

**BY-LAWS OF THE
CHANTILLY CHARGERS,
INCORPORATED REVISED
JUNE 6, 1995
REVISED AUGUST 25, 2003**

Revised May 2008

Revised June 2014

Revised December 2018

ARTICLE I-NAME

The name of this Corporation shall be: **Chantilly Chargers, Incorporated.**

SECTION 1 -Exempt Status -The Corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law).

ARTICLE II - PURPOSE

The purposes for which the corporation is organized are to promote and support the Athletic Programs of the Chantilly High School (hereinafter referred to as the "school"), located in Fairfax County Virginia: to promote the welfare of the children in the school and in the school community; to promote and encourage a close relationship between the home and the school; to promote and encourage a close relationship between parents and teachers to more fully develop an understanding toward the training of the children in the school to develop and promote between teachers, parents and the school administrators such united efforts as will secure to every child the highest advantages in physical, mental and social education; and to carry on business of any character whatsoever that is necessary or helpful in achieving the objectives above, as fully as any natural person could or might do and as are not prohibited by law or by these Articles of the By-Laws.

ARTICLE III – MEMBERSHIP

SECTION 1 - The membership of the corporation shall consist of parents with children enrolled in the school; teachers, staff and administrators of the school; and any person interested in Chantilly High School. Each member in good standing shall have the right to one vote on all matters at all membership meetings. Membership is individual and non-transferable. Members in good standing shall elect the Directors and Officers of the corporation.

SECTION 2 - The Corporation shall conduct an annual enrollment of members, but an individual or individuals may be admitted to membership in the Corporation at any time.

SECTION 3 - Members of the Corporation shall be those paying dues and only members in good standing shall be eligible to participate in meetings, or to serve in any of the elective or appointive positions, of the Corporation.

ARTICLE IV – DUES

SECTION 1 - The annual dues shall be established by the Executive Board at the June meeting.

SECTION 2 - A member who has paid the prescribed dues for the year shall be a member in good standing of the Corporation for that year.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1 - DUTIES - The Board of Directors is the governing body of the Corporation. The Board includes the Officers (the Executive Board), described in Article VI, and chairs of the Standing Committees, which are described in Article VIII. The Board shall have general supervision of the affairs of the Corporation and shall:

- a) Control, manage and transact any necessary business of the Corporation in intervals between regular or special meetings of the Corporation and such other business as may be referred to it by the Corporation,
- b) monitor the plans of work of the Standing, Ad-Hoc Committee and other such committees as is deemed necessary by the Board.
- c) prepare and submit to the Corporation for approval at the regular May meeting a budget for the fiscal year,
- d) provide for auditing the Treasurer's accounts of the Corporation's financial condition, and;
- e) prepare and present a report of the Corporation's affairs at the regular meetings of the Corporation.

SECTION 2 - MEETINGS - Meetings of the Board of Directors shall be held monthly during the school year, the time to be fixed by the Board at its first meeting. Other meetings of the Board may be held at the call of the President and upon written request of a majority of the Board of Directors. The time and place of such meetings of the Board shall be designated in the call of the President or in the request by the majority of the Board. Meetings organized by the call of the President, or at the request of the Board, may be telephonic and/or electronic in nature (e.g. via email, videoconference, etc.) and a binding vote may be taken at such meetings via email or voice vote, as appropriate. *All meetings of the Board will be closed sessions with the exception of two general meetings (one in the fall and one in the spring) to be determined by the Board at the first meeting and publicized to the*

membership. Members may request in writing to attend a Board meeting and include the subject to be addressed. The first 30 minutes of the Board meeting will be designated for members when requested. The Directors shall discuss and vote on matters before it unless otherwise requested by a majority of the Board of Directors.

SECTION 3 - QUORUM - A majority of the Board of Directors present at each Board meeting shall constitute a quorum.

ARTICLE VI – OFFICERS

SECTION 1 - The Officers of the Corporation, who form the Executive Board, shall be a President, a First (1st) Vice President, a Second (2nd) Vice President, a Third (3rd) Vice President, a Fourth (4th) Vice President, and a Treasurer, who shall be elected and serve for a period of one (1) year or until their successors are duly elected and qualified. *The Director of Student Activities and/or one (1) other School Faculty Member shall be ex-officio, non-voting members of the Executive Board.*

SECTION 2 - THE PRESIDENT- The President shall preside at all meetings of the membership and all meetings of the Board. The presiding officer may vote to create a tie or defeat a tie. Creating of a tie defeats the motion. Except as hereinafter provided, the President shall, with the treasurer, sign all written contracts and obligations of the Corporation, shall be an ex-officio member of all committees, except the Nominating Committee, and shall perform such other duties as may be required by these By-Laws or by the Board. He/She shall have prepared a full and true statement of the Corporation, which shall be submitted at the Annual Meeting of the membership of the Corporation and filed at the principal office of the Corporation. He/She shall have general supervision of all activities and appoint committees as hereinafter provided. He/She will also provide direct oversight of By-Laws, Community Outreach activities, and all other duties as required.

SECTION 3 - THE 1ST VICE PRESIDENT (Fundraising) - The 1st Vice President shall in the absence or inability of the President, perform all the duties of the office of President. The 1st Vice President shall perform such other duties as may be required by these By-Laws by

the Board to include supervision of Ways and Means, Corporate Sponsor Activities, Tournaments, other Significant Fundraising efforts, and other duties as required.

SECTION 4 - THE 2ND VICE PRESIDENT (Operations) - The 2nd Vice President shall, in the absence of or the inability of the President and 1st Vice President, perform all the duties of the office of President and such other duties as may be required by these By-Laws or by the Board to include supervision of Volunteer Services, Concessions, Booster Store, Field Maintenance, and other duties as required.

SECTION 5 - The 3rd Vice President (Services) - The 3rd Vice President shall be the responsible for activities to improve the booster interaction with other parts of the Chantilly School Community. This includes responsibility for Membership, Scholarship, and Hospitality. The 3rd Vice President will also perform such other duties as may be required.

SECTION 6 - THE 4th Vice President (Communications) - The 4th Vice President shall be the custodian of the permanent records of the Corporation and shall keep the minutes of all meetings of the membership and the Board The 4th Vice President shall maintain a current list of members (and contact information including telephone numbers, emails, and addresses) in good standing and shall be responsible for notifying the membership with regard to all regular and special meetings of the Corporation and perform such duties as may be required by these By-Laws or by the Board to include supervision of communication media including the website, emails, and mailings. The 4th Vice President will be responsible for Publicity and Programs.

SECTION 7 - THE TREASURER - The Treasurer shall be responsible for the collection, and under the direction of the Board, disbursement of the funds of the Corporation, provided, however, that he/she shall not pay any bill or claim against the Corporation which has not been first authorized by the Board. In the absence of the Treasurer, an Acting- Treasurer may be appointed by the Board. The Treasurer shall report at each meeting of the Board the financial condition of the Corporation and its relationship to the approved budget.

- a) **TREASURER'S ACCOUNTS** - The Treasurer shall have prepared monthly a copy of his/her accounts, exhibiting in detail the receipts and expenditures of the preceding month, the cash on hand, and the existing debts of the

Corporations. Such accounts shall be audited annually by competent auditors appointed for that purpose by the Board, and such auditors shall certify to the correctness of said accounts. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

- b) **DIRECTORS' ERRORS AND OMISSIONS INSURANCE** – the Board shall maintain, at all times, a valid Directors' Errors and Omissions (E&O) policy, in an appropriate amount approved by the Board, covering the lawful conduct of the members of the Board. In addition to the E&O policy, the Corporation indemnifies and holds harmless all legal, non-negligent conduct of the Board Members while acting in the course and scope of their duties on behalf of the Corporation.

SECTION 8 - VACANCIES - Whenever a vacancy shall occur in any of these offices, the Board shall, by majority vote of the full Board, appoint a member in good standing to serve until the next annual meeting of the Corporation at which time the vacancy will be filled by the annual election.

SECTION 9 - REMOVAL - Any officer may be removed from office for good cause by the vote of two-thirds of the members present at a qualified meeting, If an officer or director fails to attend three consecutive meetings of the Board or otherwise fails to perform any of his/her duties or obligations, he/she may be removed by the Board and the vacancy filled as provided for in Article VI, Section 8 hereof.

SECTION 10 - CORPORATE YEAR TERM - The Corporate year shall begin on the 1st day of June each year. The newly elected Board shall meet following the election (below) in order to begin functioning immediately. -

ARTICLE VII - ELECTION OF OFFICERS

SECTION 1 -DATE OF ELECTION AND INSTALLATION - The officers of the Corporation shall be elected at the annual meeting of the Corporation held in May. The officers shall assume their official duties on the first of day of the month following the annual meeting in May.

SECTION 2 - ELECTION PROCEDURES

- a) The President shall, at the regularly scheduled February meeting of the Corporation, appoint a Nominating Committee consisting of at least three (3) members in good standing of the Corporation; one of whom shall be the immediate Past-President who shall be Chairperson of the Nominating Committee. In the absence of the immediate Past- President, the President shall select a member of the Board of Directors as member and chairperson of the Nominating Committee.
- b) The Nominating Committee shall select at least one (1) candidate for each elective office from the membership of the Corporation and shall report to the Board of Directors of the Corporation at the regularly scheduled April meeting of the Board.
- c) The Secretary shall notify the membership of the Corporation of the nominees selected by the Nominating Committee for each elective office at least ten (10) days prior to the annual meeting of the corporation held in May.
- d) The Nominating Committee will present the nominees for each elective office to the membership of the Corporation at the annual meeting of the Corporation held in June. At that time, additional nominations can be made from the floor.
- e) The election of officers shall be by secret ballot, provided that in the event there is a single nominee for a particular office or in the event that there is no contest for any elective position, the election may be by acclamation. Each member of the Corporation in good standing shall be eligible to vote provided that each member is

present at said annual meeting of the Corporation. Notwithstanding any other section or part of the By- Laws, no proxy votes will be considered in the election of officers.

- f) A majority of votes cast shall be required for election, provided that in the event no candidate for a particular office receives such majority vote, a second ballot shall be taken between the two candidates receiving the biggest number of votes in the preceding ballot.

SECTION 3 - QUALIFICATION OF OFFICERS - The officers of the Corporation shall be members in good standing of the Corporation.

ARTICLE VIII – COMMITTEE(S)

SECTION 1 – STANDING, Ad Hoc COMMITTEE – The Standing, Ad-Hoc Committee as hereinafter named, shall consist of a Board Member as Chairperson, appointed by the President and subject to the Board's approval. The Chairperson shall appoint the members of this committee subject to approval by the Board. Chairmanship shall be continuous until changed by the President and a quorum for the transaction of business. The chairperson of the committee shall conduct a meeting of the committee at least once each quarter, or as necessary to effectuate the business of the Committee. The Committee shall make their recommendations to the Board, through the President, and shall prepare an annual report to be submitted to the Corporation through the President. Committee Chairperson(s) may request, or be requested by the Board, to attend all Board Meetings.

The following shall be the Standing Committees.

SECTION 2 - WORKING COMMITTEES - In addition to the Standing Committees set up in Section 1 of this Article, other Working Committees may be formed by the Board of Directors of the Corporation at any time after adoption of these By-Laws to assist in carrying out the purpose of the Corporation in any area of school activities.

SECTION 3 - ANNUAL REPORT - The Chairperson of all Standing Committees shall submit a written report and all official records to the President 15 days prior to the annual meeting of the Corporation.

SECTION 4 - EXPENDITURE OF FUNDS - Committee Chairpersons shall expend and/or commit funds of the Corporation only in accordance with the approved budget and Articles of the By-Laws of the Corporation. The Corporation shall authorize expenditures in accordance with Board approval at an authorized meeting.

ARTICLE IX - CORPORATE MEETINGS

SECTION 1 - REGULAR MEETINGS - The regular membership meetings of the Corporation shall be held monthly. The May meeting is designated the Annual Membership meeting of the Corporation. The President may, with the concurrence of the Board of Directors, set an alternate date for a regular membership meeting.

SECTION 2 - SPECIAL MEETINGS - Special membership meetings of the Corporation shall be called by the President on his/her own motion with the approval of the Board of Directors or pursuant to a petition signed by at least 50 members in good standing of the Corporation. The said petition shall state the purpose of the meeting. Notice of such special meeting shall be furnished to each member in good standing of the Corporation and said notice shall state the primary purpose, time and date for such special meeting.

SECTION 3 - QUORUM - A majority of the Executive Board of Directors at a Corporate Meeting shall constitute a Quorum.

SECTION 4 - CONDUCT OF MEETING - Except as otherwise provided herein, a member in good standing of the Corporation may be represented by proxy at any regular or special membership meeting of the Corporation. The proxy must be submitted to the Secretary of the Corporation prior to the start of any regular or special membership meeting written evidence of his authority and no one person may serve as proxy for more than five (5) absent members.

ARTICLE X - FISCAL MANAGEMENT

SECTION 1 -The Board, in conjunction with the Treasurer, shall prepare the proposed

annual budget and be responsible for the overall fiscal management of the Corporation subject to approval of the Board. The proposed budget shall be presented to the membership of the Corporation at its regular October meeting and shall be approved by a majority of those attending and voting, subject to such amendments, deletions or alterations as may be voted by the membership at said meeting.

SECTION 2 - BANKING - All funds of the Corporation, except a one-hundred-fifty dollar (\$150.00) petty cash fund to be kept by the Treasurer shall be deposited in such accounts as may be deemed appropriate by the Board of Directors in a bank organized and existing under the law of the Commonwealth of Virginia, provided that withdrawal of funds shall be done only upon checks duly drawn against a checking account and signed by one of the officers of the Corporation.

SECTION 3-AUDIT - The President shall appoint an Audit Committee at the April meeting of the Corporation and the Treasurer shall thereafter deliver all books of account to the Audit Committee so designated. The Committee shall conduct such audit and shall prepare a written report thereon for presentation at the regularly scheduled October meeting of the Corporation and for filing with the Secretary.

SECTION 4 - AUTHORITY TO OBLIGATE - No officer or member of the Corporation unless duly authorized by the President with the approval of the Board of Directors shall have the authority to obligate the Corporation for any expenditures.

ARTICLE XI – AMENDMENTS

SECTION 1 - ADOPTION OF AMENDMENTS - Subject to the requirements of Section 2 of this Article, the By-Laws of the Corporation may be amended at any meeting called for the purpose by a two-thirds vote of the members present and voting at such meeting.

SECTION 2 - NOTICE OF AMENDMENTS - Amendments to the By-Laws of the Corporation shall not be subject to a vote unless written notice has been furnished all members of the Corporation at least 15 days in advance of the meeting at which it is proposed to present the matter. An amendment, however, may be offered upon a motion for amendment, and upon a

second being received, the matter shall thereupon be placed on the agenda for the next meeting of the Corporation.

ARTICLE XII - DISSOLUTION OF THE CORPORATION

SECTION 1 - In the event of dissolution of the Chantilly Chargers, Inc., all net assets shall become property of Chantilly High School Athletic Department.