

BYLAWS
OF
LAKE BRADDOCK ORCHESTRA BOOSTERS, INC.
(A Virginia Non-Profit, Nonstock Corporation)

Adopted and Effective as of November 18, 2008

ARTICLE I – *General*

Section 1.1: Name. The name of this organization shall be “Lake Braddock Orchestra Boosters, Inc.,” hereinafter referred to as “LBOB”.

Section 1.2: Registered Office. The registered office of LBOB shall be in the County of Fairfax, Virginia.

Section 1.3: Registered Agent. The registered agent for LBOB shall be an individual who is a resident of the Commonwealth of Virginia and is either a director of LBOB or a member of the Virginia State Bar whose business office is identical with the registered office.

Section 1.4: Principal Office. The principal office shall be the office of the music department at Lake Braddock Secondary School, 9200 Burke Lake Road, Burke, VA, 22015. LBOB may also have an office at such other place, within or without the Commonwealth of Virginia, as its board of directors deems necessary or convenient to conduct the business of LBOB.

Section 1.5: Time Periods. Unless specifically indicated otherwise, any reference to a period of days in these bylaws shall be interpreted as calendar days.

Section 1.6: Laws and Statutes. Unless specifically indicated otherwise, any reference to “the laws” or “statutes” is a reference to the Code of Virginia, title 13.1 – *Corporations*, specifically chapter 10 – *Virginia Nonstock Corporation Act*.

Section 1.7: Orchestra Program. For the purpose of these bylaws, *orchestra program* refers to and includes all of the orchestra student and performance groups under the supervision of the orchestra faculty of Lake Braddock Secondary School, Burke, Virginia.

ARTICLE II – *Purpose*

Section 2.1: *Purpose.* LBOB is a nonprofit corporation organized exclusively for charitable, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The purpose of LBOB is to provide support, either financial or otherwise, to the *orchestra program* of Lake Braddock Secondary School in Burke, Virginia, including, but not limited to:

- Obtaining funds for supporting activities of the *orchestra program*;
- Aiding development of student interest in the *orchestra program* and music, or performance of music, in general;
- Fostering leadership skills and responsibility among students in the *orchestra program*;
- Serving as a liaison between the *orchestra program*, the parents and guardians of students in the *orchestra program*, and the local community;
- Promoting interest and support in the local community for the *orchestra program*;
and
- Facilitating the operation of the *orchestra program* and its performances.

ARTICLE III – *Membership*

Section 3.1: Membership Eligibility and Renewal. Any individual of majority age in the Commonwealth of Virginia who expresses an interest in furthering the purposes of LBOB as set forth in its articles of incorporation and these bylaws, completes an application for membership, and pays any applicable membership fee or dues, shall be admitted as a member of LBOB. Membership is renewed annually. The annual “*membership year*” begins on the first day of July, and ends on the thirtieth day of June of the next calendar year. An individual may join at any time during the *membership year*, but membership always terminates on June 30.

Section 3.2: Classes of Membership. LBOB shall have two classes of membership:

- a) **Full** - A *full* member is a member who is also a parent or legal guardian of a student currently enrolled in the *orchestra program*.
- b) **Associate** - An *associate* member is any member who is not a *full* member.

All members are entitled to be present at any members’ meeting, hold any office, serve on a committee, serve as a committee chair, actively participate in any approved activity of LBOB, and receive any newsletter or communication designated for dissemination to the general membership. An *associate* member shall have the same rights and privileges, as a *full* member, with the exception of voting rights set forth in section 3.3.

Section 3.3: Voting Rights. Each member in the class of *full* members is entitled to one (1) vote on each matter submitted to a vote of the membership. No such entitlement is given to *associate* members. This shall not preclude an *associate* member from voting in his or her capacity as an officer or committee member where such vote is restricted to respective officers or committee members.

Section 3.4: Membership Fees. LBOB shall establish an annual membership fee or dues for a given *membership year* prior to the beginning of said *membership year*. If LBOB does not act to specifically change said membership fee or dues for said given *membership year* prior to the beginning of said *membership year*, said fee or dues shall remain unchanged from those of the preceding *membership year*. Any membership fee or dues shall not be prorated or refunded.

Section 3.5: Member Records. LBOB shall keep and maintain a record of member information. The record shall contain, for each member:

- i. the name, address and telephone number;
- ii. the class of membership, along with any relevant data of any student or students needed to establish *full* membership;

- iii. the date of termination of membership if membership is terminated prior to the end of the *membership year* according to section 3.8;
- iv. if available, an email address or other address or location that may be used as an address or location for receiving any notice or communication that LBOB may deliver by email or other form of electronic transmission; and
- v. if an address or location is provided for receipt of notices or communications transmitted by email or other form of electronic transmission, a record of whether or not the member currently consents to receiving electronic notice of meetings at that address or location.

It shall be the responsibility of each member to inform the membership officer, or any other individual responsible for maintaining the member records, of any change in said member's information contained in the records.

Section 3.6: Liability of Members. A member of LBOB is not, as such, liable for the debts, liabilities, or obligations of LBOB.

Section 3.7: Transfer or Assignment. No member may transfer or assign his or her membership or any right arising therefrom.

Section 3.8: Termination/Refunds. Membership terminates at the end of the *membership year* set forth in section 3.1, or upon the death or resignation of a member. All rights of membership cease upon termination of membership. Membership fees or dues are not refundable for any reason.

Section 3.9: Compensation and Reimbursement. Membership is voluntary. No member shall be compensated for services performed for, or property transferred to, LBOB, except that a member may be compensated under a contract with LBOB awarded by resolution of its board of directors which, in its best judgment, determines is the best value versus other bids or alternatives, and the value of services and/or property exceeds what is customary for volunteer members. Further, a member may be reimbursed for approved expenditures made on behalf of LBOB.

ARTICLE IV – *Membership Meetings*

Section 4.1: Annual Meeting.

A. LBOB shall hold an annual meeting of its members between April 1 and the end of the school year to elect LBOB’s principal officers to serve on its board of directors the next fiscal year, and transact such other business as shall properly come before that meeting.

B. The failure to hold an annual meeting during the period of time set forth in subsection A shall not affect the validity of any corporate action.

Section 4.2: Special Meeting. LBOB shall hold a special meeting of the membership on the call of its board of directors, its president, or by any group of *full* members comprised in number of at least one-twentieth (5%) of the total number of *full* members. Only business within the purpose or purposes described in the meeting notice required in section 4.5 may be conducted at a special members’ meeting.

Section 4.3: General Meeting. A general meeting of the membership shall be held at least two times per school year. At least one of these meetings shall be held between the start of the school year and November 15. The president or board of directors may call for more than two general meetings per school year as it deems convenient or necessary.

Section 4.4: Meeting Place. Any meeting of the membership shall be held at Lake Braddock Secondary School, Burke, Virginia, or at such other location given in any notice of the meeting.

Section 4.5: Notice of Annual and Special Meetings.

A. LBOB shall notify all *full* members of the date, time and place of each annual, general, or special members’ meeting. Such notice shall be given no less than 10 days nor more than 60 days before the meeting date, except as provided in section 12.3 for notice of any meeting in which a vote is to be taken on any amendment to the articles of incorporation or the bylaws.

B. Notice shall be in writing. Notice by electronic transmission is written notice, if given in a form of electronic transmission consented to by the member to whom the notice is given.

C. Notice of an annual or general meeting need *not* state the purpose or purposes for which the meeting is called, unless an amendment to the articles of incorporation or these bylaws is on the agenda, as set forth in section 12.3.

D. Notice of a special meeting shall state the purpose or purposes for which the meeting is called.

Section 4.6: Quorum. At any meeting of the membership or vote submitted to the membership, a quorum shall comprise a minimum of ten (10) members entitled to vote. Once a member is present at a meeting, the member is deemed present, for quorum purposes, for the remainder of the meeting and for adjournment of that meeting. A lesser number than a quorum may adjourn a meeting.

Section 4.7: Conduct and Order of Business. At each meeting of the membership the president, or his or her alternate as provided in article VI, shall preside over the meeting as chairperson and determine the order of business.

Section 4.8: Vote and Decision.

A. At any meeting of the membership, each *full* member present shall be entitled to cast one and only one vote on each matter submitted to a vote. The vote of the majority of *full* members present at the meeting, once a quorum has been established, shall decide any matter brought to a vote; unless the question is one which, by express provision of law, or of these bylaws, a different vote is required, in which case such express provision shall govern and control. A matter cannot be decided by vote at a meeting if a quorum is not present, except under the condition that a quorum had been previously established at the meeting and the meeting has not yet been adjourned, as set forth in section 4.6.

B. At the request of any member, LBOB shall prepare and make available for inspection a complete list of *full* members entitled to vote as of the date of a particular meeting of the membership. Refusal or failure to prepare or make available the members' list does not affect the validity of action taken at the meeting prior to the making of any such demand, but any action taken by the members after the making of any such demand shall be invalid and of no effect.

Section 4.9: Proxy. There is no entitlement to vote by proxy. All votes must be entered in person at any meeting of the membership.

Section 4.10: Minutes. The board of directors of LBOB may approve the minutes of a members' meeting after the members who attended the meeting have been afforded an opportunity to review and provide comments on a draft of such minutes.

ARTICLE V – *Board of Directors*

Section 5.1: Management. Subject to the provisions of the laws of the Commonwealth of Virginia and any limitations in the articles of incorporation or these bylaws relating to any action required or permitted to be taken or approved by the members of LBOB, the activities and affairs of LBOB shall be conducted, and all corporate powers shall be exercised, by or under the direction of the board of directors of LBOB, hereinafter referred to as the “Board.” The Board is responsible for managing the affairs of LBOB and defining the overall policy and direction of LBOB, whether or not a responsibility or action is performed directly by a director or directors, or delegated to another person or group.

Section 5.2: Composition and Number of Directors. The Board is composed of all “principal officers” of LBOB, as identified and defined in article VI. The number of directors shall be a minimum of three (3) and a maximum of eight (8). For the purpose of these bylaws, any individual serving in a director position shall count as only one director, no matter how many principal offices he or she holds; and likewise, the term director shall connote one individual.

Section 5.3: Minimum Qualification. Each director must be a current member of LBOB, and consent to becoming a director prior to being elected or appointed.

Section 5.4: Duties. It shall be the duty of directors to:

- i.* perform any and all duties imposed on them either individually or collectively by law, the articles of incorporation, these bylaws, or any resolution of the Board or the membership;
- ii.* discharge their duties as directors in accordance with their good faith business judgment of the best interests of LBOB;
- iii.* meet at such time and place required by these bylaws; and
- iv.* register their mailing and email addresses with the secretary of LBOB, whereby notice of board meetings delivered to such addresses shall constitute valid notice thereof.

Section 5.5: Election and Term. All director positions shall be filled at the annual meeting of the membership, by members entitled to vote, via election of each principal officer in the election procedure set forth in article VI. Each director shall serve a one-year term beginning July 1 and ending June 30, concurrent with the next fiscal year following the annual meeting.

Section 5.6: Compensation of Directors. Directors shall serve without compensation. However, such prohibition shall not preclude a director from serving LBOB in any other capacity and receiving compensation therefore, or reimbursement for any out-of-pocket expense incurred on behalf of LBOB. While a director may be allowed reasonable

advancement or reimbursement of an expense incurred in the performance of his or her duties, any such payment shall be approved in advance in accordance with any current conflict-of-interest policy of LBOB and any other provision of these bylaws.

Section 5.7: Ex-officio Advisors. *Orchestra program* directors may serve as *ex-officio*, non-voting, advisors to the Board; however, they shall have the right in such capacity to approve or reject any proposal or expenditure directly related to the *orchestra program*. As advisors, *orchestra program* directors may prepare a projection of budgetary needs of the *orchestra program* for the upcoming fiscal year.

Section 5.8: Regular Meetings. At least four (4) regularly scheduled meetings of the Board shall be held each fiscal year, with the first meeting scheduled at a time sufficient for the Board to adopt an annual budget prior to October 1, or the first general meeting of the membership, whichever is earlier. Additional regular meetings may be scheduled at the discretion of the president of LBOB.

Section 5.9: Special Meetings. A non-scheduled special meeting of the Board may be called by the president, or shall be called by the president or secretary upon written request by a majority of directors. Said request shall state the date, time, place and purpose or purposes of the proposed meeting. The agenda of a special meeting shall be limited to the purpose or purposes stated in the notice of the meeting.

Section 5.10: Meeting Place.

A. Meetings of the Board may be held at Lake Braddock Secondary School, Burke, Virginia, or at such other place deemed by the chairperson to be convenient or efficient for conducting the business at a particular meeting.

B. The Board may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 5.11: Notice of Meeting. Notice for meetings of the Board shall be given to the directors as follows:

- a) ***Regular Meeting.*** No further notice is required for any regular meeting of the Board after delivery of a regular meeting schedule to the directors.
- b) ***Special Meeting.*** At least 24 hours prior notice of each special meeting of the Board shall be delivered to each director by the president or secretary of LBOB. Said notice may be oral or written, and may be delivered in person, by first class mail, by telephone, or by a form of electronic transmission consented to by the director to whom the notice is given. A Board meeting may be held at any time

without notice if all the directors are present or if those not present waive notice of the time, place, and purpose of the meeting, either before or after such meeting.

Section 5.12: Conduct of Meetings. The president of LBOB shall act as chairperson of the Board and preside over any meeting of the Board. In his or her absence, the vice president, if any, shall preside over the meeting. If a vice president is also unavailable, another director chosen by a majority of directors present at the meeting shall preside over the meeting. The secretary of LBOB or, in the absence thereof, any person appointed by the chairperson of the meeting, shall keep the minutes of the meeting. The order of business at any meeting of the Board shall be determined by the chairperson.

Section 5.13: Quorum. A majority of the number of directors holding office immediately before a Board meeting begins shall constitute a quorum for the purpose of deciding any matter to be decided by the Board; however, if any director has a conflict of interest in a matter to be decided by the board, then a majority of the disinterested directors may vote to decide the matter, provided there is more than one director left to vote. A majority of directors present at a Board meeting may adjourn the meeting to another place, date, and time, whether or not a quorum is present.

Section 5.14: Vote and Decision. Each director shall be entitled to one and only one vote in any matter to be decided by the Board, irrespective of the number of principal offices held by said individual, except that the president may cast an additional vote to resolve an equally divided vote in any matter. A majority vote of directors present or participating in a matter to be decided in which a quorum is present or available shall be the decision of the Board, unless a provision of law or these bylaws require a greater percentage or different voting rules for a decision on a matter by the Board.

Section 5.15: Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board or of any committee of the board may be taken without a meeting if all members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. The writing or writings shall be filed with the minutes of proceedings of the Board or committee. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 5.16: Action Without a Meeting Via Electronic Transmission. For purposes of Section 5.15, written consent may be accomplished by electronic transmission. A consent signed under this section has the effect of a vote of voting members at a board meeting.

Section 5.17: Resignation. A director may resign at any time. Such resignation shall be effective upon the delivery of written notice to the president or secretary, unless said notice specifies a later time for the resignation to take effect.

Section 5.18: Removal. Any director may be removed from office, at any time, with or without cause, by a majority of the voting members of LBOB present at a special meeting of the membership called for such purpose, provided that a quorum is present. The Board

may remove a director appointed by the Board to fill a vacancy under Section 5.20. A director who is absent for two (2) consecutive meetings without notifying the president prior to the meetings shall be automatically removed from office without requiring any further removal procedure.

Section 5.19: Vacancy. A vacancy on the Board shall exist:

- i.* upon the death, resignation, or removal of a director; or
- ii.* when a director position goes unfilled after an annual meeting; or
- iii.* whenever the number of authorized directors is increased.

Section 5.20: Filling a Vacancy.

Unless otherwise prohibited by the articles of incorporation or a provision of law, any vacancy on the Board may be filled by majority vote of the remaining directors, and if the number of directors remaining in office is less than a quorum, the Board may act with the approval of a majority of the directors then in office or, as the case may be, the sole remaining director. Any vacancy on the Board created by the removal of a director by a vote of LBOB members may instead be filled by a vote of the majority of *full* members present at a special meeting called for such purpose, which may be the same meeting at which such removal occurs. The term of an individual chosen to fill a vacancy on the Board shall be the unexpired term of the vacating director.

ARTICLE VI – *Principal and Subordinate Officers*

Section 6.1: *In General*. Each principal officer must be qualified for a director position as set forth in section 5.3, and is further subject to the duties, responsibilities, restrictions, and term of office set forth for directors in article V, as well as any duties and responsibilities set forth for principal officers in this article, as appropriate to the particular office.

Section 6.2: *Required Principal Officers*. The president, the secretary, and the treasurer are required principal officers. An individual may concurrently hold more than one principal office, with the exception that the president may not concurrently hold the office of secretary or treasurer. If the offices of secretary and treasurer are concurrently held by the same individual, a third individual must be elected or appointed to serve as an optional principal officer under section 6.3.

Section 6.3: *Optional Principal Officers*. The number of principal officers may be increased beyond the required minimum, up to a maximum of eight (8) through the election or appointment of one or more optional principal officers, which may include the vice president, the ways & means officer, the membership officer, or any other principal officer created by resolution of the Board or the *full* members.

Section 6.4: *Election*. Principal officers shall be elected at the annual meeting as set forth in section 5.5. A majority vote by the *full* members present at said meeting constitutes a valid election. Procedurally:

- a) The Board shall present a slate, of any nominees recommended by a nominating committee and approved by the Board.
- b) Any further nominations of a member consenting for election to a particular principal office will be taken from the floor.
- c) If only one individual is nominated for any principal office, the election for that office may be by voice vote; however, if more than one candidate is nominated for any principal office, or any objection is made to voting a slate, the elections shall be by ballot.
- d) If ballots are used, the chairperson of the nominating committee or, if unavailable, another individual appointed by the president, shall count ballots.
- e) In the event of an election by ballot, all balloting materials shall be available for inspection by any member until the close of the meeting, after which the materials shall be destroyed.
- f) In the event of a tie vote, election shall be accomplished by the majority vote of a secret ballot of the directors of the Board present at the meeting, with any tie at this level settled by the vote of the president.

- g) In the event that the meeting is closed with any principal office unfilled, said office or offices shall be deemed vacant and subject to being filled under the vacancy procedures of sections 5.19 – 5.20.

Section 6.5: Duties of President. The president shall:

- Serve as chief executive officer of LBOB and, subject to the control of the Board, supervise and direct the affairs of LBOB and the activities of the officers;
- Serve as the official spokesperson of LBOB;
- Serve as liaison to the *orchestra program* directors and represent LBOB in conducting business with school officials and the Parent Teacher Student Association (PTSA) of Lake Braddock Secondary School;
- Preside as chairperson at all meetings of the Board and membership meetings;
- Serve as an *ex-officio* member of all standing committees;
- Execute, in the name of LBOB, any contract, check, or other instrument authorized by the Board, except as otherwise expressly provided by law or these bylaws; and
- Perform all duties incident to his or her office and such other duties as may be required by law, by these bylaws, or assigned by the Board or by any resolution of the members.

Section 6.6: Duties of Vice President. The vice president shall:

- Perform all the duties of the president in the event of the president's inability, absence, or refusal to act; and
- Perform such other duties as may be prescribed by law or these bylaws; or as may be prescribed by the Board or by any resolution of the membership.

If the office of vice president is vacant, the duties of that office shall be performed by another officer as assigned by the Board.

Section 6.7: Duties of Secretary. The secretary shall:

- Prepare the minutes of all meetings of the Board and of the members;
- Keep and maintain, at LBOB's principal office or at such other place as the Board may direct, the records required under section 11.5;
- Serve as custodian of the records and the seal of LBOB, if any, and affix any such seal, to duly executed documents of LBOB as authorized by law or any provision of these bylaws.
- Perform all duties incident to his or her office and such other duties as may be required by law, by these bylaws, or assigned by the Board or by any resolution of the members.
- Except to the extent that such duties are otherwise assigned by the Board, perform the duties of the membership officer if that office is vacant.

Section 6.8: Duties of Treasurer. The treasurer shall:

- Chair the Budget Committee;
- Submit an annual budget for approval by the Board, and any additional budget proposals decided by the Budget committee to the Board for its consideration, at such time as the Board directs;
- Prepare and file, or cause to be prepared and filed, all required reports and financial obligations with the state of Virginia, to include the Annual Report as well the required registration fee remitted to the Virginia State Corporation Commission.
- Prepare and file, or cause to be prepared and file, all required reports with the Internal Revenue Service.
- Have charge and custody of, and responsibility for, all funds and securities of LBOB, and deposit all such funds in the name of LBOB in such bank or other financial institution as directed by the Board;
- Receive, monies due and payable to LBOB;
- Disburse or cause to be disbursed the funds of LBOB as directed by the Board.
- Keep and maintain an adequate and correct account of LBOB's properties and business transactions, including its assets, liabilities, receipts, disbursements, gains, and losses, while observing any procedures established by the Board;
- Hold for safekeeping a copy of any current insurance policy held by LBOB;
- Present any and all financial records or account books of LBOB to the Board within a reasonable time requested by the Board;
- Prepare, or cause to be prepared, any financial statement to be included in any required report, including a financial report at every meeting or as requested by the Board, and a full report at the end of the fiscal year;
- Schedule an audit of LBOB's financial records at the end of the fiscal year to be completed no later than October 1 of the next fiscal year, and conducted within the requirements of any insurance policy currently in effect, the Internal Revenue Service, and any provisions of law or policy of LBOB;
- In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, the articles of incorporation, these bylaws, or which may be assigned by the Board.
- Perform the monetary duties of the ways & means officer if that office is vacant.

Section 6.9: Duties of Ways & Means Officer. The ways & means officer shall:

- Serve on the Budget Committee;
- Oversee the activities of any fundraising event as assigned by the Board;
- Assist chairperson of any assigned fundraising event to help ensure that any records kept and any money-handling procedures for said fundraising event are in accordance with any established LBOB policy before being submitted to the treasurer;
- Seek and/or propose new fundraising opportunities to the Board and/or Budget Committee; and
- In general, perform any duties which may be assigned by the Board.

If this office is vacant, the non-monetary duties of the ways & means officer may be assigned to other officers by the Board.

Section 6.10: Duties of Membership Officer. The membership officer shall:

- Chair the Membership Committee and oversee its activities;
- Keep and maintain a current record of member information as set forth in Section 3.5 and any additional information as directed by the Board;
- Provide, at each meeting of the members, a list of members grouped according to class in a form suitable for use as a sign-in sheet for incorporation into the minutes as a roll of members at the meeting;
- Deliver, or cause to be delivered, notice of any annual or special meeting of the members to all current *full* members before the meeting according to section 4.5;
- Oversee membership drives and, at the request of the ways & means officer, assist with membership fundraising events;
- Enlist new members throughout the year, collect membership dues and donations and submit to treasurer for deposit;
- Assist the ways & means officer, at the latter's request, in developing ideas to solicit donations from the local community, including corporate donations;
- Keep records of donations and send acknowledgements of gratitude for donations as directed by the Board;
- Work with the volunteer coordination committee to develop opportunities for increased involvement by members; and
- In general, perform all duties incident to the office of membership and such other duties as may be required in these bylaws, or assigned by the Board.

If this office is vacant, the duties of the membership officer are to be performed by the secretary or by other officers to whom such duties are assigned by the Board.

Section 6.11: Subordinate Officer. A subordinate officer is any officer that is not a principal officer; i.e., a director of LBOB. The president or the Board may appoint a subordinate officer from the membership of LBOB when deemed necessary or convenient for the conduct of business of LBOB. A subordinate officer may be appointed at any time, and shall take office immediately upon acceptance of the appointment, or at such time mutually agreed upon in the appointment. Any subordinate officer may have only such powers and duties as the Board may lawfully delegate in accordance with any provision of law or these bylaws. The Board may remove any subordinate officer at any time with or without cause. Any subordinate officer appointed by the president may be removed by the president at his or her discretion.

ARTICLE VII – *Committees*

Section 7.1: Committees of the Board. The Board may appoint, from among its members, an executive committee and other committees composed of two or more directors, and may delegate to such committee such powers of the Board as permitted by law that are limited to a specified time limit or completion of a specified task. Any such committee shall deliver a written record of its actions to the Board. Any action by such committee shall be subject to revision and alteration by the full Board, provided that no rights of third persons shall be affected by any such revision or alteration.

Section 7.2: Committees of the Membership. LBOB shall have such number of standing or special committees of the membership as may be required in these bylaws or established by the president, the Board, or the membership for the convenient transaction of LBOB business. Each committee shall be charged with specific duties set forth in these bylaws or stated in written instructions from the authority by which it is was established. Except as otherwise provided in these bylaws, each standing or special committees shall consist of LBOB members appointed by the president, who shall serve as an *ex-officio* member of each standing committee.

Section 7.3: Standing Committees. The following standing committees shall be maintained on an ongoing basis to perform the duties hereinafter described:

- ***Budget:*** The Budget Committee shall be charged with proposing an annual budget to the Board for its adoption, and a periodic review of any budget adopted by the Board to identify and recommend any necessary changes to the budget to maintain a healthy financial balance throughout the fiscal year. This committee shall be chaired by the treasurer, and further include the *orchestra program* directors, the president and such other members as may be appointed by the Board or the president.
- ***Bylaws:*** The Bylaws Committee shall be charged with conducting an ongoing review of the bylaws, and drafting proposed amendments to the bylaws when deemed appropriate or necessary, or when charged by the Board or the membership. It shall submit any proposed amendments to the Board for inclusion in the notice of any meeting called to vote on such proposed amendment, as requested. It shall make a thorough review of the bylaws at least once each fiscal year. This committee shall include members appointed by the Board or the president.
- ***Communications:*** The Communication Committee shall be charged with promoting all events through articles to the membership and general public, using electronic media and/or written notice such as local newspapers and community newsletters. In coordination with the *orchestra program* directors, the chair of this committee will oversee the activities of publicity, newsletter and website to ensure that accurate and timely information is distributed. This committee shall include the publicity chairperson, newsletter editor, website manager,

community/elementary school outreach coordinator, and any other member appointed by the Board or the president.

- **Membership:** The Membership Committee shall be charged with promoting the addition of new members and retention of current members. It shall maintain an up-to-date list of all members with associated data required by the Board; including, but not limited to, any contact information necessary to deliver notice to each member, and any information needed to establish voting status. It shall provide a current membership list to the president or secretary upon request thereof. It shall prepare a membership application for approval by the Board. It shall organize and coordinate membership drives, coordinate with the ways & means officer on membership fundraising events, and conduct any other task or tasks assigned by the Board or president. It shall be chaired by the membership officer and further include any members appointed by the Board or the president.
- **Performance Apparel:** The Performance Apparel Committee shall be responsible to coordinate with the *orchestra program* directors for the purchases, maintenance, repair and distribution of concert apparel uniforms. The committee will present recommendations to the Board for the purchases of additional inventory throughout the year and as part of the annual budget process. This committee shall include members appointed by the Board or the president.
- **Volunteer Coordination:** The Volunteer Coordination Committee shall be responsible for recruiting volunteers for all events or tasks as needed, in coordination with the needs of the *orchestra program* directors and committee chairs. This committee shall include members appointed by the Board or the president.

Section 7.4: Special Committees. A special committee shall exist until its assigned task or tasks are completed and then automatically dissolve. The following special committees shall exist whenever and for the periods of time necessary to ensure timely completion of the assigned tasks:

- **Insurance:** The Insurance Committee shall be charged with reviewing any and all current insurance policies purchased by LBOB as they come due for renewal, and consider whether the policy or policies are appropriate to satisfy any indemnity requirements of these bylaws, and if they need to be revised due to any change of circumstances. This committee shall also seek to identify any general or specific risks to the business purposes or liability of LBOB or the Board, and report any identified risk to the Board. This committee shall include members appointed by the Board or the president.
- **Nomination:** The Nomination Committee is charged with searching for individuals among the members of LBOB who both qualify and consent to becoming a candidate for election to a particular principal office. This committee shall present a list of qualified and consenting individuals to the Board for its

approval as a slate of candidates at the annual meeting no later than 5 days prior to the meeting. Nominations approved by the Board shall be communicated to the members no later than 3 days prior to the meeting. The report shall advise members of their right to nominate other members on the floor of the annual meeting, subject to the condition that each nominee both qualifies and consents to being nominated to a particular principal office. This committee shall include at least three members appointed by the president at least sixty (60) days prior to each annual meeting.

Section 7.5: *Operation of a Committee.* A majority of all of a committee's members having no conflict of interest in their committee's action or decision shall constitute a quorum for deciding that committee's action or decision. The vote of a majority of all of the members of a committee present at a meeting at which a quorum is present shall be the decision of the committee. Each committee shall follow any rules of procedure approved established by the Board for the conduct of its activities.

ARTICLE VIII – Finance

Section 8.1: Fiscal Year. LBOB shall operate on a fiscal year beginning the first day of July and ending the thirtieth day of June.

Section 8.2: Annual Budget. An annual budget shall be adopted by the Board prior to October 1, or the first membership meeting of the fiscal year, whichever is earliest, and shall be presented to the membership of LBOB at the first general members' meeting in the school year.

Section 8.3: Checks and Drafts. Except as otherwise specifically determined by resolution of the Board or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of LBOB shall be signed by the treasurer or any director authorized by the Board. The Board will establish, annually, an amount of obligation or expenditure which shall require the prior approval of the Board.

Section 8.4: Deposits. All funds of LBOB shall be deposited from time to time to the credit of LBOB in such banks or other depositories authorized by the Board.

Section 8.5: Gifts. The Board may accept, on behalf of LBOB, any contribution, gift, bequest, or devise to be used for any nonprofit purpose of LBOB.

Section 8.6: Student Accounts. LBOB shall maintain, if applicable, an accounting of each individual student's fund that is available to be used against the student's financial obligation for any designated trip or other student activity of the *orchestra program*, where the funds are earned or awarded through active participation of the student or the student's family in any fundraising activity of LBOB designated to be used for these funds. Funds in any individual account are *not* the property of the individual student and may not be distributed to the student. In the event a student moves, graduates, or otherwise ceases to participate in the *orchestra program*, any remaining funds in the student's account shall immediately become recorded as a transfer to the general fund of LBOB; except when the departing student has a sibling who currently is, or will be at the commencement of the semester next following said student's departure, (i) enrolled as a student in Lake Braddock Secondary School and (ii) participating in the *orchestra program*. In this case, all funds in the student's account shall be credited to the participating sibling's student account.

Section 8.7: Specific Accounting Procedures or Convention. LBOB shall keep its books in accordance with a specific method of accounting for tax and financial purposes established by the Board. These procedures shall be executed in a time and manner consistent with any requirements for maintenance of nonprofit corporation tax exempt status prescribed under section 501(c)(3) of the Internal Revenue Code, and in accordance with the articles of incorporation and any insurance policy currently held by LBOB.

Section 8.8: Annual Review. After the close of each fiscal year, the financial transactions of LBOB for the preceding year shall be reviewed by an independent qualified accountant or a financial review committee, in a means consistent with audit requirements established by the Board, which shall follow the requirements of any insurance policy currently in effect, the Internal Revenue Service, or any provision of law. A report of the review shall be made to the Board within ninety (90) days after the close of the fiscal year.

ARTICLE IX – *Contracts with Interested Parties*

Section 9.1: Conflict of Interest. Whenever a director or other officer has a financial or personal interest in any matter before the Board, or an interest in conflict with or otherwise contrary to any purpose of LBOB, said director or officer shall fully disclose the nature of his or her interest as soon as the matter is brought before the Board, and withdraw from any further discussion, lobbying, and voting on said matter. Any transaction or vote involving a potential conflict of interest shall be approved only after all disinterested directors are informed of said conflict and only when a majority of disinterested directors determines that it is in the best interest of LBOB to do so. The minutes of meetings at which such votes are taken shall record such disclosures, abstention, and rationale for approval.

ARTICLE X – *Indemnification and Insurance*

Section 10.1: Limitation on Director/Officer Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date of adoption of these bylaws and as hereafter amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation or its members, the directors and officers of LBOB shall not be liable to LBOB or its members.

Section 10.2: Right of Settlement. In the event any such claim, action, suit or proceeding is instituted against a director or officer, LBOB shall have the right to enter into such settlement or compromise in regard thereto as may be deemed advisable by the Board.

Section 10.3: Additional Rights. The indemnification provided in this article shall be in addition to any rights to which any such director or officer may otherwise be entitled by contract or as a matter of law. Further, nothing herein contained shall be deemed to restrict the right of LBOB to indemnify its directors, officers, agents or employees in any case it deems appropriate, even though not specifically provided in this article.

Section 10.4: Indemnification with Settlement. Anything contained herein to the contrary notwithstanding, no director or officer shall be indemnified by LBOB with respect to any claim, action, suit or proceeding which is settled or compromised, unless such settlement or compromise has been approved by the Board.

Section 10.5: Insurance. LBOB may purchase and maintain, at its sole expense, insurance against all liabilities or losses it may sustain in consequence of the indemnification provided in this article, in such amounts and on such terms and conditions as the Board may deem reasonable.

ARTICLE XI – *Miscellaneous Provisions*

Section 11.1: Seal. LBOB may have a seal. If LBOB resolves to have a seal, it shall be in such form as is required by law and as shall be approved by the Board. The inclusion of the word "SEAL" on any instrument required to be executed under seal shall constitute the seal of the LBOB.

Section 11.2: Conflicting Provisions. These bylaws are subject to the provisions of the Virginia Nonstock Corporation Act and to LBOB's articles of incorporation, as they may be amended from time to time. If any provision of these bylaws is inconsistent with a provision of either said act or the articles of incorporation, the provision of said act or said articles of incorporation, as the case may be, shall govern.

Section 11.3: Parliamentary Authority. Subject to other provisions of these bylaws or any special rules of order that the Board may adopt, meetings of the membership and the board of directors shall be conducted in accordance with the current edition of *Robert's Rules of Order Newly Revised*, insofar as such rules are applicable and not inconsistent or in conflict with the articles of incorporation or provisions of law. Absent an objection by any of the directors present, a meeting of the Board may instead be conducted in an informal manner if the chairperson so desires.

Section 11.4: Interpretation. Any question that may arise as to the interpretation of these bylaws may be resolved by the Board after due consideration of the history and purpose of the relevant provision(s). Any question that requires resolution under this section shall be recorded, along with the Board's decision thereon, in the minutes and forwarded to the Bylaws Committee for consideration. Any such interpretation of the bylaws shall be included as an addendum to any official copy of the bylaws until such time that the bylaws are amended to address the question.

Section 11.5: Keeping of Books and Records.

A. LBOB shall keep as permanent records minutes of all meetings of the membership and meetings of the Board, a record of all actions taken by the membership or the Board without a meeting, and a record of all actions taken on behalf of LBOB by a committee of the Board acting in place of the Board.

B. LBOB shall maintain appropriate accounting records.

C. LBOB or its agent shall maintain a record of its members, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, if any.

D. LBOB shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

E. LBOB shall keep a copy of the following records:

1. Its articles or restated articles of incorporation, all amendments to them currently in effect, and any notices to members, as referred to in subdivision L 5 of section 13.1-804 of the Code of Virginia, regarding facts on which a filed document is dependent;
2. Its bylaws or restated bylaws and all amendments to them currently in effect;
3. Resolutions adopted by the Board creating one or more classes of members, and fixing their relative rights, preferences, and limitations;
4. The minutes of all membership meetings, and records of all action taken by the membership without a meeting, for the past three years;
5. All written communications to members generally within the past three years;
6. A list of the names and addresses of its current directors and officers; and
7. Its most recent annual report delivered to the State Corporation Commission under section 13.1-936 of the Code of Virginia.

ARTICLE XII – *Amendment to Articles of Incorporation or Bylaws*

Section 12.1: Amendments to Articles of Incorporation. The articles of incorporation may be amended if approved by two-thirds of all votes cast by members entitled to vote at the annual meeting or a special meeting of members called for such purpose, provided that notice of any meeting to amend the articles is provided in accordance with Section 12.3.

Section 12.2: Amendments to Bylaws. These bylaws may be altered, amended or repealed, or new bylaws may be adopted by a majority vote of members entitled to vote at the annual meeting or a special meeting of members called for such purpose, provided that notice of any meeting to amend the bylaws is provided in accordance with Section 12.3.

Section 12.3: Notice. Notice of any membership meeting to vote on an amendment to the articles of incorporation or bylaws shall be given to all members entitled to vote at least twenty-five (25) days, but no more than sixty (60) days, prior to the date of said meeting. The notice of the meeting shall also state that the purpose or one of the purposes of the meeting is to consider the proposed amendment, and contain or be accompanied by a copy of the amendment. Notice shall otherwise conform to and be governed by the notice provisions of section 4.5 that are not in conflict with this section.

ARTICLE XIII – *Dissolution*

Section 13.1: *Dissolution.* Upon dissolution of LBOB its remaining assets, after paying or adequately providing for the debts and obligations of LBOB, shall be distributed to Lake Braddock Secondary School Music Department. If Lake Braddock Secondary School has ceased to exist, the remaining assets of LBOB shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), i.e., charitable, educational, religious, or scientific; or shall be distributed to the federal government or to a state or local government for a public purpose. Any act of dissolution shall be in accordance with provisions of law.

ADOPTION OF BYLAWS

We, the undersigned, are all of the directors of this corporation, and we consent to and hereby adopt the foregoing bylaws, consisting of the 25 preceding pages, as the bylaws of this corporation.

Dated: November 18, 2008

/s/

Kathy Hennemuth
President

/s/

Lorac Lawton
Vice President

/s/

Shelley Sabo
Secretary

/s/

Carol Wilson
Treasurer

/s/

Libby Roller
Ways and Means Officer

/s/

Anne Clymer
Membership Officer

CERTIFICATION

These bylaws were approved by a majority vote of the Board of Directors on November 18, 2008.

_____/s/
Shelley Sabo
Secretary

18 Nov. 08
Date