



BYLAWS OF THE HERNDON MIDDLE SCHOOL BAND PARENTS ASSOCIATION

June 3, 2021

ARTICLE I NAME

The name of this Association is the Herndon Middle School Band Parents Association, hereinafter referred to as the HMSBPA or the Association.

ARTICLE II MEETING PLACE

The principal meeting place of the HMSBPA shall be located at 901 Locust Street, Herndon, VA. The HMSBPA may have other locations including virtually as the Board of Directors may determine or require from time to time.

ARTICLE III PURPOSES AND OBJECTIVES

Section 1. General Purposes and Objectives. These bylaws constitute the code of rules adopted by the HMSBPA for the regulation and management of its affairs. They are adopted consistent with the Articles of Incorporation filed with the Virginia State Corporation Commission and for the cultural, educational and charitable purposes envisioned under Section 501 of the Internal Revenue Service Code, as currently in effect or as hereafter amended. Among these purposes and objectives:

1. To promote, support, and create interest and participation in the Herndon Middle School Band program among the students, parents, administration, faculty, and community-at-large;
2. To support the efforts of The Director of Middle School Bands (heretofore The Director) and staff to provide students with a music education that meets the highest possible standards;
3. To assist the Herndon Middle School Band program in achieving the broadest possible participation among students

Section 2. Principal Activities. The principal, but not the sole, activities of the HMSBPA are intended to be:

1. Encouraging the involvement of parents and guardians to volunteer in all band-oriented activities;
2. In consultation with the The Director, providing assistance and support to the Band Program in the form of services, funds and equipment within the Association's resources and by conducting such social or other Band-related activities as may be considered necessary and proper by the Board of Directors;
3. Raising supplemental funds for needs of the Band that are not budgeted or paid for by the school or school district;
4. Assisting the The Director in the logistical planning and preparation for Band performances and trips

Section 3. Committees. The Board of Directors may establish, modify, and amend committees as necessary to carry out the work of the HMSBPA.

ARTICLE IV **MEMBERSHIP**

Section 1. Qualifications. Voting membership shall be extended to any parent or guardian of a registered Band student at Herndon Middle School (the "HMS Band Program").

Section 2. Duration. Membership for a parent or guardian shall commence upon their student's enrollment and subsequent participation in the HMS Band Program and shall continue until a student leaves the HMS Band Program. Membership in the Association is non-transferable and non-assignable.

Section 3. Voting. Each member will have one vote and will have the power to cast it upon any and all occasions that require a vote of the membership to be taken. All qualified members may participate in the voting process, hold elective office, serve as a committee chair, and serve on committees.

Section 4. Non-Voting Membership. Membership in the HMSBPA shall also be available to non-parent and non-guardians of HMS Band Program students interested in the progress and development of the HMS Band Program. Such memberships shall be non-voting. Non-voting members may not serve on the Board of Directors, but they can participate in committees.

Section 5. Dues and Assessments. The Board of Directors, at its discretion, may levy dues and assessments on the voting and non-voting members of the Association.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. Annual Meeting. An Annual Meeting of the membership of the HMSBPA shall be held towards the end of the second semester of the school year on a date, time, and location fixed by the Board of Directors. The meeting will be for the purpose of electing Officers and Standing Committee Chairs as well as the transaction of other business as necessary. The Board of Directors will announce the meeting details by email no less than ten (10) days prior to the meeting.

Section 2. Special Meetings. A Special Meeting of the HMSBPA may be called by the Board of Directors or by five percent (but at least three in numbers) of the voting members on record by giving ten (10) days notice by email stating the purpose, time and place of the meeting.

Section 3. Quorum. Five (5) voting members shall constitute a quorum for transaction of business requiring a vote at an Annual or Special Meeting of the HMSBPA membership.

Section 4. Voting. Voting may be by ballot, show of hands, or voice vote. A simple majority vote is sufficient to carry a motion requiring approval of the membership.

ARTICLE VI DIRECTORS

Section 1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall have the power to make and adopt such rules and regulations, not inconsistent with the law, the Articles of Incorporation or these Bylaws, as is deemed advisable for the management of the business and affairs of the HMSBPA.

Section 2. Membership. The Board of Directors shall consist of the Officers and the Standing Committee Chairs. It shall consist of no fewer than three (3) and no more than (10) persons elected by and from the voting and non-voting members of the HMSBPA. The voting members of the Board of Directors shall include the following:

1. Officers: This will include the President, the Vice President, and the Treasurer (who all must be qualified voting members of the HMSBPA).
2. Standing Committee Chairs: The Chairs of Standing Committees may include but are not limited to: Fundraising, Hospitality, Volunteer Coordinator, Uniforms, and Social Media Coordinator.

Section 3. Compensation. The Board of Directors members shall not receive any salary or payment for their services to the Association.

Section 4. Elections. The Board of Directors shall be elected at the Annual Meeting of the HMSBPA membership. Voting shall be by voice or show of hands for the entire Board of Directors. A majority vote at an Annual Meeting at which a quorum is present shall constitute an election. Newly elected Board of Directors members will assume office on July 1st. The term of office will be one (1) year.

Section 5. Vacancies. Upon a vacancy of any position of the Board of Directors the President will appoint a willing volunteer from the membership.

Section 6. Removal. Any Board of Directors member may be removed by a majority vote of the Board of Directors whenever the judgment of the best interests of the Association will be served thereby.

ARTICLE VII BOARD OF DIRECTORS MEETINGS

Section 1. Regular Meetings. Meetings of the Board of Directors shall be held as needed at Herndon Middle School, designated location, or through a virtual venue. The President, in consultation with the Board of Directors and The Director, shall determine the time, date, and location for the Regular Meetings and announce them at the beginning of September.

Section 2. Special Meetings. Special Meetings of the Board of Directors may be called by the President or upon demand by any three Officers. Such meetings may be held in person or through a virtual venue. Notice of any Special Meeting shall be given at least two (2) days prior stating the time, place, and purpose of the meeting.

Section 3. Quorum. A majority of the members of the Board of Directors shall constitute a quorum for the purpose of transaction of business requiring a vote at a Regular or Special Meeting.

Section 4. Voting. Voting may be by voice, ballot, or show of hands. A majority of the Board of Directors present at a meeting at which a quorum is requested shall be the act of the Board of Directors.

ARTICLE VIII OFFICERS

Section 1. President. The President will be the principal executive officer of the HMSBPA with primary authority in all areas and subject to the Board of Directors, shall:

1. Supervise the management of the HMSBPA in accordance with these bylaws;
2. Preside over all Board of Directors and Association meetings;
3. Provide an agenda, to attendees, for meetings at least two (2) days in advance;
4. Serve as a liaison to the The Director;
5. Serve as the official HMSBPA spokesperson;
6. Solicit The Director for ideas/needs of the HMS Band program. From those ideas direct the Treasurer in the preparation of the annual budget.

Section 2. Vice President. The Vice President will assist the President and assume all duties designated to the President by these bylaws in the absence of the President. The Vice President shall keep the records and record the minutes of all meetings. He/she shall provide the minutes from the immediate past meeting within ten (10) days of such meeting. He/she shall keep a current copy of the bylaws on hand (or easily located digitally) for reference at all meetings.

Section 3. Treasurer. The Treasurer shall maintain the records of all HMSBPA financial activities and shall be bonded through the means of an adequate fidelity bond. In addition, the Treasurer shall:

1. Establish and maintain, in accordance with generally accepted principles of accounting, an appropriate accounting system, including reports.
2. Maintain checking and other accounts as needed at a local financial institution and reconcile monthly bank statements.
3. Keep an accurate and detailed account of all receipts and expenditures of the Association and preserve all vouchers, receipts, statements and canceled checks, when available.
4. Prepare the annual budget for review and approval by the Board of Directors.
5. Maintain custody and disbursement of funds.
6. Maintain the non-profit status for the Association.
7. Maintain any needed business licenses for the Association.
8. Be responsible for the submission of all Federal, State and Local tax and information returns including, but not limited to, IRS Forms 990 and 1099.
9. Monitor the budget, provide a report at every Board of Directors meeting. Alert the Board of Directors to any concerns as soon as possible.
10. Upon request, furnish bank statements, reconciled tax documents, and bank statements to any interested party.
11. Prepare Financial Reports at the end of the fiscal year to include Budgeted versus actual expenditures, Profit & Loss (P&L), and cash flow.

Section 6. Officers. The Officers shall consist of the President, Vice President, and Treasurer. The Officers shall meet as necessary to conduct the business of the HMSBPA.

ARTICLE IX STANDING COMMITTEE CHAIRS

Section 1. Establishment. The Standing Committee Chairs are established by the Officers and may be modified annually as needed.

Section 2. Duties of the Chairs. The Chairs will furnish reports to be given to the Officers as requested. The Chairs will maintain and update a committee guide/procedure manual and electronic files to pass along to his/her successor.

Section 3. Vacancies. A vacancy occurring in a Standing Committee Chair position shall be filled by a willing volunteer from the membership and appointed by the President.

ARTICLE X FINANCIAL MATTERS

Section 1. Fiscal Year. The fiscal year of the HMSBPA shall be from August 1 through July 31.

Section 2. Budget. The proposed budget for the fiscal year shall be prepared by the Treasurer, as directed by the President, and submitted for approval by the Board of Directors at its first meeting of the school year.

Section 3. Approval of Expenses. The Board of Directors must approve any unbudgeted expense over \$250. The Treasurer and one other officer must approve any unbudgeted expense up to \$250. A written account of each unbudgeted expense approved by two officers must be presented to the Board of Directors at its next Regular meeting.

Section 4. Contracts or Other Instruments. The Board of Directors may authorize any officer or officers but no other person, in the name of or on behalf of the HMSBPA, to enter into any contract, to execute or deliver any instrument or other evidence of indebtedness. Such authority may be general or confined to specific instances, but unless so authorized by the Board or these bylaws, no officer or other person shall have the power or authority to bind the HMSBPA by any contract or engagement or to render it pecuniarily liable for any purpose or for any amount. Any and all contracts executed on behalf of the HMSBPA shall be made available for review by any voting member within fourteen (14) days of when such request is made.

Section 5. Loans. No loan shall be contracted on behalf of the HMSBPA and no negotiable paper shall be issued on its behalf for the purposes of covering general operating expenses unless authorized by a resolution of the Board of Directors at a Regular or Special Meeting. Nothing in this section should be construed as disallowing the HMSBPA from obtaining and using a revolving credit card. The Board of Directors may authorize the HMSBPA to enter into extended vendor agreements which include the payment of interest.

Section 6. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift bequest or device for the general purpose or for any special purpose of the Association. The Board of Directors, in its discretion, may reject any grant, gift, or bequest if its conditions might conflict with or jeopardize the HMSBPA's charitable purposes.

Section 7. Review of Records. The financial records shall be submitted for review on an annual basis after the year-end financial statements have been prepared. This review shall be conducted by three current or prior voting members of the HMSBPA without check signing privileges appointed by the Board of Directors, and shall be completed within ninety (90) days.

ARTICLE XI
BYLAWS

Section 1. Alteration, Amendment or Repeal. These bylaws may be altered, amended or repealed or new bylaws may be adopted by a majority vote of the Board of Directors at any meeting of the Board of Directors, provided a quorum is present and provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal. The amended bylaws shall become effective upon adoption.

Section 2. Review. Every three (3) years, a committee of at least three members of the Board of Directors, from three different families, shall be appointed by the Board of Directors to review the bylaws and make any recommendations for revision. If revised, the updated bylaws must be approved by majority vote at the next membership meeting.

Section 3. Compliance With Law. These bylaws may not be amended in such a manner that the HMSBPA will cease to be a charitable organization pursuant to Section 501 of the Internal Revenue Code, as in effect or as hereafter amended.

ARTICLE XII
DISSOLUTION

Any dissolution of the HMSBPA and termination of its affairs shall take place in the following manner:

Section 1. Resolution. The Board of Directors shall adopt a resolution recommending that the HMSBPA be dissolved and directing that the question of such dissolution be submitted to a vote at the Annual or a Special Meeting of HMSBPA members. Written notice, stating the purpose of such a meeting, shall be given to each voting member at least twenty five (25) days prior to the date of such meeting.

Section 2. Approval. Approval of dissolution of the Association shall require the presence of a quorum and the affirmative vote of at least two thirds of the voting members present. If dissolution is approved, all outstanding debts and liabilities of HMSBPA shall be paid. The HMSBPA shall cease and desist from other use of any funds and representation of the name of the Herndon Middle School Band Parents Association.

Section 3. Disposal of Assets. In the event of the dissolution of this Association, for any reason, and subject to Article XII, Section 2, assets shall be distributed to another fund, foundation, or corporation exempt within the meaning of Section 501 of the Internal Revenue Service Code and designated for use by the Band Program at Herndon Middle School or, if such program does not exist, in order of priority for use by: (i) the Music Department at Herndon Middle School; (ii) the Fine Arts Department at Herndon Middle School; or (iii) another Fairfax County Public Schools music program. To the extent there exist assets held in HMSBPA accounts designated for scholarship use, such assets shall be distributed to another fund, foundation, or corporation exempt within the meaning of Section 501 of the Internal Revenue Service Code with responsibility for administering such scholarships. The Board of Directors in existence at the time of dissolution, and acting by a simple majority at a Regular or Special Meeting, shall have the sole authority to dispose of the assets in accordance with this section.

ARTICLE XIII
MISCELLANEOUS

Section 1. Construction. These bylaws shall be interpreted under the laws of the Commonwealth of Virginia.

Section 2. Unenforceable Articles. Any article of these bylaws or portions thereof found to be illegal, unenforceable, or contrary to existing Federal and/or Commonwealth of Virginia laws, shall be considered null, void and without standing and the remainder of the document shall survive and remain in force.

Section 3. Indemnification of Officers and Directors. The HMSBPA shall indemnify, within insurance policy and/or bond limits, any officer made, or threatened to be made, a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person(s) is or was an officer of the HMSBPA, or served any other foundation or enterprise in any capacity at the request of the HMSBPA, against judgments, fines, amounts paid in settlement, excise taxes imposed by the Internal Revenue Code the payment of which would not result in the imposition of additional such taxes, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal thereto, to the maximum extent consistent with and in the manner prescribed by Virginia law.

Section 4. Non-Liability for Debts. No member shall be liable or responsible for any debts or liabilities of the Association. The private property of the members shall be exempt from execution or liability for any debt of the Association.

Section 5. Conflict of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Association to do so. The minutes of meetings at which such votes are taken shall record such disclosures, abstention, and rationale for approval.

Section 6. Parliamentary Procedures. HMSBPA shall abide by "Robert's Rules of Order" except as otherwise provided in these bylaws. A copy of Robert's Rules of Order shall be maintained by the Vice President.

Section 7. Notice. The provision of a valid email address by any member to the The Director shall be deemed consent to receive by email any notice as provided in these bylaws or as otherwise required by law. Any such consent shall be revocable by the member by written notice to The Director of Bands. Any member or Director may waive in writing any notice of a meeting required to be given by these bylaws. The attendance of a member or Director at any meeting shall constitute a waiver of notice of such meeting by such member or Director, except in a case where a member or Director shall attend a meeting for the expressed purpose of objection to the transaction of any business on the ground that the meeting has not been lawfully called or convened.