



BYLAWS
of the
WESTFIELD HIGH SCHOOL BAND BOOSTER ORGANIZATION
Revised May 1, 2011

ARTICLE ONE

NAME

The name of this organization is the Westfield High School Band Booster Organization, hereinafter referred to as the Band Boosters or the Organization.

ARTICLE TWO

DEFINITION OF BYLAWS

These Bylaws constitute the code of rules adopted by the Band Boosters 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 the purposes envisioned under Section 501(c)3 of the Internal Revenue Service Code as in effect or herein after amended.

ARTICLE THREE

PURPOSE

The Organization is formed for the following educational purposes: 1) To promote, support, and create interest and participation in the Westfield High School band program among the students, parents, faculty, and community-at-large, and 2) To support the band program of the Westfield High School by raising funds to be used for purchases to help provide a quality educational program and to enable student participation in music competitions through scholarships and grants.

ARTICLE FOUR

POLICIES

SECTION 1. The Organization shall:

1. Promote the involvement of parents in band-oriented activities;
2. Provide the opportunity to raise supplemental funds for needs of the band that are not budgeted or paid for by the school or school district;
3. Cooperate with the Westfield High School administrators and instructors to promote the band and the education of band students. The organization may take no action which conflicts with school policy;
4. Be nonprofit, noncommercial, nonsectarian, and nonpartisan;



5. Have no authority to direct a band director in any of his/her duties.

SECTION 2. No individual is authorized to obligate the organization in any manner, financially, or otherwise, without the prior approval of the Board of Directors.

SECTION 3. The raising of funds will be through voluntary contributions and projects developed by the organization.

SECTION 4. Purchases of band equipment by the organization will be donated to the Westfield High School Band.

SECTION 5. All fundraising projects that are developed and initiated will benefit the band and be used in a way determined by the organization with the advice and consent of the Westfield High School Band Director.

ARTICLE FIVE MEMBERSHIP AND DUES

SECTION 1. Qualifications. Membership shall be extended to any parent or guardian of a registered band student or color guard participant at Westfield High School.

SECTION 2. Duration. Membership shall commence upon the first day of July and will terminate on the last day of June during the school year in which the membership qualifications are met. New members may join the organization at any time they meet the qualifications. Membership in the Organization is nontransferable 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 members may participate in the voting process, hold elective office, serve as a committee chair, and serve on committees.

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

SECTION 5. Dues and Assessments. The Board of Directors, at its discretion, may levy dues and assessments on the members of the organization.

ARTICLE SIX MEETINGS OF MEMBERS

SECTION 1. Regular Meetings. Regular meetings of the membership will be held on the second Monday of July, September, November, January, March, and May at 7:30PM in the Westfield High School Band Room. Any necessary change in the meeting date, time or place shall be as



designated by Resolution of the Board of Directors and will be announced at the previous regularly scheduled meeting or posted on the Organization's website.

SECTION 2. Special Meetings. A special meeting of the Organization may be called by the President, by any two directors requesting it, or by five percent (but at least three in numbers) of the members on record at any time and place named in the call, by giving five days notice by electronic mail (e-mail), by similar manner calculated to reach the recipient, or by written notice, sent to the last known valid e-mail or similar address of each member of record stating the purpose of the meeting.

SECTION 3. Quorum. A quorum shall be defined as members present at a meeting, but not less than a majority of the voting members of the Board of Directors.

ARTICLE SEVEN BOARD OF DIRECTORS

SECTION 1. Membership. The Board of Directors shall consist of twelve members elected by and from the members of the Band Boosters, and the Band Director at Westfield High School. The elected Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and the Chairpersons of the eight standing committees: Color Guard, Director Support, Ensemble Support, Fundraising, Marching Band, Social, Uniform, and Volunteer Support. The Band Director at Westfield High School shall be an ex officio, non-voting member of the Board.

SECTION 2. General Powers. The business and affairs of the Organization shall be managed by the Board of Directors at any regular or special meeting. The Board of Directors shall have in addition to such powers as are hereinafter expressly conferred upon it, all of the powers of the Organization except such as are by law, the Articles of Incorporation or these Bylaws conferred upon or reserved to the members.

SECTION 3. Special Powers. The Board of Directors shall have the power to purchase or otherwise acquire property, rights, or privileges for the Organization, which the Organization has power to take, at such prices and on such terms as the Board of Directors may deem proper; to pay for such property, rights, or privileges in whole or in part with money, securities or property of the Organization; to create, make and issue mortgages, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgages or otherwise and to do every other act and thing necessary to effectuate the same.

SECTION 4. Reserved.

SECTION 5. Budget. The Board of Directors shall prepare and submit the budget to the membership for approval at the July meeting.

SECTION 6. Compensation. The Board members shall not receive any salary or payment for their services to the Organization.



SECTION 7. Nomination for Board Membership. A nominating committee shall be appointed by the President and chaired by the Vice President. The nominating committee will present candidates for all Board positions at the May general meeting. Nominations can be made from the floor at the general meeting, providing that the nominee is a member in good standing and consents to the nomination.

SECTION 8. Elections and Term of Office. The Board members shall be elected by ballot at the May general meeting. However, if there is but one nominee for any position, the election for that position may be made by voice vote.

1. A majority vote of the members present shall constitute an election.
2. Newly elected Board members shall assume office on July 1st.
3. The term of office shall be one (1) year.

SECTION 9. Vacancies

1. A vacancy occurring in any Board position shall be filled for the unexpired term by a member elected by majority vote of the remaining members of the Board of Directors. Vacancies shall be filled within two months.
2. In case of a vacancy occurring in the office of President, the Vice President shall serve temporarily until such time as a new election is held. The new election shall be held within two months.
3. Any Board member who is absent for three (3) consecutive meetings without notifying the President prior to the meetings, shall be replaced. Such absence shall vacate the office and the vacancy shall be filled as soon as possible by the Board of Directors.

SECTION 10. Removal of Officers and Agents by Directors. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Organization will be served thereby.

ARTICLE EIGHT

DUTIES OF THE BOARD OF DIRECTORS

SECTION 1. President

1. Be the principal executive officer of the Band Boosters with primary authority in all areas and, subject to the Board of Directors, shall supervise and control the management of the Band Boosters in accordance with these Bylaws.
2. Provide an agenda for each regular, special and Board of Directors meeting of the organization.
3. Preside over all regular, special and Board of Directors meetings of the organization.
4. Serve as the representative of the Band Boosters to the Westfield High School Music Booster Club.
5. Serve as the liaison to the Band Director.
6. Serve as the official organization spokesperson.
7. Represent the organization in dealing with school officials and the PTSA.
8. Monitor all financial accounts.



SECTION 2. Vice President

1. Assume the responsibilities of the President when the President is unable to do so.
2. Chair the Nominating Committee and preside over its meetings and activities.
3. Chair an Audit Committee; conduct the annual audit of the Treasurer's records.
4. Chair the Scholarship Committee. If the parent of a senior and therefore disqualified from this duty, the Board shall elect another member for this duty.
5. Perform other such duties as prescribed by the Board.

SECTION 3. Secretary

1. Prepare and publish minutes of the proceedings of all Membership and Board meetings.
2. Present a brief summary of the minutes of the proceedings from the immediate past meeting at each new meeting. The report may be done either vocally or in print.
3. Keep a current copy of the Bylaws on hand for reference at meetings.
4. Maintain and keep a current copy of any and all Standing Rules on hand for reference at meetings.
5. Maintain the Organization's Corporate Book.

SECTION 4. Treasurer

1. Prepare the budget for review by the Board of Directors and presentation to the membership by the July meeting.
2. Maintain custody of all funds, expending money only by check and as authorized by the Board of Directors.
3. Maintain checking and other accounts as needed at a local financial institution.
4. Maintain the non-profit status for the organization.
5. Maintain any needed business licenses for the organization.
6. Report at every membership and board meeting.
7. Maintain the books for the organization and support the work of the Audit Committee.
8. Prepare and file federal and state tax reports as required for the fiscal year coinciding with the term(s) served on the Board.

SECTION 5. Color Guard Committee Chairperson

1. Provide support to the Band Director for all color guard activities.
2. Assist the Treasurer with preparing a budget for the color guard. Execute and report all income and expenditures through the Treasurer.
3. Perform other such duties as prescribed by the Board.

SECTION 6. Director Support Committee Chairperson

1. Provide support to the Band Director for all band activities.
2. Maintain an accurate roster of band and color guard students.
3. Maintain an accurate inventory of music and equipment.
4. Perform other such duties as prescribed by the Board.

SECTION 7. Ensemble Support Committee Chairperson

1. Provide support to the Band Director for all ensemble activities.
2. Perform other such duties as prescribed by the Board.



SECTION 8. Fundraising Committee Chairperson

1. Prepare an annual fundraising plan and present to the Board and the membership by the September meeting.
2. Plan and organize fundraising activities throughout the year with the approval of the Board and the Band Director.
3. Ensure fundraising activities comply with the rules and regulations governing Westfield High School and the Organization.
4. Perform other such duties as prescribed by the Board.

SECTION 9. Marching Band Committee Chairperson

1. Provide support to the Band Director for all marching band activities
2. Perform other such duties as prescribed by the Board.

SECTION 10. Social Committee Chairperson

1. Plan and organize social events throughout the year with the approval of the Board and the Band Director.
2. Ensure social events comply with the rules and regulations governing Westfield High School and the Organization.
3. Perform other such duties as prescribed by the Board.

SECTION 11. Uniform Committee Chairperson

1. Provide support to the Band Director for uniforms for all marching and concert band activities.
2. Maintain an accurate inventory of uniforms and advise the Board on all uniform issues.
3. Perform other such duties as prescribed by the Board

SECTION 12. Volunteer Committee Chairperson

1. Actively solicit volunteers from the membership to support the functions of the band and Band Boosters
2. Maintain a list of volunteers and support the other committees by encouraging and soliciting volunteer participation
3. Plan and implement a volunteer recognition program.
4. Perform other such duties as prescribed by the Board.

ARTICLE NINE

MEETINGS OF DIRECTORS

SECTION 1. Regular Meetings. A regular meeting of the Board shall be held without notice, immediately before, and at the same place as, the meeting of the members.

SECTION 2. Special Meetings. Special meetings of the Board of Directors may be called by the President or any Director, at any time or place named in the call, by giving five days notice by electronic mail (e-mail), by similar manner calculated to reach the recipient, or by written notice,



sent to the last known valid e-mail or similar address of each member of record stating the purpose of the meeting, or by mutual consent of all the Directors.

SECTION 3. Quorum. A majority of the then Members of the Board shall constitute a quorum, provided, that if less than such majority of the Directors is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time; provided further, that the Secretary shall notify any absent Directors of the time and place of such adjourned meeting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 4. Informal Action by Directors. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

ARTICLE TEN COMMITTEES

SECTION 1. Standing Committees

1. There shall be eight standing committees
 - a. Color Guard Committee
 - b. Director Support Committee
 - c. Ensemble Support Committee
 - d. Fund Raising Committee
 - e. Marching Band Committee
 - f. Social Committee
 - g. Uniform Committee
 - h. Volunteer Support Committee
2. Each Standing Committee Chairperson shall be elected and serve on the Board of Directors in accordance with Article Seven.
3. The Chairperson will assemble the committee.
4. The Chairperson will report at every meeting.

SECTION 2. Special Committees

1. Special committees can be formed by the Board of Directors as required to accomplish special projects.
2. Each Special Committee shall have a Chairperson elected by the Board of Directors.
3. The Chairperson will assemble the committee.
4. The Chairperson will report at every meeting while the committee is in effect.
5. Special committees will be dissolved by the Board of Directors when:
 - a. The project is completed
 - b. The special committee is deemed no longer required by the Board of Directors.
6. The Audit Committee, Nominating Committee, and Scholarship Committee shall be considered Special Committees and shall be formed and chaired by the Vice President in accordance with the section of the Bylaws describing the duties of the Vice President.



SECTION 3. Vacancies

1. A vacancy occurring in a Chairperson position for a Standing Committee shall be filled in accordance with Article Seven, Section 9. A vacancy occurring in a membership position in a Special Committee shall be filled by a person nominated by the President and elected by majority vote of the members of the Board of Directors. Vacancies shall be filled within two months.
2. Any Special Committee Chairperson or member who is absent for three (3) consecutive membership meetings without notifying the President prior to the meetings, shall be replaced. Such absence shall vacate the position and the vacancy shall be filled as soon as possible in accordance with item 1 above.

ARTICLE ELEVEN

FINANCIAL MATTERS

SECTION 1. Contracts. Except as otherwise provided in these Bylaws, the Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Organization, and such authority may be general or confined to specific business.

SECTION 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money and all notes, bonds or other evidence of indebtedness issued in the name of the Organization shall be jointly signed in the name of the Organization by the Treasurer and by the President, Vice President, or Secretary.

SECTION 3. Deposits. All funds of the Organization shall be deposited from time to time to the credit of the Organization in such bank or banks as the Board may select.

SECTION 4. Fiscal Year. The fiscal year of the Organization shall begin on the first day of July of each and every year and shall end on the last day of June.

SECTION 5. Accounting System and Reports. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system, including reports.

SECTION 6. Audit. The financial records maintained by the Treasurer shall be audited within 30 days after the end of the fiscal year by the Audit Committee chaired by the Vice President, which, when satisfied that the records are correct, shall prepare and sign a statement to that effect to be posted in the Corporate Book. Significant findings and recommendations for corrective action by the Audit Committee shall be reported to the Board within 30 days of the completion of the audit.



**ARTICLE TWELVE
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 organization to do so. The minutes of meetings at which such votes are taken shall record such disclosures, abstention, and rationale for approval.

**ARTICLE THIRTEEN
DISSOLUTION**

SECTION 1. In the event the Band Director and the Principal determine the organization is unable to fulfill its purposes the Band Director and Principal reserve the right to dissolve this organization.

SECTION 2. In the event of the dissolution of this organization, for any reason, assets shall be distributed to the Westfield High School Music Booster Club or another private nonprofit organization exempt within the meaning of Section 501(c)(3) of the Internal Revenue Service Code and designated for the Westfield High School Band.

**ARTICLE FOURTEEN
MISCELLANEOUS**

SECTION 1. Waiver of Notice. 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.

SECTION 2. Rules and Regulations. 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 Organization.

SECTION 3. Rules of Order. The rules contained in The New Robert's Rules Of Order shall govern the Organization in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the Articles of Incorporation.

SECTION 4. Gifts. The Board of Directors may accept on behalf of the Organization any contribution, gift bequest or devise for the general purpose or for any special purpose of the Organization.



**ARTICLE FIFTEEN
AMENDMENTS**

These Bylaws may be altered, amended or repealed by the affirmative vote of at least two-thirds of the Directors present at any regular or special meetings, provided a quorum as provided in these Bylaws be present and provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.