



Parents for Choral Arts

Board of Directors

# **[BYLAWS OF THE SLHS PARENTS FOR CHORAL ARTS]**

This document defines the duties, responsibilities and guidelines for the Board of Directors of a nonprofit entity that serves the South Lakes High School Choral Program.

# South Lakes High School

## Parents for Choral Arts

### BYLAWS

#### Article 1—NAME

- 1.1 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."
- 1.2 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 Section 501©(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. In pursuance of these purposes the organization shall do all things necessary, proper and consistent with maintaining tax exempt status under section 501©(3)
- 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.
- 2.6 The PCA board members are required to discharge their duties in good faith, with due care and in a manner that serves the best interests of the PCA.

2.7 The bylaws delineates and empowers this nonprofit organization within the state laws of Virginia and are therefore considered subject to those laws.

### **Article 3—MEMBERSHIP**

- 3.1 Membership shall be on an annual basis, concurrent with the fiscal year of the organization
- 3.2 Membership shall limited to parents or legal guardians or related family members of students in the ensembles of the choral department of South Lakes High School and the Choral Director of South Lakes High School.
- 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 Members in good standing are those persons who support the operations of the PCA by voluntary contributions of time and/or payment of the dues prescribed for membership by this constitution of each membership year
- 3.5 The dues and volunteer time required to join the PCA shall be set annually by the Board of Directors.
- 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 General membership meetings shall be held monthly, at a time and date determined by the Board of Directors at the beginning of the fiscal year. The day and time of the meetings may vary from year to year, depending on the officers' personal schedules. However, each Board will attempt to establish a consistent day and time for that year to ease in Board and member planning. The meeting schedule will be publicly distributed.
- 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 before the end of the school year.
- 4.5 Minutes of all regular membership meetings, including the monthly Treasurer's Report will be publicly distributed.

## 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 a permanent member of the Board but will only vote in the event of a tie on Board matters.
- 5.3 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. The President is the only officer or member authorized to sign contracts on behalf of the PCA
  - b. **Vice President**—Assists the President upon request and assumes the functions and responsibilities of the President during his/her absence or inability to perform. The Vice President may sign contracts on behalf of the President when necessary, but only when granted written permission to do so (paper or electronic) by the President.
  - 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 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**—Keeps all of the records not kept by the treasurer, prepares agendas and, and files the minutes of all meetings; attends to all appropriate correspondence of the PCA, and is 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, preferably at a general meeting of the PCA, the Board of Directors shall appoint a nominating committee all of whom are members in good standing of the PCA
- 6.4 At the annual meeting, 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 the annual 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—BOARD OF DIRECTORS**

- 7.1 The Board of Directors 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. Two Members- At- Large may be appointed by the President and with approval vote of the elected officers.
- 7.2 The duties of the 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 the general meetings of the PCA as to the organization's activities and accomplishments.
  - c. Appoint a successor to fill the 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 Board of Directors is empowered to negotiate financing or make capital expenditures.
  - f. Approve and ratify all contractual agreements.
  - g. To establish formal policies and procedures to guide PCA activities and decisions.
- 7.3 The Board shall meet at the call of the President, normally monthly.
- 7.4 The 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 board shall annually authorize an amount to be spent in addition to budgeted expenses between general meetings, if that amount is in the treasury. Unbudgeted expenses shall be approved with 2/3-majority vote of the board. All such expenses shall be reported at the next general meeting and incorporated into the budget
- 7.6 Five (5) Directors in 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**

- 8.1 The Board of Directors may designate specific committees.  
These committees can be reviewed annually and established how the board sees fit

## **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.
- 9.4 The approved 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 or Credit Union to an account, which shall be known as South Lakes High School—Parents for the Choral Arts.

## **Article 10—PARLIAMENTARY AUTHORITY**

10.1 *Robert's Rules of Order* shall govern this organization in all cases in which they are applicable and consistent with any provision of these bylaws. In the event of an inconsistency, the bylaws supersede.

## **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 or electronic 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 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©(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.

Attachment: Conflict of Interest

***Each member of the Board of Directors shall each year, sign the attached conflict of interest statement.***

## **PARENTS FOR CHORAL ARTS: ATTACHMENT TO THE BYLAWS**

### **CONFLICT OF INTEREST STATEMENT FOR BOARD MEMBERS OF PARENTS FOR CHORAL ARTS**

**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 Parents for Choral Arts, 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.**


President

Date

 11-21-14

Vice President

Date

 Lori A. Aluca 11-21-14

Treasurer

Date

 Heather J. J... 11-21-14

Secretary

Date

 Amanda B... 11-21-14

Member at Large

Date

Member at Large

Date



President

Date

*[Signature]*  
Lori A. Aluca

11-21-14

Vice President

Date

*[Signature]*  
Debra J. J...

11-21-14

Treasurer

Date

*[Signature]*  
Dawn Z. Eubank

12/18/2014

Secretary

Date

*[Signature]*  
Amanda...

11-21-14

Member at Large

Date

*[Signature]*  
Katherine...

11/21/14

Member at Large

Date

