

**BYLAWS OF
THE LAKE BRADDOCK BRUIN BAND BOOSTERS, INC.**

Adopted 1983
Amended April 12, 2022

**BYLAWS
OF
THE LAKE BRADDOCK BRUIN BAND BOOSTERS, INC.**

ARTICLE I

Name

The name of this organization shall be The Lake Braddock Bruin Band Boosters, Inc. hereinafter referred to as LBBBB.

Offices

The registered office of the corporation shall be in the County of Fairfax, Virginia. The corporation may also have offices at such other places, within or without the Commonwealth of Virginia, as the Board of Directors determines from time to time or the business of the corporation requires.

ARTICLE II

Purpose

The purpose of LBBBB shall be to provide financial assistance and services for the bands of the Lake Braddock Secondary School, of the County of Fairfax, Virginia; to aid in the development of student interest in the bands and supporting activities; to support the curriculum and activities; to promote student leadership and responsibility; and to do and deal in and with any and all other things necessary and desirable consistent with such purposes

The contribution by the LBBBB of time, goods, services, and/or finances to the Band Program is intended to augment the Band Program and not to serve as a substitute for the legal financial obligations of the Commonwealth of Virginia, the County of Fairfax, or the Lake Braddock High School District to provide for the basic needs of the Band Program. In pursuit of these objectives, the LBBBB will neither seek to direct the administrative activities of the Band Program or control its policies.

ARTICLE III

Membership

Section 1. Class of Membership. The corporation shall have two classes of membership, Voting and Supporting.

Section 2. Voting Membership. Voting membership shall be open to all parents/guardians of High School (Grades 9 – 12) students participating in band activities, e.g. Marching Band, Color Guard (Auxiliary), Concert Band, etc., and who pay membership dues in accordance with Article III, Section 4. Each parent/guardian can join and each will have separate voting rights.

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Section 3. Supporting Membership. Supporting membership shall be open to all alumni, or parents/guardians of alumni of the LBSS band program, parents/guardians of Middle School (Grades 7 – 8) students or persons whose interests are to further the purposes of the corporation, and who pay membership dues for the current school year in accordance with Article III, Section 4. Supporting members do not have voting privileges and have no other membership rights or responsibilities. They shall continue to receive any communications sent to the membership.

Section 4. Membership Fees. The Board of Directors shall establish annual fees for membership in the corporation at the June meeting. These fees will be for the period of the LBBBB fiscal year, the first day of July through the last day of June.

Section 5. Application for Membership. Forms for membership application shall be provided by the membership committee to the prospective member.

ARTICLE IV

Meetings

Section 1. Place of Meetings. All meetings of the Board of Directors and membership shall be held at Lake Braddock Secondary School, Burke, Virginia, or at such other place convenient to the Board of Directors or membership as may be designated by the Board of Directors or via web-based videoconference program if unable to meet in person as may be designated by the Board of Directors.

Section 2. Business Meetings. LBBBB should hold business meetings monthly from September through June, unless canceled by the President. No more than one sequential meeting can be canceled.

Section 3. Election Meeting. The May business meeting will include in its business the election of Executive Officers for the upcoming year.

Section 4. Budget Meeting. The June business meeting will include in its business the approval of the annual budget for the upcoming fiscal year.

Section 5. Notice of Meetings. It shall be the duty of the Secretary to deliver a written notice of each meeting. Notice by electronic transmission shall constitute written notice. The notice shall state the purpose thereof as well as the time and place where the meeting is to be held, or if via videoconference, the web address. The notice shall be delivered to each member of record at their email address as it appears in the membership books of the corporation or if no such address appears, at their last known address. This shall occur at least seven (7) days but not more than fifty (50) days prior to such meeting; except in the case of a meeting to act on an amendment of the articles of incorporation, in which such notice shall be provided not less than twenty-five (25) days or more than fifty (50) days before the date of the meeting; further in the case of amendment of the bylaws which shall follow the procedure in Article XII, Section 1. Any notice of a meeting to act on an amendment of the articles of incorporation or bylaws shall be accompanied by a copy of the proposed amendment.

Section 6. Order of Business. The order of business at each meeting should be:

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- (a) Record of attendance;
- (b) Approval of minutes of preceding meeting;
- (c) Reports of Executive Officers, as appropriate;
- (d) Reports of committees or coordinators, as appropriate;
- (e) Reports of the Advisors to the Board of Directors, as appropriate;
- (f) Unfinished business; and
- (g) New business.

Section 7. Organizational Meeting of the Board of Directors. The organizational meeting of the Board of Directors shall be held as soon as convenient following the election of Executive Officers and at such time and place as the Board of Directors determines. Notice of the organizational meeting shall be given not later than seven (7) days before the meeting is scheduled to commence, by the President or the Secretary, and shall state the place, date and time of the meeting. The purpose of the organizational meeting is to transition previous Executive Officers responsibilities to the newly elected Executive Officers and develop plans for LBBBB upcoming year's activities. Executive Officers should meet with their committees before the first business meeting of the year in September.

Section 8. Business Meeting Executive Session. The Board of Directors may vote to go into executive session at any business meeting.

Section 9. Special Business Meetings. Special business meetings may be called by the President or shall be called by the President or the Secretary upon the written request of a majority of the Executive Officers, or pursuant to other provisions of these bylaws. The request shall state the date, time, place and purpose or purposes of the proposed meeting. Notice of each Special Business meeting shall be given before the meeting is scheduled to commence, by the President or the Secretary, and shall state the place, date and time of the meeting. Notice shall be in the same manner as notices of regular business meetings.

Section 10. Conduct of Business Meetings. At each business meeting the President, or in the President's absence, the Vice President shall act as chairman of the meeting. If the President or Vice President is absent, an Executive Officer chosen by the majority of the Executive Officers present shall act as chairman of the meeting. The Secretary or, in the absence of the Secretary, any person appointed by the chairman of the meeting shall act as secretary of the meeting and keep the minutes thereof. The order of business at all business meetings shall be determined by the chairman of the meeting.

Section 11. Waiver of Notice. Notwithstanding any other provision hereinabove to the contrary, whenever any notice of any meeting for any purpose is required to be given, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. A member who attends a meeting shall be deemed to have had timely and proper notice of the meeting, unless attending for the sole and express purpose of objecting because the meeting was not lawfully called or convened.

Section 12. Voting. For every vote by either the Board of Directors or by the membership each person present, authorized to vote, shall have the right to cast one vote on each question and never more than one vote. The vote of the majority of the Voting Membership present shall decide any question brought

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before a business meeting, unless the question is one upon which, by express provision of statute or of the articles of incorporation or of these bylaws, a different vote is required, in which case such express provision shall govern and control.

Section 13. Quorum.

(a) Business Meeting. The members who are present, shall constitute a quorum for the transaction of business at all business meetings provided that at least three Executive Officers are present.

(b) Adjourned Meetings. If any business meeting cannot be organized because of a lack of a minimum of three Executive Officers, the members who are present may, except as otherwise provided by law, adjourn the meeting to a time not less than forty-eight (48) hours from the time the original meeting was called.

Section 14. Action without a meeting. Any action required or permitted to be taken at a business meeting or of any committee may be taken without a meeting if all persons authorized to vote consent in writing to taking the action without a meeting and to approving the specific action. The writing or writings are reported at the next business meeting. Such consents shall have the same force and effect as a unanimous vote. This provision does not apply to votes of the membership. A consent in writing to an action, once received, may not be revoked.

ARTICLE V

Board of Directors

Section 1. The Board of Directors consists of the Executive Officers of the corporation. The Executive Officers of the corporation shall be the President, the Vice President, the Community Outreach Chair, the Social Chair, the Secretary, and the Treasurer. These Executive Officers will be referred to collectively elsewhere in the document as "the Board of Directors." The Board of Directors may also elect or appoint any other officers it deems necessary or desirable for the conduct of the business of the corporation, each of whom shall have such powers and duties as the Board of Directors determines but shall not be a voting member of the Board of Directors. Any officer may not hold any other office in the corporation at the same time.

Section 2. Duties.

(a) The President. The President shall be the Chief Executive Officer of the corporation, serve as chairman of the Board of Directors and shall preside at all business meetings. The President shall generally manage the business and affairs of the corporation subject to the control of the Board of Directors or membership as authorized and shall have such other powers and duties as the Board of Directors assigns.

(b) The Vice President. The Vice President shall, in the absence, resignation, or disability of the President, assume the duties and exercise the powers of the President and shall have such other powers and duties as the Board of Directors or the President shall assign. The Vice President also serves as chairperson of the Ways and Means Committee. As the Ways and Means chairperson, the Vice President

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shall be responsible for meeting the financial needs of the organization as set forth in the budget; shall organize the fund-raising projects of the organization in compliance with School policy; shall keep detailed records of all fund-raising projects; shall insure coordinator's remittance of the bills, receipts, expense forecasts and proceeds for all Ways and Means events to the Treasurer in a timely fashion and prepare an end-of-year report.

(c) The Community Outreach Chair. The Community Outreach Chair shall recruit and supervise a committee of volunteers to coordinate communication and community outreach activities to include social media, website, photography/videography and photosite(s), children's concerts. The Community Outreach Chair also serves as chairperson of the Community Outreach Committee.

(d) The Social Chair. The Social Chair shall recruit and supervise a committee of volunteers responsible for building the Band community through planning and hosting a wide variety of events focused on socialization, appreciation, and recognition. The Social Chair also serves as chairman of the Social Committee.

(e) The Secretary. Except as otherwise provided in these bylaws or as directed by the Board of Directors, the Secretary shall attend all business meetings; shall be responsible for keeping accurate minutes of meetings of the organization; shall give notice of all business meetings for which notice is required. The Secretary shall have such other powers and duties as the Board of Directors or the President shall assign. The Secretary also serves as chairperson of the Membership Committee.

(f) The Treasurer. Subject to the control of the Board of Directors, the Treasurer shall be responsible for receipt and deposit of financial contributions and income into accounts at such banks and financial institutions as the Board of Directors shall direct. The Treasurer shall keep accurate records of monies received and expended and shall make a financial report at board meetings, each report will include all receipts expenses reported by budget line since the previous meeting. At the end of the fiscal year, the Treasurer shall facilitate the audit committee's audit of the organization's financial records. Upon completion, this audit will be provided to the Board of Directors and made available to the membership upon request. The Treasurer shall prepare and file all appropriate income tax returns or be responsible for securing the services of a certified public accountant or a qualified tax return preparer who shall prepare and file all appropriate income tax returns. The Treasurer serves as chairperson of the Budget Committee. The Treasurer shall perform all other duties incident to the office of Treasurer and shall have such powers and duties as the Board of Directors or the President shall assign.

Section 3. Election and Appointment of Officers.

(a) Election of Executive Officers. The Executive Officers shall be elected by the Voting Membership at the May business meeting. They shall take office on the first day of July. The election shall be held as follows.

(1) Nominating Committee. A nominating committee shall be appointed by the President at least ninety (90) days prior to the May business meeting. The nomination committee shall consist of at least two members. The committee shall present to the Board of Directors at the April business meeting a slate of Executive Officer candidates to be considered for nomination. Such slate as may be approved by the Board of Directors shall be presented to the membership

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at the May business meeting. Nominations may also be made from the floor at the May business meeting; provided that any such prospective nominee agrees to serve as an Executive Officer if elected.

(2) The Board of Directors' nomination slate shall be reported to the membership of the LBBBB in writing at least seven (7) days prior to the May meeting. The report shall advise the membership of their right to submit further nominations during the May business meeting subject to the conditions that the nominees have indicated they will accept the Executive Officer position if elected.

(3) In the case of tie votes, a selection shall be made by the Board of Directors by means of secret ballot with a simple majority prevailing. In the case of a tie by the Board of Directors, the President's vote shall prevail.

(b) Qualification for Office: All officers shall be a part of the Voting Membership. Any officer who no longer qualifies as a voting member shall be removed from office and their position filled in accordance with Article V. Section 3. Paragraph f.

(c) Term of Office of Executive Officers. The term of an Executive Officer is from the first day of July to the last day of June. Any Executive Officer or other appointed officer may be removed by a majority vote of the Board of Directors if the Board of Directors believes that the best interests of the corporation shall be served by such removal.

(d) Appointed Officers. Appointed officers may be appointed at any time by the Board of Directors and shall take office immediately upon notification of appointment. The term of office for appointed officers shall be determined by the Board of Directors.

(e) Resignations. Any officer may resign at any time by giving written notice of their resignation to the corporation. A resignation shall take effect at the time specified therein or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt; and, unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

(f) Vacancies. If an Executive Office becomes vacant for any reason, the Board shall fill the vacancy by a majority vote of the remaining Executive Officers and each Executive Officer so elected shall serve for the remainder of the predecessor's term. The Board of Directors shall fill a vacant appointed office.

(g) Salaries. No salary shall be paid to any officer for their performance in office.

Section 4. Removal of Executive Officer by Members. Any Executive Officer of the Board of Directors may be removed from office during a special meeting called for that purpose or during any regularly scheduled meeting provided that at least seven (7) days notification of that meeting called for that purpose has been provided. An affirmative vote of two-thirds of the Voting Membership present and voting shall result in the removal of the Executive Officer, but only after an opportunity has been given to the Executive Officer to be heard.

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ARTICLE VI

Advisors to the Board

Section 1. The Band Director. The Band Director may serve in an advisory capacity to the Board of Directors and shall have the right in such capacity to approve all proposals and expenditures directly related to the band and auxiliary units. As an advisor, the Band Director prepares a projection of budgetary needs for the upcoming fiscal year.

Section 2. The Band Services. The Band Services consists of those individuals responsible for Uniforms/Closet, Chaperones, Pit Crew/Equipment and Middle School Assessment. These individuals shall represent the interests of the band for their respectful areas to the LBBBB at all meetings; shall be responsible for working directly with the Band Director in execution of their duties; shall also communicate with the Band Director about concerns and/or problems that should be brought to the Board of Director's attention and work with the Band Director on budgetary needs. Band Services assist in identifying and scheduling chaperones, equipment/pit crew, uniform/closet and Band Festival support and other help as needed for band performances.

ARTICLE VII

Committees

Section 1. Committees of the Membership. The Board of Directors shall appoint from among the membership committees to recommend to the Board of Directors guidelines and procedures for the conduct of the business of the corporation. The standing committees of the corporation shall be: Budget, Ways and Means, Membership, Social, Community Outreach, and Audit. The President shall be an ex-officio member of all standing committees. The duties of the committees shall be:

(a) Budget. The Budget Committee shall be responsible for the preparation of the annual budget to be recommended to the Board of Directors; periodic review of the approved budget; and recommendation to the Board of Directors of unbudgeted expenses during the fiscal year. The Budget Committee shall consist of the Band Director, the Vice President, the Treasurer and such other person or persons as may be appointed by the Board of Directors or the President. The Budget Committee shall provide its recommended budget to the Board of Directors at least fourteen (14) days prior to the June business meeting. The chairperson of the Committee is the Treasurer.

(b) Ways and Means. The Ways and Means Committee shall be responsible for the preparation and recommendation to the Board of Directors for adoption of a proposed plan for raising funds to implement the annual budget of the corporation. The Ways and Means Committee shall include the coordinator of each board approved fundraiser and any other activities assigned by the Board of Directors or President. A fund-raising plan shall be adopted by the Board of Directors at the September business meeting. The chairperson of the Ways and Means Committee is the Vice President.

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(c) Membership. The Membership Committee shall encourage new membership, devise means of retaining current members, and shall be responsible for the membership records and any other activities assigned by the Board of Directors or President. The committee shall prepare a membership application to be approved by the Board of Directors. A membership plan shall be adopted by the Board of Directors at the September business meeting. The chairperson of the Committee is the Secretary.

(d) Community Outreach. The Community Outreach Committee is responsible for keeping the community informed on all Band activities and shall include coordinators for community publicity; print, web, and e-communications; photography/videography; and organizational liaisons. An outreach plan shall be adopted by the Board of Directors at the September business meeting. The chairperson of the Committee is the Community Outreach Chair.

(e) Social. The Social Committee is responsible for building the Band community through planning and hosting a wide variety of events focused on socialization, appreciation, and recognition. A social plan shall be adopted by the Board of Directors at the September business meeting. The chairperson of the Committee is the Social Chair.

(f) Audit Committee. At the end of the fiscal year, the audit committee will audit the financial records of the corporation. The Audit Committee shall consist of three members, at least one of which shall not be an Executive Officer. The Treasurer cannot serve on the Audit Committee. The chairperson of the Committee shall be selected by the President and shall be a non-Executive Officer.

Section 2. Special Committees. Special committees may be appointed by the President, the Board of Directors, or the membership. Charges to special committees shall be in writing.

Section 3. Operation of Committees. A majority of all the members of a committee shall constitute a quorum for the transaction of business, and 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 act of the committee. Each committee shall adopt whatever other rules of procedure it determines for the conduct of its activities.

ARTICLE VIII

Finance

Section 1. Annual Budget. The Board of Directors shall approve a proposed budget of the corporation at the May business meeting. The proposed budget shall be provided to the membership at least seven (7) days prior to the June business meeting. This proposed budget shall be approved by the membership at the June business meeting.

Section 2. Fiscal Year. The fiscal year of the corporation shall begin on the first day of July and end on the last day of June of each year.

Section 3. Disbursement of Funds. All disbursements of funds of the corporation shall have been previously authorized and shall be made by checks signed by the Treasurer, the President, or the Vice President, if the President is unavailable, by use of the corporation's debit card as authorized by the

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Board of Directors, or by other electronic fund transfer methods authorized by the Board of Directors. Any obligation or expenditure not in the approved budget of up to one thousand dollars (\$1000) of the corporation's funds, shall require the prior approval of the Board of Directors. Any obligation or expenditure not in the approved budget of the corporation's funds in excess of one thousand dollars (\$1000) shall require the prior approval of a majority of the members present at a business meeting or a special meeting called for such purpose. When the membership needs to approve an expenditure, seven (7) days' notice needs to be provided.

Section 4. New Uniform Reserve Account and Funding Level Analysis. The corporation shall maintain a separate ledger account (Retained Earnings - Restricted, Uniform Reserve) to designate retained earnings specifically held in reserve solely for the future purchase of new uniforms. As part of the annual budget preparation process, the Band Director shall provide the Budget Committee with an updated estimate of the remaining life and replacement cost of the Marching Band's current uniforms. This information will be used at the July planning meeting to determine what amount, if any, from the prior year's actual retained earnings is transferred from Retained Earnings to Retained Earnings - Restricted, Uniform Reserve.

ARTICLE IX

General Provisions

Section 1. Seal. The corporation's seal shall be in such form as is required by law and as shall be approved by the Board of Directors. The inclusion of the word "SEAL" on any instrument required to be executed under seal shall constitute the seal of the corporation.

Section 2. Conflict with Law etc. These bylaws are subject to the provisions of the Virginia Nonstock Corporation Act and to the corporation'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 said law or of the articles of incorporation, the provision of the law or of the articles of incorporation, as the case may be, shall govern.

Section 3. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the conduct of business in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules of order the Board of Directors may adopt.

ARTICLE X

Contracts with Interested Parties

The corporation may enter into contracts and otherwise transact business as vendor, purchaser or otherwise with its Executive Officers and corporations, trusts, firms and associations in which they are or may be or become interested as directors, officers, shareholders, members, trustees, beneficiaries or otherwise, as freely as though such adverse interest did not exist, even though the vote, action or presence of such Executive Officer may be necessary to obligate the corporation upon such contract or

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transaction; and no such contract or transaction shall be avoided, and no such Executive Officer shall be held liable to account to the corporation or to any creditor of the corporation for any profit or benefit realized by him through any such contract or transaction, by reason of such adverse interest, or by reason of any fiduciary relationship of such Executive Officer to the corporation which arises from such office; provided, that the nature of the interest of such Executive Officer, though not necessarily the details or extent thereof, be known by or disclosed to a majority of the Board of Directors. A general notice that an Executive Officer of the corporation is interested in any corporation, trust, firm or association shall be sufficient disclosure as to such Executive Officer with respect to all contracts and transactions with that corporation, trust, firm or association.

ARTICLE XI

Indemnification of Directors and Officers

Every person who acts as an Executive Officer of the corporation shall be indemnified by the corporation for any judgment or award obtained against him as well as expenses actually and necessarily incurred by him, including legal fees if counsel is not provided by the corporation, in connection with the defense of any claim, action, suit or proceeding in which he is made a party by reason of his being or having been an Executive Officer of the corporation, except in relation to matters as to which he shall be adjudged or determined in such claim, action, suit or proceeding to have acted in bad faith and outside the scope of his authority. In the event any such claim, action, suit or proceeding is instituted against an Executive Officer of the corporation, the corporation shall have the right to enter into such settlement or compromise in regard thereto as may be deemed advisable by the Board of Directors. The right of indemnification provided in this article shall be in addition to any rights to which any such Executive 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 the corporation to indemnify the Executive Officers, agents and employees of the corporation in such cases as it deems appropriate even though not specifically provided in this article. Anything contained herein to the contrary notwithstanding, no Executive Officer shall be so indemnified by the corporation 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 of Directors.

ARTICLE XII

Amendments

Section 1. Amendments. Amendments to the bylaws shall be approved by the Voting Membership. Amendments to the bylaws may be proposed by the Board of Directors or any member. Amendments will be submitted in writing to the Board of Directors. The Board of Directors will provide notice of any such proposed amendments to the members in the same manner as notices of business meetings. Amendments will be provided for review for a minimum of twenty-one (21) days prior to a vote. The vote may occur at business or special meetings called for the specific purpose of voting on an amendment. A simple majority of the Voting Membership present is used for approval. All amendments shall take effect after the adjournment of the meeting in which the change was approved.

Section 2. Non-substantive Changes. The Board of Directors may approve non-substantive, technical

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changes to the bylaws. Notice of the changes will be provided to the membership, in the same manner as notices of meetings, within thirty (30) days of the changes.

Section 3. Review of Bylaws. The President shall appoint a bylaws committee every third year to review the bylaws and make recommendations to the Board of Directors as appropriate.

CERTIFICATION

These bylaws were approved at a meeting of the membership on April 12th, 2022.