

Passed 6/24/99

Amended 12/13/12

**CONSTITUTION AND BY LAWS
GEORGE WYTHE BAND BOOSTERS, INC.**

ARTICLE 1: NAME

The name of this corporation is **George Wythe Band Boosters, Inc.**

ARTICLE 2: PURPOSES

This corporation has been formed for the purposes of encouraging and maintaining enthusiastic interest in all aspects of the Instrumental Music program of the George Wythe High School Band, both the Marching Band and Concert Band, as stated in Article III of this corporation's Articles of Incorporation. As such, the topics at the meetings shall include those discussions that are in keeping with and address said purposes.

In addition, this corporation is formed for the purposes of performing all things incidental to the achievement of the foregoing specific and primary purposes. The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes.

This corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the Commonwealth of Virginia and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation, provided, however, that in no event shall the corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE 3: PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation is fixed and located in the Town of Wytheville, County of Wythe, Commonwealth of Virginia. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location or another within Wythe County.

ARTICLE 4: MEMBERSHIP

Section 1. Qualifications. This corporation shall have one class of member, viz. individuals or organizations that subscribe to the purposes and basic policies of the corporation. Parents or guardians of students in the George Wythe Band program, are, by virtue of their student's participation in the Instrumental Music Department, are members. The Band Director is an Ex-officio Member. Others can become members upon petitioning of and approval by the Board of Directors.

Section 2. Rights of Membership. Members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the issues coming before the corporation, and any amendment of those articles of incorporation or bylaws.

Section 3. Liability for Debts or Obligations. A member of the Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

ARTICLE 5: MEETINGS

Section 1. Regular Meetings. The regular meetings of this corporation shall be held on the third Thursdays of each calendar month, normally beginning at 7:00 P.M. in the George Wythe Band Room or other place and/or time as so designated by the Board.

Section 2. Special Meetings. A special meeting of the members for any lawful purpose may be called at any time by the Board, the president of the Board, and the Band Director. A special meeting may be requested by ten or more members of the corporation. Such a request shall be made by submitting a written request specifying the general nature of the business proposed to be transacted, to the president or the secretary of the Board. The Board of Directors shall act on the request within 30 days of its receipt and shall cause notice to be given to the membership not less than one week prior to such meeting, stating the reason, time, date, and place for the special meeting. No business other than the business, the general nature of which was set forth in the notice of the meeting, may be transacted at any special meeting.

Section 3. Quorum. Any members, including at least one Director, present at any Regular Meeting as described in Section 1 above, or Special Meeting as described in Section 2 above, shall constitute a quorum.

Section 4. Voting. Voting may be by voice, ballot or e-mail, except the election of Directors must be by written ballot. Members of the Nominating Committee that are present shall count the written votes for the Directors. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. The affirmative vote of a simple majority of the voting members attending the meeting, shall be the act of the members.

Section 5. Authority. This organization shall be governed by the Robert's Rules of Order (Revised Edition) in all cases in which they do not conflict with the rules of this organization.

ARTICLE 6: BOARD OF DIRECTORS

Section 1. Powers. Subject to the provisions and limitations of the General Nonprofit Corporation Law of the Commonwealth of Virginia and any other applicable laws, and subject to any limitations in the articles of incorporation or bylaws regarding actions that require approval of the members, the business and affairs of the corporation shall be managed by or under the direction of the Board of Directors. The Board of Directors shall have the authority to approve disbursements of funds up to \$500.00 in order to conduct the regular business of the Corporation. All disbursements exceeding \$500.00 will require a resolution from the membership.

Section 2. Number of Directors. The initial Board of Directors shall be four: a President, a Vice-President, a Secretary and a Treasurer. The Band Director shall be an ex officio Director. The number of Directors may be changed by amendment or revision of these bylaws, or by repeal of these bylaws and adoption of new bylaws, as provided by these bylaws.

Section 3. Election, Designation, and Term of Office of Directors. A Nominating Committee will be selected by the current Board of Directors and announced at the February Regular Meeting. This Committee will prepare a list of candidates for each of the four positions that comprise the Board of Directors as listed above in Section 2. This list will be submitted at the April Regular Meeting in the form of a written ballot. The four (4) Directors shall be elected at the regular meeting of the members in April of each year, for a term of one (1) year. Each Director will serve from June 1 until May 31 of each year

and shall hold office until expiration of the term for which elected and until a successor has been elected. Directors may serve any number of consecutive terms.

Section 4. Vacancies. For any vacancy which occurs within the Board of Directors, the membership, at the next regularly scheduled meeting following the effective date of the vacancy, shall elect a successor to take office to fill the unexpired term of office.

Section 5. Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such, but may receive reimbursement of expenses as may be fixed or determined by resolution of the membership.

Section 6. Officers. The Directors of the corporation shall consist of a President, Vice-President, Secretary, and Treasurer. No person may serve in more than one position. In addition to the duties specified in this Section, Directors shall perform all other duties customarily related to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, subject to the control of the majority vote of the membership, and shall perform such additional duties as the membership shall from time to time assign.

The President of the Corporation shall, when present, preside at all meetings of the Board of Directors and the membership. He or she shall appoint committees from the membership as needed and follow progress of such committees, and in addition, be an Ex-officio member of said committees. The President shall have the authority to call Special Meetings as needed.

The Vice-President of the Corporation shall, in the absence of the President, or in the event of his or her inability or refusal to act, perform all the duties of the President, and when so acting shall have all the powers of, and be subject to the same expectations as the President.

The Secretary, or his or her designee, shall act as secretary of all the meetings of the Board of Directors, and the members, and shall keep the minutes of all such meetings. He or she shall also insure that the written correspondence of the corporation is managed in a thorough and professional manner.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily included in the financial affairs of a private non-stock corporation. The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the membership. The Treasurer, with the assistance of another member of the corporation, shall make an accurate accounting of the cash receipts following major fund raising events, with deposits made into the night depository of the financial institution chosen by the membership. The Treasurer shall disburse or cause to be disbursed the funds of the corporation as may be ordered by the Board of Directors or the membership, and shall render to the membership monthly in writing, an accounting of all the Corporation's financial transactions and of the financial condition of the corporation.

ARTICLE 7: STANDARD OF CARE

Section 1. General. Directors shall perform their duties, including duties as a member of any committee on which they may serve, in good faith and in a manner which the director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. Except as provided in Article 7, Section

3, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director.

Section 2. Loans. This corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or member of the corporation. The corporation may, however, advance money to a director or member for expenses reasonably anticipated to be incurred in performance of duties of such director or member so long as such individual would be entitled to be reimbursed for such expenses.

Section 3. Self-Dealing Transactions. Except as approved in Section 4 below, the membership shall not approve a self-dealing transaction. A self-dealing transaction is one to which the corporation is a party and in which one or more directors or members has a material financial interest or a transaction between this corporation and any person.

Section 4. Approval. The Corporation may approve a self-dealing transaction if the membership determines that the transaction is in the best interests of, and is fair and reasonable to, this corporation and, after reasonable investigation under the circumstances, determines that this corporation could not have obtained a more advantageous arrangement.

Section 5. Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its directors and agents, including persons formerly occupying any such position, and the heirs, executors and administrators of such persons, against all expenses (including attorneys' fees and disbursements) judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding, including an action by or in the right of the corporation, by reason of the fact that the person is or was a director or agent of this corporation. Such right of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from this Article. The corporation shall have power to purchase and maintain insurance to the full extent permitted by law on behalf of its directors and agents, against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status as such.

ARTICLE 8: COMMITTEES

Section 1. Committees. The Board of Directors and the membership may, by resolution adopted by a majority of the members present at a regularly scheduled meeting, appoint standing committees to carry out and to promote the interests of the corporation. These standing committees will possess only those duties and powers as explicitly defined by the resolution which created their existence. No committee may:

- a. Approve any action that, under the General Nonprofit Corporation Law of the Commonwealth of Virginia or the Articles of Incorporation or these bylaws, also requires approval of the members.
- b. Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- c. Appoint any other committees of the Board of Directors or membership without the consent of the membership.
- d. Approve a voluntary dissolution; bankruptcy or reorganization; sale, lease, or exchange of all or substantially all of the property and assets of the corporation.
- e. Approve any self-dealing transaction.
- f. Bind the corporation in a contract or agreement or disburse corporate funds, unless authorized by the Board of Directors or the membership

Section 2. Ad hoc committees. The Board of Directors or the membership by resolution may appoint ad hoc committees to work on specific and time limited issues that are of interest and benefit to the corporation. Ad hoc committees shall only possess those duties and responsibilities explicitly stated in their formative resolution and shall be dissolved upon the completion of their specific tasks, unless the Board of Directors and membership deem their continued existence justifies standing committee status.

ARTICLE 9: EXECUTION OF CORPORATE INSTRUMENTS

Section 1. Execution of Corporate Instruments. The Board of Directors and membership, may at its discretion, determine the method and designate the signatory officer or officers or person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the membership or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or documents, shall be executed, signed, or endorsed by the President, Vice-President, Secretary and the Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Directors and the membership shall authorize to do so.

ARTICLE 10: DUES/FEES/PROFITS

Section 1. Dues. There shall be no dues for this corporation.

Section 2. Fees and Assessments. Fees and assessments may be assessed as needed from time to time by the Board of Directors.

Section 3. Product/fund Raising Profits. Profits from all fund raising efforts undertaken by this corporation, its members, and band members on behalf of this corporation shall remain the property of this corporation at all times until disbursed. Profits from general fund raising operations shall go to the general fund of the corporation or such special fund(s) as designated prior to that project.

When designated, profits, less 10% corporate sponsorship, from fund raising projects will be maintained in tracked ledger accounts for students in the band. Any variance from the aforesaid corporate sponsorship shall be approved by the membership prior to any fund raising project that benefits students' accounts. Each student's account shall be used to assist students in meeting obligations associated with fees and assessments within the band program. Any funds not used for such purposes and following a student's graduation or departure from the band, shall revert to the general fund of the corporation

ARTICLE 11: FISCAL YEAR

Section 1. Fiscal Year. The fiscal year for this corporation shall be from June 1-May 31 of each calendar year.

ARTICLE 12: AMENDMENTS

Section 1. Amendments. The By-Laws of the corporation may be amended by a majority vote of the members present at a regular meeting, provided the amendment(s) have been presented at the preceding regular meeting of the corporation.