meeting.

Section 11. Order of Business. The order of business at each annual meeting of the members shall be as follows:

- a. Roll Call
- b. Proof of notice of meeting or waiver of notice.
- c. Reading of minutes of preceding annual meeting.
- d. Reports of officers.
- e. Reports of Committees.
- f. Election of directors.
- g. Unfinished business.
- h. New business.

In the case of special meetings, items a. through d. shall be applicable and thereafter the agenda shall consist of the items specified in the notice of meeting.

Article VI. BOARD OF DIRECTORS

Section 1. Number of Directors. Until such time as the board of directors determine otherwise, the number of directors shall be five, consisting of a President, First Vice President, Second Vice-President, Secretary and Treasurer, with duties as described in Article VII, Section 2. The number of directors may be reduced or increased from time to time by action of a majority of the entire board, but no decrease in the number of directors may shorten the term of an incumbent director or reduce the number of directors to less than three. When used in these bylaws, the phrase "entire board" means the total number of directors which the club would have if there were no vacancies.

Section 2. Election and Term Except as otherwise provided by law or by these bylaws, the directors shall be elected by the members at the annual meeting of the membership. A nominating committee shall be appointed by the president of the corporation at least thirty (30) days prior to each annual meeting. Such committee shall present to the board at its regular meeting in April a slate of director candidates to be considered for nomination. Such slate as may be approved by the board shall be presented to the membership at the annual meeting. Nominations may also be

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made from the floor at the annual meeting; provided, that any such intended nomination is disclosed to the Secretary at least five (5) days prior to the annual meeting and any such prospective nominee agrees to serve as a director if elected. Subject to his or her earlier death, resignation or removal, as provided in Section 3 of this Article VI, each director shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. A director may be removed at any time, with or without cause, the members representing a majority of the members of the club at a meeting duly called for such purpose.

Section 4. Resignation. Any director may resign at any time by giving written notice of his or her resignation to the club. A resignation shall take effect at the time specified therein or, if the time it shall become effective is not specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Section 5. Vacancies. Any vacancies occurring on the board for any cause except removal by the members pursuant to Section 3 of the Article VI, may be filled by the vote of a majority of the directors of the club then in office, though less than a quorum, or by a sole remaining director of the club. Any vacancies occurring on the board by reason of removal by the members pursuant to Section 3 of the Article VI may be filled by the vote of a majority of the members present at a meeting called for such purpose. Subject to his or her earlier death, resignation, or removal, as provided in Section 3 of this Article VI each director so elected shall hold office until his or her successor shall have been duly elected and shall have qualified or for the unexpired term of his predecessor, as the case may be.

Section 6. Place of Meetings. Except as otherwise provided in these bylaws, all meetings of the board shall be held at such places within the Commonwealth of Virginia, as the board determines from time to time.

Section 7. Organizational Meeting. The organizational meeting of the board shall be held as soon as convenient following the election of the directors at the annual meeting of the membership and at such time and place as the board determines.

Section 8. Regular Meetings. Regular meetings of the board shall be held on such dates and at such places and times as the board determines. Notice of regular meetings need not be given, except as otherwise required by law.

Section 9. Special Meetings. Special meetings of the board may be called by the President, and shall be called by the President or the Secretary upon written request of a majority of the directors. The request shall state the date, time, place and purpose or purposes of the proposed meeting.

Section 10. Notice of Meetings. Notice of each special meeting of the board and of each organizational meeting shall be given not less than twenty-four (24) hours before the meeting is scheduled

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to commence, by the President or the Secretary, and shall state the place, date and time of the meeting. Notice of each meeting may be delivered to a director by hand or given to a director orally (whether by telephone or in person) or mailed or emailed to a director at his or her residence or usual place of business; provided however, that if a notice of less than seventy-two (72) hours is given, it may not be mailed. If mailed, the notice shall be deemed to have been given when deposited in the United States mail, postage prepaid. Notice of any meeting need not be given to any director who shall submit, either before or after the meeting, a signed waiver of notice of who shall attend the meeting, except to the express purpose of objecting at the beginning thereof to the transaction of any business because the meeting is not lawfully called or convened. Notice of any adjourned meeting, including place, date and time of the new meeting, shall be given to all directors not present at the time of the adjournment, as well as to the other directors unless the place, date and time of the new meeting is announced at the adjourned meeting.

Notice of each regular meeting shall be provided to the membership no less than twenty-four (24) hours in advance.

Section 11. Quorum. Except as otherwise provided by law or in these bylaws, at all meetings of the board a majority of the entire board shall constitute a quorum for the transaction of business, and the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board. A majority of the directors present, whether or not a quorum, is present, may adjourn any meeting to another place, date and time.

Section 12. Conduct of Meetings. At each meeting of the board, the President or, in his or her absence, the First Vice President, shall act as chairperson of the meeting. The Secretary or, in his or her absence, any person appointed by the chairperson of the meeting shall act as secretary of the meeting and keep the minutes thereof. The order of business at all meetings of the board shall be determined by the chairman of the meeting.

Section 13. Committees of the Board. The board of directors shall also serve as the Executive Committee of the boosters. The board may appoint from among its members other committees composed of two or more directors, and may delegate to such committees any or all of the powers of the board or directors in the management of the business and affairs of the club. The committees shall keep minutes of their proceedings and shall report the same to the board of directors when required, and any action by the committees shall be subject to revision and alteration by the board of directors, provided that no rights of third persons shall be affected by any such revision or alteration.

Section 14. Compensation of Directors. No director may be compensated for serving as a director. Such prohibition shall not preclude any director from serving the club in any other capacity and receiving compensation thereof, or the reimbursement of any director for out-of-pocket expenses incurred on behalf of the

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club.

Section 15. Advisor to the Board. The director of Student Activities may serve in an advisory capacity to the board of directors, and shall have the right in such capacity to approve all proposals and expenditures directly related to the band program.

Section 16, Duties of the Board. The Board of Directors shall be responsible for executing the day-to-day functions of the boosters, including raising and expending funds in accordance with the approved annual budget, representing the boosters in school and county meetings, and organizing and supporting other events in support of the band program.

Article VII. OFFICERS

Section 1. Executive Officers. The executive officers of the club shall be a President, a First Vice President, a Second Vice President, a Secretary and a Treasurer. The board may also elect or appoint any other officers it deems necessary or desirable for the conduct of the business of the club, each of whom shall have powers and duties as the board determines.

Section 2. Duties

a. The President. The President shall be the chief executive officer of the Wildcat Band Booster Club and shall preside at all meetings of the board of directors and of the membership. The President shall generally manage the business and affairs of the club, subject to the direction of the board, and shall have such other powers and duties as the board assigns to him.

b. The First Vice President. The First Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall have such other powers and duties as the board or the President assigns to him or her. The First Vice President shall serve as chairperson of the Special Events Committee.

c. The Second Vice President. The Second Vice President shall, in the absence or disability of the President or the First Vice President, perform the duties and exercise the powers of the President or First Vice President, and shall have such other powers and duties as the board or the President assigns to him or her. The Second Vice President shall serve as chairperson of the Ways and Means Committee.

d. The Secretary. Except as otherwise provided in these bylaws or as directed by the board; the Secretary shall attend all meetings of the board and the membership; shall record the minutes of all proceedings in the books to be kept for that purpose; shall give notice of all meetings of the board and the membership for which notice is required; shall keep in safe custody the records of the club; and shall maintain a membership list with names, addresses and telephone numbers of the members. The Secretary shall have such powers and duties as the board or President shall assign.

e. The Treasurer. Subject to control of the board, the Treasurer shall have the care and custody of the clubs funds and books relating thereto; shall serve as chairperson of the Budget

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Committee; shall perform other duties incident to the office of Treasurer; and shall have such powers and duties as the board or the President shall assign.

Section 3. Election: Removal. Subject to earlier death, resignation, or removal as hereinafter provided, each officer shall hold office until a successor shall have been duly elected and shall have qualified. Any officer may be removed by the board if it believes that the best interests of the club will be served by such removal.

Section 4. Resignations. Any officer may resign at any time by giving written notice of his or her resignation to the club. A resignation shall take effect at the time specified therein or, if the time when it shall become effective is not specified, immediately upon its receipt; and, unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Section 5. Vacancies. If an office becomes vacant for any reason, the board may fill the vacancy, and each officer so elected shall serve for the remainder of his or her predecessor's term.

Section 6. Salaries. No salary shall be paid to any officer for the performance of his or her office.

Article VIII. COMMITTEES OF THE MEMBERSHIP

Section 1. Committee Appointments. The board of directors shall appoint from among the membership of the club committees to recommend to the board guidelines and procedures for the conduct of the business of the corporation. There shall be standing and special committees. Committee chairpersons shall be appointed by the President, with the approval of the board of directors, unless otherwise specified herein, and shall be an ex-officio member of all standing committees.

Section 2. Standing Committees.

a. Membership Committee. Shall actively solicit and enroll members in the club and shall maintain a correct and complete list of members, including full mailing addresses and telephone numbers. b. Budget Committee. Shall prepare the annual budget for submission to and approval by the board of directors in accordance with Article IX, Section 2 of these bylaws; shall make recommendations with reference to all financial matters pertaining to the club and shall assist in the collection of dues and assessments from the membership.

c. Way and Means Committee. Shall develop plans for raising funds in accordance with Article IX, Section 3 of these bylaws; shall collect gifts and special project funds; and shall make recommendations as to the annual membership fees.

d. Publicity Committee. Shall gather and disseminate all appropriate information and news to the local media that support the club and its activities. The committee shall be responsible for giving the proper notice of all meetings to the membership.

e. Uniform Committee. Shall be responsible for the measurement, fitting, distribution, cleaning and repair of all uniforms

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associated with the band programs at Centreville High School. The committee shall be responsible for collection of fees associated with damage or special cleaning required to maintain the appearance of uniforms.

f. Concession Committee. Shall be responsible for providing personnel in support of the Stadium Concession stand during athletic and special events at Centreville High School. Duties include the concession stand preparation and cleanup, counter sales support and monetary reconciliation for club receipts.

Section 3. Special Committees. The President shall have the power and responsibility to appoint such special committees as may be needed from time to time including Nominating Committee as specified in Article VI, Section 2 of these bylaws.

Section 4. Operation of Committees. A majority of all the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee. Each committee shall adopt whatever rules of procedures it determines for the conduct of its activities.

Section 5. Consent to Action. Any action required or permitted to be taken at any meeting of the board or of any committee may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee, as the case may be.

Article IX. FINANCE

Section 1. Annual Budget. The annual budget of the club shall be adopted by the board of directors prior to the first day of classes for the school year to which it applies.

Section 2. Budget Committee. The budget committee shall consist of the Treasurer, who shall serve as chairperson, the chairperson of the Ways and Means Committee, the Director of Student Activities in an ex-officio capacity, and such other persons as may be appointed by the president or board. The Budget Committee shall be responsible for the preparation of the annual budget to be recommended to the board for adoption, periodic review of the budget adopted by the board, and recommendations to the board for changes in the budget during the fiscal year. The budget committee shall also be responsible for overseeing an audit of the club's financial records at the end of each fiscal year.

Section 3. Fund Raising. The Ways and Means Committee shall be responsible for the preparation and recommendation to the board for adoption, a proposed plan for raising funds to implement the annual budget of the club. A fund raising plan shall be adopted by the board of directors at least thirty (30) days prior to the beginning of the fiscal year.

Section 4. Fiscal Year. The fiscal year of the club shall begin July 1 of each calendar year.

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Section 5. Disbursement of Funds. All disbursements of club funds shall be made in accordance with the approved annual budget, or with the approval of the board of directors. Any expenditure in excess of five hundred dollars (\$500.00) shall require the approval of at least two board members; and any unbudgeted expenditure in excess of three thousand dollars (\$3000.00) shall require the prior approval of a majority of the members present at an annual meeting, general meeting, or a special meeting called for such purpose at which a quorum is present.

Article X. GENERAL PROVISIONS

Section 1. Seal. The club's seal shall be in such form as is required by law and as shall be approved by the board. The inclusion of the word "SEAL" on any instrument required to be executed under the seal shall constitute the seal of the club.

Section 2. Conflict with Law, etc. These bylaws are subject to the provisions of the Virginia Nonstock Corporation Act and to the club's articles of incorporation, as they may be amended from time to time. If any provision of the bylaws is inconsistent with a provision of said law or of the articles of incorporation, the provision of the law or of the articles of incorporation, as the case may be, shall govern.

Section 3. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order shall govern the conduct of the meetings of the board of directors and the membership in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the board may adopt.

Section 4. Contracts with Interested Parties. The club may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with its directors and officers and corporations, trusts, firms and associations in which they are or may be or become interested as directors, officer, shareholders, members, trustees, beneficiaries or otherwise, as freely as though such adverse interest did not exist, even though the vote, action or presence of such a director or officer may be necessary to obligate the corporation upon such contract or transaction; and no such contract or transaction shall be avoided, and no such director or officer shall be held liable to account to the club or to any creditor of the club for any profit or benefit realized by him or her through any such contract or transaction, by reason of such adverse interest, or by reason of any fiduciary relationship of such directors or officer to the corporation which rises out of such office; provided that the nature of the interest of such director or officer, though not necessarily the details or extent thereof, be known by or disclosed to a majority of the directors. A general notice that a director or officer of the club is interested in any corporation, trust, firm or association shall be sufficient disclosure as to such director or officer with respect to all contracts and transactions with the corporation, trust, firm or association.

Section 5. Dissolution. Dissolution may be proposed by a motion from the floor, duly seconded, at any meeting of the membership called for such a purpose. At least sixty (60) days notice shall

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be given for this meeting. For the purposes of dissolution, a quorum shall consist of at least 50% of the membership. A two thirds (2/3) affirmative vote of the membership present, including proxies, will make dissolution effective 60 days from that date.

Section 6. Dissolution Procedure. While the establishment of this club is intended to be of infinite continuity, in the event of dissolution, as provided in Article X, Section 5, all outstanding obligation will be met and all remaining assets in both cash and property will be conveyed under direction of the board of directors to Centreville High School for use as determined by the Principal.

Article XI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person who acts as a director or officer of the club shall be indemnified by the club for any judgment or award obtained against him or her as well as expenses actually and necessarily incurred by him or her, including legal fees if counsel is not provided by the club, in connection with the defense of any claim, action suit or proceeding in which he or she is made a part of being or having been a director or officer of the club, except in relation to matters as which he or she shall be adjudged or determined in such claim, action, suit or proceeding to have acted in bad faith and outside the scope of his or her authority. In the event any such claim, action, suit or proceeding is instituted against a director or officer of the club, the club shall have the right to enter into such settlement or compromise in regard thereto as may be deemed advisable by the board of directors.

The right therein, of indemnification provided in this article shall be in addition to any rights to which any such director or officer may otherwise be entitled by contract or as a matter of law. Further, nothing herein contained shall be deemed to restrict the right of the club to indemnify the directors, officers, agents and employees of the club in such cases as it deems appropriate even though not specifically provided in the article.

Article XII. AMENDMENTS

The board of directors shall have the power, at any regular meeting or at any special meeting (if notice thereof be included in the notice of such special meeting), to amend or repeal any bylaws of the corporation and to adopt new bylaws; provided, however, that any such action by the board of directors may be vetoed by the affirmative vote of a majority of the members of the club at a duly called and constituted annual meeting called for such purpose within sixty (60) days after written notice to the members of such an amendment, repeal or adoption. In the event veto is sustained by the members as aforesaid, the members shall have the power to adopt new bylaws by the affirmative vote of a majority of the members of the club.