

BYLAWS OF
HERNDON HIGH SCHOOL GUITAR BOOSTERS, INC.
(As Amended November 17, 2015)

ARTICLE ONE
Name

I) The name of this corporation is HERNDON HIGH SCHOOL GUITAR BOOSTERS, INC., hereinafter referred to as the "Corporation".

ARTICLE TWO
Purpose

I) The purpose of the Corporation is to:

A) Provide support, financial and otherwise, to the Herndon High School Guitar Program ("HHS Guitar Program") including, but not limited to, raising funds for the expenses and the support of the activities of the HHS Guitar Program.

B) Serve as a liaison between the HHS Guitar Program and the Herndon High School administration, faculty, students, parents and community.

C) Promote school and community support of the HHS Guitar Program.

II) The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. The Corporation will not engage in transactions or activities that would deprive it of tax-exempt status under the Internal Revenue Code.

III) To ensure compliance with Regulation 1.501(c)(3)-1(d)(1)(ii), the Corporation will not maintain individual student accounts and/or designated income accounts. If any such accounts were established in the past and currently exist, they will be disbanded.

ARTICLE THREE
Membership

I) There are two classes of membership: voting and non-voting.

A) Voting members of this Corporation consist of parents and guardians of students at Herndon High School who are enrolled in guitar classes, as well as parents and guardians of former guitar students (i.e. "alumni parents") who have volunteered to serve as current officers, thus helping to ensure some level of continuity of parental leadership for the Corporation.

B) Non-voting members of this Corporation consist of:

1) Teachers or conductors of guitars at Herndon High School.

2) Donors.

II) Once established, membership continues until the end of the Corporation's fiscal year.

ARTICLE FOUR Governance

I) The affairs of this Corporation are governed by a Board of Directors consisting of officers and directors.

II) The officers consist of:

1) President who is the presiding officer of the Board of Directors and is responsible to the membership for directing the affairs of the Corporation. The President convenes meetings of the Board of Directors and the Membership. The President meets regularly with the Guitar Director and/or other school leadership.

2) First Vice-President who assists the President and directs the affairs of the Corporation during the President's absence.

3) Second Vice-President who also assists the President.

4) Secretary who records the affairs of the Corporation.

5) Treasurer who manages the finances of the Corporation.

III) Two persons may jointly perform the duties of an officer (co-officers) and directors. Whenever possible, there will be two (2) people for each position – one underclass parent and one upper class parent to ensure adequate training and good transition from year to year.

IV) All officers are considered directors of the Corporation. The Board of Directors may establish positions for additional directors to assist with the management of the Corporation. The additional directors may be at-large or responsible for overseeing specific activities.

V) All officers and directors must be voting members of the Corporation.

VI) The Guitar Director at Herndon High School is an ex-officio, non-voting member of the Board of Directors.

VII) Officers and directors are elected for a period of one year that runs concurrently with the fiscal year but are encouraged to serve for two years to ensure a good transition. Elections are held at the annual Membership meeting prior to the end of the previous fiscal year.

VIII) The President may fill Board of Directors vacancies by appointing a voting member to serve as an acting officer or director until confirmed at the next meeting of the membership. The First Vice-President becomes President should that position become vacant.

IX) An officer or director may be removed from their office by a two-thirds majority of voting members present at a Membership meeting.

X) A simple majority of officers and directors comprises a quorum for the Board of Directors. If the Secretary is not present, the President will assign responsibility for recording any decisions to a Board of Directors member who is present. Decisions require approval by a simple majority of Board of Directors members present.

ARTICLE FIVE Committees

I) The Board of Directors may establish and dissolve standing or special committees to conduct the affairs of the Corporation. Committee chairs are appointed by the Board of Directors for a term running until the end of the fiscal year or until the committee is dissolved, whichever occurs first. Committee chairs must be members of the Corporation.

ARTICLE SIX Membership Meetings

I) The President or Vice-President will convene meetings of the Membership.

II) There will be at least one Membership meeting during each fiscal year.

III) The schedule for Membership meetings will be published in a calendar which is distributed to guitar students, posted on the Herndon High School web site or the Corporation web site.

IV) Membership meetings may be held in conjunction with guitar concerts or social events.

V) One Membership meeting during each fiscal year will be designated as the annual meeting for the election of officers and directors. This meeting will usually be held in May.

VI) At least six (6) voting members must be present during the meeting to comprise a quorum. Unless otherwise specified in these Bylaws, a simple majority of the voting members present determines the outcome of a vote by the Membership.

VII) Members may vote in person or by proxy. All proxies must be filed with the Secretary before the meeting is called to order.

ARTICLE SEVEN Finance

I) The Corporation will raise and disburse funds consistent with its purposes. Funds may be raised through activity fees, solicitation of charitable contributions, the sale of merchandise or services ("fundraisers"), or other means approved by the Board of Directors.

II) The fiscal year of the Corporation will begin September 1 and end on August 31.

III) The Corporation will establish a budget for each fiscal year. To become effective, the budget, or modifications to the budget, must be approved by the Board of Directors.

IV) The Treasurer may disburse funds as specified in the approved budget. The President may approve disbursement for unbudgeted expenses up to \$300. Disbursement for unbudgeted expenses exceeding this amount requires approval by the Board of Directors.

ARTICLE EIGHT
Indemnification

I) Each officer or director, in consideration of services as such, shall be indemnified by the Corporation to the extent permitted by law against expenses and liabilities reasonably incurred in connection with the defense of any action, suit, or proceeding, civil or criminal, to which the officer or director may be a party by reason of past or present role in the Corporation unless such action was a result of gross neglect or willful misconduct.

ARTICLE NINE
Dissolution

I) Dissolution of the Corporation may be accomplished by a two-thirds majority of voting members present at a Membership meeting. Upon dissolution, after all expenses are paid, all assets and property of the Corporation will be conveyed to the Guitar Program within the Music Department of Herndon High School. If the Guitar Program at Herndon High School no longer exists at that time, all assets and property of the Corporation will be conveyed to the Music Department of Herndon High School.

ARTICLE TEN
Amendments

I) These Bylaws of the Corporation may be amended by a two-thirds majority of voting members present at a Membership meeting.

Approved:



Suzette A. Gross
President



Date