

JUSTICE HIGH SCHOOL CHORUS BOOSTERS
ARTICLES OF INCORPORATION
AND
BYLAWS
OCTOBER 7, 2019

ARTICLE I: NAME, LOCATION, ENTITY

Section 1. NAME. The name of this Corporation is Justice High School Chorus Boosters, hereafter referred to as the Chorus Boosters or the Organization. The Organization was originally incorporated as the J.E.B. Stuart High School Chorus Boosters, prior to J.E.B. Stuart High School changing its name to Justice High School in 2018, when it then began operating as Justice High School Chorus Boosters.

Section 2. LOCATION. The Chorus Boosters conduct business activities at Justice High School, located at 3301 Peace Valley Lane, Falls Church, VA 22044.

Section 3. REGISTERED AGENT. The Organization will have and continuously maintain in the Commonwealth of Virginia a registered agent who is a resident of the Commonwealth and an Officer of the Organization. The Board of Directors may change the name and address of the registered agent from time to time and shall provide such information to the Commonwealth of Virginia State Corporation Commission pursuant to §13.1-834 of the Virginia Code.

Section 4. ENTITY. The Chorus Boosters exists as an Organization of its members. These Bylaws constitute the code of rules adopted by the Chorus Boosters for the regulation and management of its affairs. They are adopted for the purposes envisioned under Section 501(c)(3) of Title 26 of the U.S. Code, as currently in effect or as hereafter amended or in the corresponding section of any future federal tax code.

ARTICLE II: PURPOSE AND OBJECTIVES

Section 1. This Organization's purpose is to establish and promote community support of the Justice High School Chorus Department, with the following objectives:

- a. assist the Chorus Department so that they can develop and maintain a program that will be educational, enjoyable, and rewarding;
- b. involve the school and community in supporting the Chorus Department;
- c. augment school financial and logistical support of the Choral Program activities; and
- d. encourage students and parent/guardians to participate in the activities of the Justice High School Chorus Boosters.

ARTICLE III: GOVERNANCE

Section 1. OFFICERS. The officers of this Organization (constituting the “Board”) shall be the: President, Vice President of Communication, Vice President of Events, Vice President of Fundraising, Secretary, and Treasurer.

Section 2. COMMITTEES. The Board may create committees as needed to organize and support the activities of the Chorus Booster efforts. The Board, by a simple majority of all officers, appoints all committee chairs. The Standing Committee Chairpersons shall include the: Hospitality Chairperson, Tag Day Chairperson, and Uniform Chairperson.

Section 3. TERMS. Officers and Chairpersons shall serve one (1) year terms running from July 1 through June 30, except as noted in Article III, Section 2.a.

- a. The President and Treasurer shall serve for no more than two consecutive terms, or succeed any family member in the same elected position, to maintain appropriate internal controls. No two family members and/or relatives shall serve as Officers together in the same term.
- b. At the close of term the Officers and Chairpersons will ensure that all required tax filings, corporate reporting, and business actions are complete and then shall turn over access to all records.

Section 3. GENERAL POWERS. The Board shall manage the business and affairs of the Organization at any regular or special meeting. The Board shall have all powers of the Organization, including those specifically provided herein, except for powers that are specifically reserved to members by law, the Articles of Incorporation, or these Bylaws.

Section 4. COMPENSATION. Officers and Chairpersons shall not receive any salary or payment for their services to the Organization. Compensation is defined as any benefit with financial value.

Section 5. ELECTIONS.

- a. The Board shall appoint, via a simple majority vote, a 3-member nominating committee, constituted by members, at least 60 days ahead of the scheduled election. Board members are not precluded from serving as a member of the nominating committee. The nominating committee shall present its slate at least 30 days prior to the election. The committee shall nominate members for each office, more than one member could be nominated for a single position. Nominations may also be made from the floor during the election.
- b. Elections shall be by ballot.

- c. The simple majority vote of the members present shall constitute an election.
- d. Elections shall be completed no later than May 31.
- e. The newly elected office holders shall begin serving alongside the current holder of that particular office in a non-voting capacity until the July 1 transition, at which time they will assume the full duties of their office. However, transition in the offices of President and Treasurer will not occur until the year's tax forms have been prepared, signed, and filed with the appropriate authorities and the annual audit completed (generally no later than August 1).

Section 6. VACANCIES. In case of a vacancy, the Board shall appoint a member, via a simple majority of the officers, to be the new officer to serve for the remainder of the term.

Section 7. REMOVAL. Any Officer or Chairperson elected or appointed may be removed by the Board, via a simple majority of officers, whenever in its judgment the best interests of the Organization will be served. A non-board member at any meeting may motion to remove a Board Member, via a vote of simple majority of members present, whenever in their judgment the best interests of the Organization will be served.

- a. Any Officer who is absent for three (3) consecutive meetings without notifying the President or Secretary prior to the meetings shall be replaced. Such absence shall vacate the office and the vacancy shall be filled as soon as possible as provided in Section 6 above.

Section 8. CONFLICT. Whenever a member has a financial or personal interest in any matter, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting, if applicable, on the matter. Any transaction involving a potential conflict of interest shall be approved only when a majority of disinterested members present vote 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, abstentions, and rationales of approval.

Section 9. DUTIES OF OFFICERS.

- a. President. The President shall preside at all meetings of the Chorus Boosters and shall have general supervision over the affairs of the Chorus Boosters subject to the direction of and control of the Board in accordance of these Bylaws. With input from the Board, the President shall establish meeting agendas. The President will serve as the official spokesperson of the Organization; represent the Organization in dealing with school officials and the Parent Teacher Student Association; and monitor all financial accounts. The President or the Treasurer will sign and submit tax documents to appropriate authorities on an annual basis.
- b. Vice President of Communication. The Vice President of Communications shall manage the Chorus Boosters social media accounts, presence, and posts, including the Chorus Boosters website, FaceBook, Instagram, Twitter; manage

the digital database of Booster member contact information; and issue notices to members for all meetings.

- c. Vice President of Events. The Vice President of Events shall manage the production of special events that are officially sponsored or supported by the Chorus Boosters, including, but not limited to, Broadway Desserts. The responsibilities include recruiting and organizing volunteers and planning and carrying-out all event logistics.
- d. Vice President of Fundraising. The Vice President of Fundraising shall manage all fundraising efforts sponsored or supported by the Chorus Boosters. The responsibilities include recruiting and organizing volunteers and planning and carrying-out all event logistics.
- e. Secretary. The Secretary shall record and publish minutes of all meetings, minutes shall be reviewed by the Board and published to the membership within 14 days of the meeting, and the Secretary shall present a brief summary of the minutes from the immediate past meeting at each new meeting. The Secretary shall keep a current copy of the Bylaws on hand for reference at meetings. The Secretary shall maintain all records of the formal business of the Organization, including the registry of members. The Secretary shall maintain the status of the Organization with the State Corporation Commission, including, but not limited to, completing the annual reporting requirement and managing the Organization's process of review of the Articles of Incorporation and Bylaws and submission of any revised versions.
- f. Treasurer. The Treasurer shall collect and keep all monies of the Chorus Boosters in banks designated by the Board, maintain a regular book of accounts, maintain any needed business licenses or insurance policies, and report at Chorus Booster meetings. The Treasurer will work closely with the Board, who will work closely with the Choral Director, to formulate a budget per fiscal year, which will be presented at a meeting of the general membership; the Treasurer shall administer the budget. The Treasurer shall maintain the non-profit tax status of the Organization and they or the President will sign and submit tax documents to appropriate authorities on an annual basis. The Treasurer will assist with the annual audit process, as defined in Article VI.

Section 10. COMMITTEES.

- a. Appointment. The Board, by resolution adopted by a majority of the Officers, may designate and appoint one or more Committee Chairpersons to oversee and perform specific functions as identified below or by Board resolution.
- b. Duties. Appointed Committee Chairpersons shall report to the Board and exercise only such authority as specifically designated below or by the Board in written resolution. No Chairperson may solicit funds or other donations, spend

Organization funds, or commit the Organization to act without prior authority from the Board of Directors. Specific functions for which committees are formed and Chairpersons appointed include, but are not limited to, the following:

- i. Uniforms. The Uniform Chairperson shall coordinate and perform the uniform fittings, distribution and collection of uniforms for performances, monitor the inventory and quality of uniforms, and arrange for the tailoring and cleaning of uniforms.
- ii. Hospitality. The Hospitality Chairperson will organize the volunteers and logistics of the provisions to provide the student meals and snacks for designated events, including, but not limited to, performances and trips.
- iii. TAG Day. The TAG Day Chairperson will represent the Chorus Boosters at all planning meetings and recruit volunteers for “envelope stuffing day,” parent chauffeurs, and return station helpers.

ARTICLE IV: MEETINGS

Section 1. General membership meetings shall be held at least six times during the school year on such date, time, manner as designated by the President. Notice of a membership meeting must be communicated to the membership, via the email addresses on the record with the Chorus Boosters and via the Chorus Boosters social media platforms, at least five (5) days before the date of the meeting.

Section 2. Motions shall be decided by a simple majority of the members present and voting.

Section 3. General Quorum. A simple majority of the board members shall constitute a quorum for the transaction of business at any regular, special or general membership meeting. Voting will typically be done by voice vote.

ARTICLE V: MEMBERSHIP

Section 1. The membership of this Organization shall include:

- a. parents or legal guardians of students in the Choral Program;
- b. the Choral Director shall be an ex-officio, non-voting member of the Board.

Section 2. Registration. Eligible individuals shall establish their Chorus Booster membership by registration with the Organization at any time during the year. Registration must include the complete name, email address, and phone number of the parent and/or legal guardian, as well as the name of their student(s) in the Choral Program.

Section 3. Duration. Membership shall commence upon registration beginning no earlier than 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. If a student withdraws from the Choral Program, the Chorus Booster membership of his or her parent or legal guardian is automatically terminated. Membership in the Organization is non-transferable and non-assignable.

Section 4. 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.

Section 5. No member is authorized to obligate the Organization in any manner, financially or otherwise, without the prior approval of the Board.

Section 6. 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.

ARTICLE VI: FINANCIAL POLICIES

Section 1. No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to, its member, officers, or private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, as approved by a simple majority of the Board.

Section 2. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Fundraising. No fundraising activities shall be sponsored by the Chorus Boosters without the approval of a simple majority of the Board.

Section 4. Payments and Debt. All checks, drafts, or other orders for the payment of money over amount of \$200 and all notes, bonds, or other evidence of indebtedness issued in the name of the Organization shall be approved in advance by the simple majority of the Board.

Section 5. 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

agreement or other legal instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific business.

Section 6. Fiscal Year. The fiscal year of the Organization shall be July 1 to June 30 of each year.

Section 7. Annual Audit. The Board, at least 60 days prior to the end of each fiscal year, via a simple-majority vote, shall appoint three individuals to audit the financial records. At least one audit participant shall be a member who did not serve on the Board in the year for which records are being reviewed. All current Board members are excluded from being an auditor. Significant audit findings and recommendations for corrective action shall be reported to the Board within 30 days of the completion of the audit; no later than July 31. The audit report shall be submitted in writing to the Board prior to finalization of the proposed budget for the coming school year.

ARTICLE VII: DISSOLUTION

Section 1. Upon dissolution of this Organization, all unallocated cash funds shall be turned over to Justice High School for the exclusive use of the Choral Department.

Section 2. Any dissolution of the Chorus Boosters and termination of its affairs shall take place in the following manner:

- a. the Board shall adopt a resolution recommending that the Chorus Boosters be dissolved and directing that the question of such dissolution be submitted to a vote at a special meeting of members;
- b. notice shall be delivered to the members stating that the purpose of such a meeting is to consider the advisability of dissolving the Organization and shall be provided to each registered member at least thirty (30) calendar days prior to the date of such meeting via email and Chorus Boosters social media platform. Such meeting shall be held only on calendar school days during the academic year of Justice High School.

Section 3. Approval of dissolution of the Chorus Boosters shall require an affirmative vote of at least two-thirds of the members present at the meeting.

Section 4. If dissolution is approved, the Chorus Boosters shall immediately cease and desist from further use of any funds or representation of the name of Justice High School Chorus Boosters and yield up and surrender all of its books and records. All of the Organization's assets and property after payment of outstanding debts and other legal obligations shall be paid to Justice High School to be used for the Justice High School Choral Program.

Section 5. If the named recipient is not then in existence, no longer a qualified for distribution, or is unwilling or unable to accept the distribution, then the assets of this Organization shall be distributed to a music performance fund, foundation, or corporation organized and operated

exclusively for the purposes specified in Section 501(c)3 of Title 26 of the U.S. Code, as currently in effect or as hereafter amended.

ARTICLE VIII: AMENDMENTS

Section 1. Scheduled Review. These Bylaws shall be reviewed in their entirety at least every three years. The Board will ensure that the review takes place prior to and separate from a final vote; the vote must be completed within 60 days of the initial notification of review and before the end of the fiscal year. The Board shall provide notice to the members, via the email addresses on the record with the Chorus Boosters and via the Chorus Boosters social media platforms, at least five (5) days before the date of the meeting(s). Such notice(s) shall contain a copy of the Bylaws version under discussion.

Section 2. Un-scheduled Review. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds of members present at a meeting. Any proposed amendment to or revision of the Bylaws may be submitted by any member and shall be submitted first to the Board, who shall in turn notify the Chorus Booster members of proposed changes. The Board will ensure that discussion of proposed changes takes place prior to and separate from a final vote; the vote must be completed within 60 days of the proposed amendment. The Board shall provide notice to the members, via the email addresses on the record with the Chorus Boosters and via the Chorus Boosters social media platforms, at least five (5) days before the date of the meeting(s). Such notice(s) shall contain a copy of the Bylaws version under discussion and a copy of any proposed alteration(s), amendment(s), or repeal(s).

Section 3. Date of Effect. The most current version of the Articles of Incorporation and Bylaws shall be in immediate effect upon approval by simple-majority vote of the membership present at the designated meeting, per Sections 1 and 2 above. The members and Board shall immediately make any required adjustments to process, including, but not limited to, any necessary changes to administrative or financial recording and reporting, new election of Officers, or new appointments of Chairpersons.