

**ARTICLES OF ASSOCIATION AND BY-LAWS OF  
POTOMAC HIGH SCHOOL BAND BOOSTERS**

**ARTICLE I – NAME**

The name of the organization, association, or club shall be the Potomac High School (PHS) Band Boosters.

**ARTICLE II – PURPOSE AND MISSION**

**1. Purpose**

The purpose of the Potomac High School (PHS) Band Boosters, hereinafter referred to as the BOOSTERS, shall be to provide support to the students and professional staff of the Potomac Senior High School band program, and any auxiliary units associated with the program, hereinafter referred to as the PROGRAM. The BOOSTERS support shall consist of providing operating funds, volunteer services, and organizational coordination as requested by the Band Director.

**2. Scope of Support**

The BOOSTERS shall provide support to the Band and all performance groups comprising the Band including, but not limited to, the Marching Band, the Color Guard, Winter Guard, and Instrumental Concert Group(s), hereinafter called the Program. In the pursuit of these objectives, the Band Boosters will neither seek to direct the administrative activities of the Program or control its policies.

**3. Mission**

The mission of the BOOSTERS shall be to work together with the Band Director and professional staff to:

- a) Promote and encourage the Program to reach its fullest potential;
- b) Support the band and performance program as defined by the Band Director;
- c) Promote the interests of the Program within the local community;
- d) Promote and encourage musical excellence, teamwork and cooperation in an environment of mutual respect and dignity;
- e) Promote the longevity of the Program to ensure its continued success in the future.

**4. Legal Definitions**

a. The BOOSTERS are a 501(c) (3) tax-exempt organization that provides support to the Program in compliance with and under the auspices of the Potomac Senior High School District. The BOOSTERS fiscal year is from July 1 to June 30, and is consistent with the Potomac Senior High School fiscal year.

b. The principal office for the transaction of the business of the BOOSTERS is located at the Potomac Senior High School, Band Room, 3401 Panther Pride Drive, Dumfries VA 22026.

The Executive Board has full power and authority to change the principal office from this location to another location within the same City at anytime.

c. Said organization is organized exclusively for the charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**5. Assessments**

There shall be no special assessments for members of the BOOSTERS.

## **6. Property Rights**

No member shall have any rights to or interest in any of the property or assets of the BOOSTERS.

## **7. Non-liability of Members**

No individual member of the BOOSTERS shall be personally liable for the debts, liabilities or other obligations of the BOOSTERS. The BOOSTERS will maintain an adequate amount of insurance to protect its members.

## **ARTICLE III – MEMBERSHIP**

### **1. Membership**

Membership in the BOOSTERS shall be open to all parents or legal guardians of students currently enrolled in the Program and others who support the purposes and mission of the BOOSTERS. The BOOSTERS shall have two (2) classes of membership: Associate and Friends of the Program, hereinafter referred to as FRIENDS.

#### **a. Associate Membership and Privileges**

- i. Associate membership shall be granted to each parent or legal guardian of students currently enrolled in the Program who are in good standing. Associate members shall be granted full voting privileges, may be elected to Executive Board offices and may serve on and chair any support committee.
- ii. Associate membership shall automatically revert to FRIENDS membership status when such member's student (s) ceases to be enrolled in the Program.

#### **b. Friends of the Program Membership and Privileges**

- i. FRIENDS' membership shall be granted to all other individuals who desire to serve and support the purpose and mission of the BOOSTERS. FRIENDS' members shall not be granted voting rights as a part of the general population but shall be allowed voting rights if elected to the Executive Board. FRIENDS members may not be elected to the President's position but may also serve as a chair or on any support committee.

### **2. Membership Register**

a. The BOOSTERS shall maintain a membership register containing the parent or legal guardian name(s), student name, address, phone number(s), email address, grade, instrument and membership status of all current members of the organization.

b. The record of names and addresses of the members of the BOOSTERS shall constitute the membership list of this club and shall not be used, in whole or in part, by any person for any purpose not reasonably related to a member's interest as a member in support of the Program.

## **ARTICLE IV – EXECUTIVE BOARD**

### **1. Membership**

The Executive Board shall consist of the elected officers and the Band Director. The Band Director is an ex-officio member of the board.

The Executive Board shall consist of the following officers:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer

## **2. Powers**

The Executive Board shall exercise the powers of the BOOSTERS; control its property and conduct its affairs, except as otherwise provided by law and by the Articles of Incorporation or by these by-laws.

## **3. Voting Rights**

Each Executive Board position shall be entitled to one and only one vote, even if the position is filled by more than one (1) individual.

## **4. Eligibility**

Any Associate Member or Friends' Member of the BOOSTERS, who is in good financial standing with the organization, shall be eligible for positions on the executive board as provided by these bylaws (except as President for Friend Members).

## **5. Term of Office**

Officers shall serve a term of one (1) year. Officer(s) shall be eligible for the same office more than two (2) consecutive years, if there aren't sufficient people available and there is a majority approval to allow the person to continue in the position. The exception to this is the President's position. The President shall be limited to two (2) consecutive years at a time.

The term of office coincides with the fiscal year. In the event an Executive Board member's student leaves the program, the Executive Board member could continue in that position by majority vote at an Executive Board meeting.

## **6. Executive Board Meetings**

Executive Board meetings shall be held monthly during the school year at a date, time and place designed by the Executive board.

## **7. Quorum**

To constitute a quorum at any meeting of the Executive Board, no less than three-fifths of the Board members serving at the time must be present. A vote cast or action taken by a majority of the Executive Board present and constituting a quorum at a meeting shall control all matters.

## **8. Vacancies**

Any vacancy in the Executive Board caused by the board member's student leaving the program or death, resignation or disability of an officer shall be filled by appointment of the Executive Board with confirmation by the majority vote of the Executive Board meeting.

For the positions of President, all Vice-Presidents and the Treasurer, their appointment must be ratified by a vote at a Booster meeting.

## **9. Removal of an Officer from the Executive Board**

When an officer fails to attend three (3) consecutive meetings or fails to perform his or her duties without adequate reason for a period of sixty (60) days, the Executive Board may remove the officer and declare the position vacant by a majority vote of the Executive Board.

An officer of the Executive Board may be removed from office for cause. All petitions for removal from the Executive Board shall be presented to the Band Director for review. The Band Director shall perform an investigation and present the petition and findings to the Executive Board for consideration. The Executive Board shall vote for removal upon presentation of findings by the Band Director. An officer of the Executive Board shall be removed from office if at least two-thirds (2/3) of the Executive Board vote in favor of removal. If the Executive Board votes for removal, and the affected party desires to appeal to

the entire BOOSTERS, that officer shall be given the right to have the petition presented at the next Booster meeting. The BOOSTERS shall then vote a final and binding vote on the petition for removal. The BOOSTERS shall be notified whenever a special vote to remove an Executive Board officer is scheduled at least 14 days prior to the Booster meeting when the vote will take place. Removal must be by 2/3 vote of the Associate members present and eligible to vote.

#### **10. Records**

Upon the expiration of the term of office or in case of resignation or termination, each Executive Board member shall turn over to a successor, without delay, all records, books and other materials pertaining to the Executive Board position and shall return to the Treasurer, without delay, all funds belonging to the BOOSTERS.

#### **11. Compensation**

Officers shall serve without compensation.

#### **12. Code of Conduct**

This organization is committed to the highest standards of responsibility and conduct and subscribes to the following guidelines:

- a. To observe the highest standards of personal conduct at all times.
- b. To strictly uphold the BOOSTER bylaws and Prince William County Public Schools policies and procedures to safeguard people and property.
- c. To guard against the use of the BOOSTERS for personal or financial advantage or special privilege and avoid conflict of interest with its policies and operations, including the acceptance of fees, commissions, or any other personal benefit from any person or business involved in any transaction with the BOOSTERS.

#### **13. Use of Name**

The BOOSTERS shall be non-commercial, non-sectarian, non-profit and non-partisan.

No commercial enterprise and no candidate for public office shall be endorsed by it.

Neither the name of the BOOSTERS nor the names of its officers and Executive Board in their official capacities shall be used in any connection with a commercial concern or with any partisan interest or for any other purpose than the regular work of the BOOSTERS.

### **ARTICLE V – DUTIES OF OFFICERS**

The duty of all Executive Board members is to be honest and use prudent business judgment in carrying out the business of the BOOSTERS.

1. **President(s)** – The President shall be the chief officer of the BOOSTERS and have the following duties:

- a) General supervision, direction and control of the BOOSTERS except as otherwise provided by law and by the Articles of Association or these by-laws. The scope of the President's authority is limited in so far as he or she shall have no governing authority in making policies or rules without the approval of the Executive Board.
- b) Preside at all Executive Board and General Meetings.
- c) Prepare the agenda for each General Meeting;
- d) Coordinate Booster activities and represent the membership in its interaction with the Band Director and professional staff;
- e) Act as Booster representative with school administration, school district officials, the Band Director and the public.
- f) Keep the executive Board informed on all issues;
- g) Oversee paperwork to be filed with Potomac Senior High School for risk management and insurance;

- h) Be an ex-officio member of all standing committees;
- i) Have such other powers and duties as may be prescribed by the Executive Board;
- j) Ensure the proper filing of annual paperwork to Potomac Senior High School to validate the status of the Boosters as an approved organization;
- k) Prepare an end of the year report to assist the incoming President(s);
- l) The President may concurrently serve in one (1) Vice President Position. However they may only retain one vote at board meetings.

**2. Vice President(s)**

- a) The Vice President shall aid the President
- b) Assist the President in representing the Program with the school administration, school district officials and the public.
- c) Organizes the fund raisers.
- d) Ensure the proper billing is forwarded to the treasurer, and help with collecting those fees;
- e) Coordinate with the Band Director and Instructional Staff to ensure that the activities work within the budget
- f) Have such other powers and duties as may be prescribed by the Executive Board
- g) Prepare an end of the year report to assist the incoming Vice President
- h) If acting as President, the respective Vice President shall have the powers of and be subject to the restrictions as the President

**3. Secretary(s) – The BOOSTERS Secretary(s) shall:**

- a) Prepare and publish the minutes for all Executive Board meetings and all General Meetings within seven (7) days of a meeting. In the event of the Secretary's absence from a meeting, obtain the notes from the designated recorder at the meeting and prepare and publish the minutes within fourteen (14) days;
- b) Keeps a book of such minutes including notes taken during the meeting as well as a copy of the published minutes and financial reports presented by the Treasurer(s);
- c) Handles sending mass emails/notifications of all band events and items requested.
- d) Maintains listing of all Marching Band Members, forms completed, emergency contact information, etc.
- e) Provide a copy of the general meeting notes to webmaster (or designate) for online posting;
- f) Perform other duties as assigned by the Executive Board, including maintenance of official records of the BOOSTERS including but not limited to minutes and executive board and committee chairman binder and reports;
- g) Prepare an end of the year report to assist the incoming Secretary(s).

**4. Treasurer(s) – the Treasurer(s) shall:**

- a) Maintain the BOOSTERS checkbook, review and reconcile the monthly bank statement(s), and prepare all checks for disbursement after verification that the materials or services have been received;
- b) Make donation, fund raising and other deposits within seven (7) days;
- c) Maintain and post transactions to program member accounts and be able to provide a detailed statement of said account within one week;
- d) Review all financial transactions in the general ledger for reasonableness and account posting accuracy;
- e) Prepare and present written financial reports for Executive Board and General Meetings;
- f) Assist the Band Director in presenting the annual budget at the September General/Budget Meeting;
- g) Provide money for cash boxes, when necessary, for fund-raising and other events;

- h) Coordinate with the Auditor(s) and provide copies of bank statements upon request by the Auditor(s);
- i) Coordinate with a tax preparer for generation of annual tax returns;
- j) Prepare an end of the year report to assist the incoming Treasurer(s).

## **ARTICLE VI - ELECTION of officers to the Executive Board**

### **1. Election Process**

- a. Officers shall be elected at the annual meeting of members or may be elected at any special meeting of the members held for that purpose.
- b. In addition to the slate of candidates proposed, nominations may be made from the floor at the annual election meeting. Only those members who have signified their consent to serve, if elected, shall be nominated.
- c. If there is but one nominee for any office, the election is held by voice vote.
- d. For any positions where there are multiple nominees, a vote will be conducted by either a ballot or a majority of hands.

## **ARTICLE VII - BAND BOOSTER MEETINGS**

### **1. Meeting Location**

Meetings of the members shall be held at the principal office of the BOOSTERS or at such other places within Prince William County, Commonwealth of Virginia, as may be designated by resolution of the Executive Board.

### **2. Business Meetings**

There shall be a minimum of four (4) business meetings of the BOOSTERS per school year.

#### **General Meetings**

General meetings shall be held at the time and place designated by the Executive Board. These meeting dates will be included in the Program calendar, and posted on the Program website. The purpose of general meetings shall be for conduction business transactions requiring a vote of the BOOSTERS and for conveying information about the BOOSTERS and the Program.

#### **Election Meeting**

An election meeting shall be held annually (month TBD) for the purpose of electing officers to the Executive Board. The election meeting shall provide the same function as a general meeting in all other respects. The overlapping of the two boards will enable the old board to carry out the end of the year activities while training the new board.

#### **Budget Meeting**

A budget meeting shall be held each August for the purpose of approving the BOOSTERS operating budget for the current fiscal year. The budget meeting shall provide the same function as a general meeting in all other respects.

#### **Special Meetings**

The Executive Board may call special meetings of members for any purpose relating to the general interests of the Program or Organization. Special meetings may also be held upon written request to the Executive Board by not less than three-fifth of the members of the BOOSTERS.

### **3. Notice of Meetings**

Dates of all regular meetings will be published to the calendar at the beginning of the year.

Every attempt will be made to send a reminder notice of all meetings of the BOOSTERS at least two (2) school days before the meeting date. Notice shall be give either in writing, email, or by telephone.

#### **4. Voting**

The voting rights of all Associate Members are equal. Each Associate Member shall be entitled to one vote on all matters. Voting shall not be allowed by proxy or by absentee ballots. Cumulative voting shall not be allowed.

#### **5. Conduct of Meetings**

- a) Meetings of the BOOSTERS shall be conducted in accordance with *Robert's Rules of Order (Revised)* under the direction and control of the President, provided that, in his or her absence, the presiding officer shall appoint another person to act as chair of the meeting. Rules governing BOOSTERS meetings may be revised insofar as such rules are not inconsistent with or in conflict with the by-laws, the Articles of Incorporation of the BOOSTERS, or with State and Federal laws.
- b) These meetings shall be presided over by the President of the BOOSTERS or, in their absence, by a Vice-President. The secretary of the BOOSTERS shall act as secretary at all meetings, or in absence, the presiding officer shall appoint another person to act as secretary of the meeting.
- c) All meetings will be open to attendance by any and all members of the BOOSTERS.

### **ARTICLE VIII -COMMITTEES**

#### **1. Establishment of committees**

There shall be such committees established by the Executive Board as may be required to carry on the business of the BOOSTERS.

#### **2. Committee Chairpersons and Membership Reporting Requirements**

Chairpersons shall present plans of work and proposed budget to the appropriate Executive Board member for approval.

#### **3. Removal**

When a chairperson is not fulfilling his responsibilities as prescribed in these bylaws or engages in conduct injurious to the organization or its purposes, the Executive Board, by a two-thirds (2/3) affirmative vote, may remove the individual from the position and declare the chair vacant.

#### **4. Records**

Upon the completion of their assignment, resignation or termination, each chairperson shall turn over to the secretary, within seven (7) days, all records, books and other materials pertaining to the committee and shall return to the financial secretary, within seven (7) days, all funds belonging to the BOOSTERS.

#### **5. Establishment of Sub-Committees**

The BOOSTERS, the Executive Board and the committee chairpersons each have the power to establish special sub-committees in order to carry out specific programs and projects.

#### **6. Period of Service**

All committee members and chairperson(s) shall be current Associate members or Friends' of the BOOSTERS.

The committee chairpersons and members of special sub-committees shall serve until their assignments have been completed.

#### **7. Standing Committee**

The class representative(s) are appointed by the Band Director and serve as ambassadors of the Boosters. They are a point of contact for the parents when unclear on activities of the band. They help to lessen the

load for the Executive board and provide communication during the year to the members such as dates of band activities, encouragement, summary of events, etc.

## **ARTICLE IX – FINANCIAL MANAGEMENT**

### **1. Collection and Disbursement of Funds**

The BOOSTERS funds shall be obtained from four primary sources:

- i. Applicable band fees.
- ii. Gifts and contributions.
- iii. Grants and Donations.
- iv. Proceeds from approved fund-raising activities

The BOOSTERS shall disburse through the following funds:

- i. Operating Fund
- ii. Strategic Reserve Fund
- iii. Scholarship Fund

### **2. Financial Reports:**

- a) Financial Reports include income, expenses, outstanding receivables, anticipated payables and cash on hand.
- b) The financial report shall represent financial status of no older than two (2) weeks.
- c) Financial Reports shall be prepared by the Treasurer and presented to the Executive Board at their board meetings.
- d) A financial report shall be prepared by the Treasurer and presented to the BOOSTERS at each Booster meeting.
- e) Annual financial reports, for the prior year, shall be presented at the first regular membership meeting of the fiscal year.

### **3. Signing of checks**

All checks, drafts or other orders for payment of money, notes or evidence of indebtedness issued in the name of or payable by the BOOSTERS shall be signed by two Executive Board members according to the following guidelines and restrictions:

- a) Cosigners shall represent two different Executive Board positions.
- b) Spouses shall not be cosigners for any check.
- c) The transaction amount exceeds \$ 100.00

## **ARTICLE X– OPERATING FUND**

The BOOSTERS shall utilize funds collected to cover the costs of operation of the BOOSTERS, and the Program.

### **BUDGET**

The annual budget of the BOOSTERS shall be approved by a majority vote of attending members at the first regular membership meeting of the fiscal year. Once the annual budget has been approved by the BOOSTERS, allocation of Funds for non-budgeted items shall be handled according to the following terms:

1. Non-budgeted items that become necessary for purchase during the course of the budget year and exceed \$100.00 shall require voter approval of the BOOSTERS during general Booster Meeting.
2. The BOOSTERS shall be notified when non-budgeted items are planned for vote at least one week prior to the Booster meeting when the vote will take place.



3. If such an emergency condition results in the Executive Board allocating funds outside the approved budget, the BOOSTERS shall be advised of the situation at the next general meeting of the BOOSTERS.
4. In all cases, the allocation of funds to a non-budgeted item shall not be made when funds and/or unallocated reserves are not available to cover projected expenses of the BOOSTERS.
5. Any proceeds in excess over operating expenses shall be transferred to the Strategic Reserve Fund or the Scholarship Fund at the discretion of the Executive Board.

**ARTICLE XI- STRATEGIC RESERVE FUND**

The BOOSTERS shall maintain a Strategic Reserve Fund for the purpose of helping to fund specific equipment acquisitions, uniforms and specific Program costs. The balance in the Strategic Reserve Fund may fall ‘temporarily’ below 15% of the BOOSTERS’ annual operating budget, during the school/fiscal year, however the balance must be restored to at least 15% by the end of the fiscal year. Approval by a majority vote of the BOOSTERS during a general meeting is required in order appropriate monies from the Strategic Reserve Fund.

**ARTICLE XII - DISSOLUTION OF THE CORPORATION**

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(3)(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII - AMENDMENTS TO BYLAWS**

These bylaws may be amended by a two-thirds (2/3) vote at any general meeting provided notice has been given at the previous meeting OR thirty (30) days written notice has been given to the membership.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Association and By-Laws on this \_\_\_\_\_ day of \_\_\_\_\_, 200\_\_.

President (sign)	(print name)
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ATTEST:

Vice-President (sign)	(print name)
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Secretary (sign)	(print name)
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Treasurer (sign)	(print name)
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**Revision History**

Revision 1: (Boosters re-organized); Revised and approved on \_\_\_\_\_, 2013 by Potomac High School (PHS) Band Boosters

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Print Name Sign Name Date Approved Title of Officer

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Print Name Sign Name Date Approved Title of Officer

Commonwealth of Virginia

I, the undersigned, a Notary Public in and for the County of \_\_\_\_\_ and State aforesaid, do hereby certify that Pat Ksanznak, Anne Will, Dawn Gill and Lilian Duke-Ruano, whose names are signed on the foregoing Articles of Association and By-Laws appeared before me on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

Notary Public: \_\_\_\_\_ My commission expires: \_\_\_\_\_ Reg.# \_\_\_\_\_