Loudoun Valley High School Music Parent Association
BYLAWS and ARTICLES OF INCORPORATION

ARTICLE I. Name

The name of the organization is THE LOUDOUN VALLEY HIGH SCHOOL MUSIC PARENT ASSOCIATION hereinafter referred to as the “LVHSMPA”. The organization is a corporation registered in the Commonwealth of Virginia under Chapter 10 of Title 13.1 of the Code of Virginia, as a Virginia Nonstock Corporation.

ARTICLE II. Objective

Section 1. The objective of LVHSMPA is to support the Loudoun Valley High School Music Programs (hereinafter referred to as the “Music Programs”), including the Marching Band and Guard, Orchestra, Chorus, Indoor Drumline, Wind and Symphonic Ensembles, by providing assistance and support to the Directors of the Music Programs in the form of services, funds, and equipment within its resources and by conducting such social activities as may be considered necessary and proper by the Board of Directors. The LVHSMPA will provide financial support to the Music Programs within the guidelines set forth by the Internal Revenue Service, under section 501(c)(3) of the Internal Revenue Code and/or its modification or corresponding section of any future federal tax code. Individual members will derive benefits exclusively through participation in the organization or through patronage of the band, the purpose for which the organization was established. Proprietary interest in LVHSMPA will be held by individual members through their elected officers.

Section 2. The LVHSMPA is organized exclusively for the charitable, literary or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 3. The LVHSMPA was created specifically for the benefit of the Music Programs. No part of the earnings of the organization shall inure to the benefit of, or be distributable to the members, officers or other private persons.

Section 4. No substantial part of the activities of the LVHSMPA shall be the dissemination or distribution of propaganda, or otherwise attempting to influence legislation. The organization shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Section 5. The LVHSMPA shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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Approved: June 6, 2012
ARTICLE III. Membership

Section 1. Voting membership in LVHSMPA will automatically be extended to and limited to parents of, or persons in guardianship status to, active student members of the Music Programs. Only voting members may participate in management of, or hold office in the LVHSMPA or vote on matters in which the members have an interest.

Section 2. Nonvoting membership will be extended to all those interested in participating in the organization.

Section 3. Membership in LVHSMPA may be terminated by majority vote or by the general membership present at any regularly scheduled meeting, the case of any cause having been made to the Board of Directors, which will present it to the general membership for discussion and vote. The member whose membership is terminated under this provision will be notified of the action taken by LVHSMPA by a letter signed by the President of said organization.

ARTICLE IV. Board of Directors And Their Elections

Section 1. The Board of Directors of LVHSMPA shall consist of a President, Vice President, Treasurer, Secretary, and up to three Members-at-Large, approved individually by the general membership of the LVHSMPA. The Band, Orchestra and Chorus Directors shall serve as ex-officio members of the Board.

Section 2. The Board of Directors will be elected each year at the General Membership Meeting in April. A Nominating Committee consisting of three active members, shall be nominated and elected at the March LVHSMPA meeting each year. The purpose of this committee will be to submit a slate of at least one nominee (with his or her consent) for each elective office for consideration at the General Meeting in April. The term of office will be from July 1 of each year through June 30 of the following year. The newly elected Board of Directors will assist the current Board in their duties and will attend all Board of Directors Meetings from the date of election until the start of their actual term on July 1. However, the current Board will continue to serve until their term expires on June 30th.

Section 3. Election of the Board of Directors will be decided by simple majority of the votes cast from the Voting Membership present at the April General Membership Meeting. Elected Board Members who must be replaced for any reason during the elected year will be replaced by presidential appointment, subject to confirmation by the general membership at the next regularly scheduled meeting and shall complete the unexpired term.

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Section 4. Board Members shall serve for a term of one (1) year or until their successors are elected. A person shall not be eligible to serve more than two consecutive terms in the same office.

Section 5. DUTIES OF OFFICERS.

a. The PRESIDENT conducts the business of the LVHSMPA. The President presides at all General Meetings and at Board of Directors meetings. The President, in coordination with the Director of Bands, formulates the programs for support of the LVHS music programs. The President oversees all Committees and Committee Chairs. The President serves as the parliamentarian for the LVHSMPA. The President exercises fiscal oversight to assure compliance with approved/amended budgets. The President shall serve as spokesman for the LVHSMPA where appropriate.

b. The VICE PRESIDENT will assist the President and assume Presidential responsibilities in the absence of the President. The Vice President will serve as Chairperson of Fundraising Activities and in collaboration with the Board of Directors will determine adequate fund raising programs to satisfy fiscal needs. The Vice President will enlist volunteers as Chairpersons for individual Fundraising Activities. The Vice President performs such special duties as the President may prescribe.

c. The TREASURER shall have charge of and be responsible for all funds of the LVHSMPA and shall receive and give receipts for monies due and payable to the organization from all sources and shall deposit such funds in such banks as are selected by the Board of Directors. The Treasurer shall also:
   • Keep a full and accurate account of receipts and expenditures
   • Make disbursements in accordance with the budget adopted by the LVHSMPA
   • Present a financial statement at every meeting of the LVHSMPA and make a full report at the meeting at which new officers officially assume their duties
   • Maintain only necessary operating funds in a checking account. All other organizational funds will be deposited in an interest-drawing account. The Treasurer and the President shall be designated to make deposits and withdrawals.
   • The Treasurer is the contracting officer for the LVHSMPA and is authorized with the prior approval of the Board of Directors to execute contracts obligating the LVHSMPA.
   • The Treasurer shall prepare and submit all required IRS, State and Local government reports.

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d. The SECRETARY records the minutes of all General Meetings and Board of Directors meetings, maintains and furnishes current copies of the bylaws, conducts the written correspondence of the organization, and performs other duties which the President may direct. The Secretary, upon request, may assist the Director of the Music Programs and committees of the LVHSMPA.

e. The MARCHING BAND, ORCHESTRA, AND CHORUS MEMBERS AT LARGE, as elected and appropriate, shall write and distribute a monthly informational report to be distributed to all general members. These Members at Large shall prepare and distribute interim communications when necessary. The Members at Large will seek counsel of the President prior to distribution. The Members at Large performs such special duties as the President may prescribe.

ARTICLE V. Administration

Section 1. The Board of Directors, in conjunction with the Directors of the Music Programs, shall plan all LVHSMPA activities. The Board of Directors shall conduct the business of the organization between meetings of the membership.

Section 2. The business of the LVHSMPA will be conducted by the Board of Directors consisting of the elected officers and the chairpersons of the active committees.

Section 3. Elections will be conducted by secret ballot or voice vote, simple majority prevailing. In addition to the Nominating Committee’s slate, nominations may be made from the floor.

Section 4. General Meeting proceedings will be recorded, including most recent financial reports and other committee reports as appropriate.

Section 5. Suggestions and complaints regarding the LVHSMPA will be referred in writing to the Board of Directors or presented at a general meeting for consideration and for any action that may be deemed necessary.

Section 6. A Financial Audit shall be conducted annually by three members at large of the LVHSMPA or by a Certified Public Accountant.

Section 7. The address of the initial registered office of the LVHSMPA shall be 340 North Maple Ave, Purcellville, Virginia 20132. The registered office of the corporation is in the County of Loudoun. The current registered agent of the corporation is (new president), who is a resident of Virginia and a member of the current Board of Directors.
Section 8. The newly elected Board of Directors of the LVHSMPA consists of up to seven members.

Their names and addresses are as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
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<tbody>
<tr>
<td>President - Ben Bruno (interim)</td>
<td>18237 Oakridge Hamlet Pl, Purcellville, VA 20132</td>
</tr>
<tr>
<td>Vice President - James Taylor</td>
<td>17379 Canby Road Leesburg, VA 20175</td>
</tr>
<tr>
<td>Treasurer - Lori Jones</td>
<td>18237 Oakridge Hamlet Pl, Purcellville, VA 20132</td>
</tr>
<tr>
<td>Secretary – Jessica Taylor</td>
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<tr>
<td>Member-At-Large (Band) – Leah Carlson</td>
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<tr>
<td>Member-At-Large (Orchestra) – Open</td>
<td></td>
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<tr>
<td>Member-At-Large (Chorus) – Open</td>
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Section 9. Incorporator(s):

Signed this 10TH day of August, 2012.

Ben Bruno

James Taylor

Lori Jones

Jacquelyn Thackaberry

Leah Carlson

Section 10. Each person now or hereafter a member of the Board of Directors of the Corporation (and his or her heirs, executors and administrators) shall be indemnified by the Corporation against all costs and expenses, including all attorney’s fees, imposed upon or reasonably incurred by him or her in connection with or resulting from any action, suit, proceeding or claim to which he or she is or may be made a party by reason of his or her being or having been a member of the Board of Directors of the Corporation, except in relation to matters as to which he or she shall have been finally adjudged in such action, suits or proceedings to be liable for negligence or misconduct in the

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performance of his or her duties as such Director. Such right of indemnification shall not be deemed exclusive of any rights to which he or she may be entitled under any other Bylaw, agreement, or otherwise.

ARTICLE VI. Meetings

Section 1. At least one regularly scheduled meeting of the general membership will be held each month, from September to May, at Loudoun Valley High School. A quorum to conduct business at a General Meeting will consist of members present.

Section 2. Unscheduled meetings of the general membership may be called by the President for emergency reasons only upon due notice of at least 48 hours to the general membership.

Section 3. Board of Directors meetings will be held at the times and places designated by the President. A quorum for an Board of Directors meeting will consist of the President or Vice President plus two of the three other elected officers.

ARTICLE VII. Committees

Section 1. Committees within the LVHSMPA will be established by the Board of Directors, for facilitating and executing, the business of the organization. Established committees may continue functioning across multiple years as deemed necessary by the Board of Directors and the general membership of the LVHSMPA. Committee duties and responsibilities will be defined in the LVHSMPA Handbook on an annual basis. No committee work shall be undertaken without the approval of the Board of Directors.

Section 2. Committees shall consist of at least one (1) chairperson. Committee chairpersons shall be a voting member of the LVHSMPA as defined and governed by Article III, Section 1. Committee chairpersons shall serve for a term of one (1) year. A person shall not be eligible to serve more than two consecutive terms as chairperson for the same committee.

Section 3. Committees shall consist of at least two (2) members in addition to the committee chairperson. Committee membership shall be defined and governed by Article III. Committee members will be recruited throughout the year, with special emphasis placed at the end of Marching Band camp in August.

Section 4. Funds collected by committees are to be tallied and turned over to the LVHSMPA Treasurer as soon as possible for deposit in the appropriate account as established by the adopted budget of the LVHSMPA. No funds are to be held by any committee for more than five days after an event, unless approved by the Board of Directors.

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ARTICLE VIII. Parliamentary Authority

The rules contained in the latest edition of Robert's Rules of Order Newly Revised shall govern the LVHSMPA in all cases to which they are applicable, and in which they are not inconsistent with these bylaws and any special rules of order the LVHSMPA may adopt.

ARTICLE IX. Dissolution

Upon the dissolution of the LVHSMPA, assets 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the Court of Common Pleas of Loudoun County, Virginia, exclusively for such purposes or organizations, as the Court shall determine.

ARTICLE X. Amendments

The Bylaws and Articles of Incorporation may be altered or amended by a majority vote of members present at any general LVHSMPA meeting, provided 14 days notice of proposed amendments or alterations shall have been given prior to the date such vote will be taken.

ARTICLE XI. Adoption

The amended Bylaws and Articles of Incorporation shall become effective upon adoption by an affirmative vote of a majority of the voting membership present.