

***South Lakes High School
Parents for Choral Arts***

BYLAWS

Article 1—NAME

- .1 The name of this voluntary, non-profit organization shall be the South Lakes High School's Parents for Choral Arts, hereafter referred to as the "PCA."
- .2 The principal office of the PCA shall be at the South Lakes High School, 11400 South Lakes Drive, Reston, Virginia, 20191.

Article 2—PURPOSE

- 2.1 The purpose for which this organization is formed is to sponsor, promote and encourage participation in choral music activities at South Lakes High School. Our goal will be to build and maintain an organization which will at all times assist and support the South Lakes High School choral department to the end that the Choral program be brought to and kept at the highest level of excellence. The PCA will provide assistance, including financial to the extent possible, and support fully the Choral Director and other school authorities.
- 2.2 The aforementioned efforts shall be undertaken in complete concert with the overall objectives and approved programs of the South Lakes High School.
- 2.3 This organization is organized exclusively for charitable, and educational purposes, including for such purpose as making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code. No part of the net earnings of the organizations shall inure to the benefit of any director, officer, individual, or member. The organization shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article 2.1 above.
- 2.4 The PCA shall be operated on a non-profit basis. In the event of the dissolution of the PCA, refer to Article 12 of this document for further guidance.
- 2.5 No activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Article 3—MEMBERSHIP

- 3.1 Membership shall be on an annual basis, concurrent with the fiscal year of the organization
- 3.2 Membership shall consist of parents or legal guardians of students in the choral department and the Choral Director. Additionally, any other interested persons, groups or corporations whose interest is to further the purpose of the organization may become members.
- 3.3 Each member in good standing of the PCA shall have one vote on any matter under consideration at a meeting of the membership.
- 3.4 Annual members in good standing are those persons (groups, corporations) who support the operations of the PCA by voluntary contributions and/or payment of the dues prescribed for membership by this constitution of each membership year.
- 3.5 A \$20 fee is collected per family, annually, to confirm annual membership. The fee shall be payable at the beginning of the school year.
- 3.6 Only members of the PCA in good standing shall be eligible to serve in any of its elective or appointed positions.
- 3.7 Proposals for general fundraising activities, or for PCA efforts and the disbursement of funds in furtherance of the stated purposes of the organizations may be presented or recommended by any member of the PCA and/or school authorities to the Board of Directors for consideration and review.

Article 4—MEETINGS

- 4.1 Other general membership meetings may be held as necessary at the discretion of the president, the choral director, or the executive board.
- 4.2 The assembled members at a regular or special meeting shall constitute a quorum.
- 4.3 A simple majority of the members present and voting shall be sufficient to carry a motion.
- 4.4 The annual meeting (see also Article 6) of the PCA whereby officer elections will be conducted will be held in June.

Article 5—OFFICERS

- 5.1 The officers of the South Lakes High School PCA shall be President, Vice President, Treasurer, and Secretary. All officers shall be members and shall be elected annually. No person shall hold more than one elective office at any one time.
- 5.2 The Choral Director shall be an officer.
- 5.3 Any other officers with titles may be established either by the membership or by the Board of Directors as required.
- 5.4 The duties of the elected officers shall be:
- a. President**—Preside at all meetings of the PCA, appoint all standing committees as necessary, be ex-officio member of all committees, coordinate the work of the officers and committees of the PCA and call meetings whenever necessary. He/she will insure that all plans and programs of the PCA are coordinated with the overall South Lakes High School plans and programs and the Student Officers of the Choral Department. He/she will also represent the Choral Parents in various other capacities as required.
 - b. Vice President**—Assists the President upon request and assume the functions and responsibilities of the President during his/her absence or inability to perform.
 - c. Treasurer**—Maintains custody of all of the funds of the PCA, maintain a record of all receipts and disbursements, maintain an account in a federally insured bank, make disbursements in accordance with the improved budget or as authorized by the executive board, prepare a financial report to be given to all members at the meetings of the PCA, and produce an annual report at the completion of each fiscal year. Additionally, in the event that the President refuses to order payment of a disbursement, the treasurer may disburse funds upon an affirmative $\frac{3}{4}$ vote of the Board of Directors.
 - d. Secretary**—Keep the records and minutes of all meetings, attend to all appropriate correspondence of the PCA, and be responsible for sending out notices of regular and special meetings of the PCA.

Article 6—OFFICER ELECTIONS

- 6.1 The officers of the PCA named in Section 5, 5.1 shall be Directors and shall stand for election and are elected in both capacities by a single vote.
- 6.2 At each annual meeting, the members of the PCA shall elect officers as provided in Section 5, 5.1, to serve for the ensuing year, and such officers also shall be elected Directors of the PCA for such membership year.
- 6.3 Prior to the annual meeting of the PCA, the Board of Directors shall appoint a nominating committee to consist of three (3) persons, all of whom are members in good standing of the PCA.
- 6.4 At the annual meeting (see also Article 4), the nominating committee shall nominate at least one (1) member for each of the officer positions. Additional nominations may be made from the floor at this time. No candidate shall be placed in nomination by the nominating committee or from the floor unless the candidate has given his/her consent to serve if elected.
- 6.5 Election of officers shall be held at a June general meeting of the membership. Officers shall assume office on July 1 of each year.
- 6.6 When it becomes necessary to fill any vacancy on the Board of Directors or officers positions due to resignation or inability to perform duties, the remaining members of the Board of Directors may, by affirmative vote of a majority of the remaining, appoint a successor who shall serve until the election at the next annual meeting.

Article 7—EXECUTIVE BOARD

- 7.1 The Executive Board shall consist of the following:
- a. The four (4) elected officers—President, Vice President, Treasurer, and Secretary.
 - b. The Choral Director of South Lakes High School
 - c. The President may select one additional member from the previous years elected officers to be on the board.
- 7.2 The duties of the Executive Board shall be:

- a. Transact necessary business in the intervals between general meetings and such other business as is referred to it by the PCA.
 - b. Present a status report at meetings of the PCA as to the organizations activities and accomplishments.
 - c. Appoint a successor to fill the expired term of any officer who leaves prior to the expiration of his/her term.
 - d. Create short-term standing committees as required/necessary to further the organization's purpose.
 - e. After approval of the budget by the general membership, the Executive Board is empowered to negotiate financing or make capital expenditures.
- 7.3 The Executive Board shall meet at the call of the President, normally monthly.
- 7.4 The Executive Board may receive, hold, and expend funds and act generally for the PCA organization subject to the requirements of law, rules and regulations of Fairfax County Public Schools and other provisions of this document.
- 7.5 The Executive Board shall be authorized to spend up to five hundred dollars (\$500) in addition to budgeted expenses between general meetings if that amount is available in the treasury. A 2/3-majority vote shall rule. All such expenses shall be reported at the next general meeting.
- 7.6 Three (3) members person or by proxy shall constitute a quorum. The act of a majority of the Directors present or by proxy vote at which a quorum is present shall be considered the act of the Board of Directors.
- 7.7 It is expressly understood that any activity undertaken by the PCA in furtherance of the stated purposes of this organization will be coordinated and arranged according to the responsibilities detailed in Article 5.4—Officers Duties. Approval by the Board of Directors after such coordination and concurrence will constitute the authority to proceed and implement such activity.
- 7.8 A Proxy vote will be recognized and considered as part of the quorum only under the business of the Board of Directors.

Article 8--COMMITTEES

- .1 The President, with the approval of the Board of Directors, may establish such special, short-term standing committees, as he/she deems necessary.

Article 9—FINANCIAL POLICY AND FUNDING

- 9.1 The Board of Directors shall decide all policy matters pertaining to financial activity of the PCA.
- 9.2 All activities and funding of the PCA will be on an operational year basis. The fiscal year of the PCA will begin on July 1 of each year and will end on June 30 of the following year.
- 9.3 All records maintained by the officers of the PCA will be closed as of June 30 each year and appropriate reports rendered as required.
- 9.4 The budget shall be the principal instrument of financial policy for the PCA
- 9.5 Funds shall be deposited upon receipt in a Federally Insured Bank to an account, which shall be known as South Lakes High School—Parents for Choral Arts.

Article 10—PARLIAMENTARY AUTHORITY

- 10.1 *Robert's Rules of Order* shall govern this organization in all cases to which they are applicable and not consistent with any provision of these bylaws.

Article 11—AMENDMENTS

- 11.1 These bylaws may be amended by a 2/3-majority vote of the voting members present at any regular or special meeting of the PCA.

Article 12—DISSOLUTION

- 12.1 The PCA may be dissolved by a vote of 2/3 of the total membership. Written notice stating the purpose of such a meeting is to consider the advisability of dissolving the PCA shall be sent to each member entitled to vote at least thirty (30) days prior to the date of such a meeting.
- 12.2 Upon 2/3 majority vote of the membership for dissolution of the PCA, the Executive Board shall pay or make arrangements for payment of all the outstanding liabilities of the PCA. The Board shall dispose of all of the assets which were used exclusively for the purpose of the PCA to an organization which holds tax exempt status under Section 501(c)(3) of the Internal Revenue Code. Any and all unallocated cash funds

shall become the property of South Lakes High School for exclusive use by the choral department on choral programs. Additionally, the officers of the PCA shall file the necessary documentation with the Internal Revenue Service.

**CONFLICT OF INTEREST STATEMENT
FOR BOARD MEMBERS OF
PARENTS FOR CHORAL ARTS
ATTACHMENT TO THE BYLAWS**

No board member or board committee member, or any member of his/her family should accept any gift, entertainment, service, loan, or promise of future benefits from any person who either personally or whose employees might benefit or appear to benefit from such board or committee member's connection with Nonprofit Organization Name, unless the facts of such benefit, gift, service, or loan are disclosed in good faith and are authorized by the board. Board and committee members are expected to work out for themselves the most gracious method of declining gifts, entertainment, and benefits that do not meet this standard.

No board or committee members should perform, for any personal gain, services to any Nonprofit Organization Name supplier of goods or services, as employee, consultant, or in any other capacity which promises compensation of any kind, unless the fact of such transaction or contracts are disclosed in good faith, and the board or committee authorizes such a transaction. Similar association by a family member of the board or committee member or by any other close relative may be inappropriate.

No board or committee member or any member of his/her family should have any beneficial interest in, or substantial obligation to any Nonprofit Organization Name supplier of goods or services or any other organization that is engaged in doing business with or serving Nonprofit Organization Name unless it has been determined by the board, on the basis of full disclosure of facts, that such interest does not give rise to a conflict of interest.

This policy statement is not intended to apply to gifts and/or similar entertainment of nominal value that clearly are in keeping with good business ethics and do not obligate the recipient.

Any matter of question or interpretation that arises relating to this policy should be referred to the president for decision and/or for referral to the board of directors for decision, where appropriate.

I have received, read and understand fully the Conflict of Interest Statement and will comply with the statement by bringing any potential conflict of interest situations to the board for consideration.

President: Josephine Brown Date

Vice President: Wendy Taweel Date

Treasurer: Laurie Hertneky Date

Secretary: Joan Burkhart Date