

AMENDED AND RESTATED BYLAWS

Of the

W. T. WOODSON CHORAL BOOSTERS, INC.

THESE AMENDED AND RESTATED BYLAWS of the W. T. Woodson Choral Boosters, Inc. are made this _____ day of _____, 2003, by W. T. Woodson Choral Boosters, Inc.

** WITNESSETH **

WHEREAS, W. T. Woodson Choral Boosters, Inc. ("Corporation") was formed as a Virginia non-stock corporation pursuant to Articles of Incorporation of W. T. Woodson Choral Boosters, Inc. and the Certificate of Incorporation issued by the Commonwealth of Virginia State Corporation Commission on November 2, 1998; and

WHEREAS, the officers of the W. T. Woodson Choral Boosters, Inc. desire to rescind the current Constitution and Bylaws and, in their place, adopt and enact this set of Amended and Restated Bylaws, consistent with the Articles of Incorporation which provide a solid framework and structure for the composition and operation of the Corporation.

NOW THEREFORE, the Constitution and Bylaws previously adopted are hereby rescinded in their entirety and the following Amended and Restated Bylaws are hereby adopted and substituted therefore as the Amended and Restated Bylaws for W. T. Woodson Choral Boosters, Inc.:

ARTICLE I -NAME AND PURPOSE

The name of the corporation shall be W. T. Woodson Choral Boosters, Inc. ("Corporation"). The Corporation shall operate as a charitable, non-profit, nonpartisan, nonsectarian, organization qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. The purpose of the Corporation shall be to support and promote the educational program of choral music at the W. T. Woodson High School by organizing and conducting fund-raising for the choral program and providing financial support for the benefit of the students participating in the W. T. Woodson High School Choral Program. The Corporation shall have as its Members all parents and guardians of students in the W. T. Woodson High School choral program and any other person who has made a financial or other contribution to that choral program and desires membership.

ARTICLE II -MEMBERS

Section 1. Membership. The Corporation shall have one (1) class of membership as set forth above, in Article 1.

Section 2. Place of Meetings. Meetings of the Members shall be held at the principal office of the Corporation or at such other suitable place convenient to the Members as may be designated by the Board of Directors.

Section 3. Annual Meetings. Regular annual meetings of the Membership shall be set by the Board so as to occur during either the month of May of each year or on a date and at a time set by the Board of Directors.

Section 4. Special Meetings. The President may call special meetings of the Membership. In addition, it shall be the duty of the President to call a special meeting of the Membership if so directed by resolution of a majority of a quorum of the Board of Directors or upon a petition signed by Members representing at least fifty (50%) percent of the total votes. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 5. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of the Members shall be delivered, either personally, by mail, or by e-mail to each Member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting.

In the case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. No business shall be transacted at a special meeting except as stated in the notice.

If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 6. Waiver of Notice. Waiver of notice of a meeting of the Members shall be deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any meeting of the Members, either before or after such meeting. Attendance at a meeting by a Member shall be deemed waiver by such Member of notice of the time, date, and place thereof, unless such Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting shall also be deemed waiver of notice of all business transacted thereat unless objection to the calling or convening of the meeting, of which proper notice was not given, is raised before the business is put to a vote.

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Section 7. Voting. Every Member of the Corporation shall be entitled to one (1) vote. Voting for the Board of Directors shall be done by a plurality vote of the members voting in person or by proxy. All other votes in order to be approved must be by majority vote of those members present in person or by proxy at a meeting at which a quorum is present.

Section 8. Proxies. Any Member entitled to vote may do so by written proxy executed by the Member, setting forth the meeting at which the proxy is valid. To be valid, a proxy must be filed with the Secretary prior to the opening of the meeting for which it is to be used and must be dated. No proxy

shall be revocable except by written notice delivered to the Corporation. A proxy shall be automatically revoked if the Member who has given such proxy is in attendance at a meeting.

Section 9. Majority. As used in these Bylaws, the term "majority" shall mean those votes, owners, or other group as the context may indicate totaling more than fifty (50%) percent of the total number.

Section 10. Quorum . Except as otherwise provided in these Bylaws, the presence in person or by proxy of five percent (5%) of the Members shall constitute a quorum at all meetings of the Corporation.

Section 11. Conduct of Meetings. The President shall preside over all meetings of the Corporation, and the Secretary shall keep the minutes of the meeting and record in a minute book all resolutions adopted at the meeting, as well as a record of all transactions occurring at the meeting.

ARTICLE III -BOARD OF DIRECTORS

A. Number. All of the affairs of the Corporation shall be managed by a Board of Directors to consist of no less than three (3) and no greater than nine (9) directors, all of whom shall have an equal vote. The Choral Director may serve as one of the directors on the Board of Directors if elected, and may also serve as an officer if so elected. With the exception of the Choral Director, all other Directors shall be the parents or guardians of currently enrolled students participating in the

W. T. Woodson choral program; provided, however, that in the event that an insufficient number of such persons are able or willing to serve as Directors, other Members may be eligible for election to the Board of Directors.

B. Term. The Board of Directors shall serve for a term of one year, from July 15 to June 30th of the following year.

C. Meetings. The Board of Directors shall hold regularly scheduled meetings at such dates and places as may be determined by the Board of Directors. Special meetings may also be called by the President or by the written request of any three (3) directors of the Board. Meetings of the Board of Directors will be conducted in accordance with Roberts' Rules of Order. Meetings may not be conducted by e-mail. Substantive discussions and decisions must be conducted and made at meetings and not by e-mail.

D. Quorum. The presence of a majority of the number of directors currently serving on the Board of Directors at a regular or special meeting shall constitute a quorum sufficient to conduct business at the meeting. If a quorum is not present, the meeting shall be re-scheduled and notice given to the directors of the date and time of the new meeting.

E. Elections. The Board of Directors shall be elected annually at the May meeting of the Members, by a plurality vote of those Members present, in person or by proxy, at the meeting. Prior to the April meeting of the Members, the Board of Directors will appoint a nominating committee to submit a slate of at least one nominee, with the nominee's consent, for election to each director's position which will be open at that annual Membership meeting in May. The slate of nominees will be presented to the

Members at the April meeting for review. Nominees from the floor will also be accepted, with each nominee's express consent, at either the April or May meeting.

F. Vacancies and Removals. In the event of a resignation or vacancy on the Board of Directors during the year, the Board of Directors may elect a replacement to fill the vacancy or may decide to allow the vacancy to remain. A director or officer may be removed by majority vote of the directors present at a meeting called for the purpose of removing such officer. A meeting notice shall be distributed to all directors which states that the purpose of the meeting is removal of the director or officer. Upon the removal of a director, the Corporation shall file an amended annual report with the State Corporation Commission indicating the removal of the director and the successor in office, if any.

G. Voting. Voting shall be in person at a meeting by written or oral vote as may be determined by the Board of Directors, provided, however, no votes shall be made by proxy or otherwise in lieu of the person's actual presence at a meeting. Voting shall not be conducted by e-mail.

H. Conduct of the Board of Directors. All directors shall discharge his or her duties as director in accordance with his good faith judgment of the best interests of the Corporation.

1. Limitation on Liability and Indemnification of Directors and Officers. Pursuant to Section 13.1-870.1 of the Virginia Code, directors and officers of the Corporation shall not be liable for damages in any proceeding against the Corporation, unless the director or officer engaged in willful misconduct or knowing violation of the criminal law. Except in the case of willful misconduct or criminal violation, the Corporation shall indemnify every officer and director of the Corporation against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or director in connection with any action, suit or other proceeding (including settlement of any suit or proceeding if approved by the Board of Directors of the Corporation) to which he may be a party by reason of being or having been an officer or director of the Corporation whether or not such person is an officer or director at the time such expenses are incurred. The officers and directors of

the Corporation shall not be liable for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The officers and directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation and the Corporation shall indemnify and forever hold each such officer and director free and harmless against any and all liabilities to others on account of any such contract or commitment. Any right to indemnification provided herein shall not be exclusive of any other rights to which any officer or director of the Corporation, or former officer or director of the Corporation may be entitled.

ARTICLE IV -OFFICERS

A. Number and Election. The principal officers of the Corporation shall be the President, Vice President, Treasurer and Secretary all of whom shall be members of the Board of Directors. If, for any reason, only three directors comprise the Board of Directors, the officers shall consist of a President, Treasurer and

Secretary, and there shall be no Vice President. The Board of Directors may also create and appoint such other officers as it deems necessary and appropriate.

B. Duties of Officers.

1. President. The President shall preside at all meetings of the Board of Directors; shall have general management and control of the business and affairs of the Corporation; shall consult with the Choral Director as to the needs of the Choral Program and the students participating in the Choral Program, and relate such information to the Board of Directors; and shall perform such other duties as the Board of Directors may request.

2. Vice President. The Vice President shall, in the absence of or disability of the President, exercise the powers and perform the duties of the President, and shall generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the President or the Board of Directors.

3. Treasurer. The Treasurer shall safeguard the funds of the Corporation and make deposits in such bank or trust company as shall be designated by the Board of Directors or the President; shall maintain all financial records of the Corporation, including all bank statements, and all correspondence and material pertaining to the Corporation's section 501 (c)(3) tax exempt status; shall make expenditures where approved by the Board of Directors; shall obtain and maintain receipts for all expenditures made; shall prepare and give receipts for all income received, where appropriate, and maintain any copies thereof; shall enter regularly in books of the Corporation to be kept for that purpose, full, accurate and itemized lists and accounts of all income and monies received and all expenditures and monies paid out by him or her on the Corporation's account in the name of the Corporation; shall report to the Board on the current financial status of the Corporation at each meeting of the Board as requested by the Board; shall be responsible for preparing an initial annual budget in consultation with the Board, which shall be voted on by the Board; shall obtain and provide to the Board information regarding professional accounting firms so that the Board may select and employ a professional accountant to perform certain services for the Corporation. The Treasurer shall be responsible to ensure that the professional accountant performs an annual audit of the books of the Corporation, and files the annual tax. return for the Corporation, and shall request the professional accountant to perform other services necessary to preserve the financial health of the Corporation and to preserve its section 501(c)(3) tax exempt status with the Internal Revenue Service. The Treasurer shall ensure that the Corporation completes and submits all annual reports, filings and registration fees necessary to maintain its active status with the State Corporation Commission of the Commonwealth of Virginia. The Treasurer shall perform such other duties as the President or the Board of Directors may request.

4. Secretary. The Secretary shall record and keep the minutes of all the regular and special meetings; maintain the names and addresses of the Board of Directors; give notice to the directors of meetings as directed by the Board of Directors; tally all votes during elections and keep records thereof, maintain the Bylaws and Articles of Incorporation and such other books and papers of the Corporation as the Board of Directors may direct; and shall perform such other duties as the President or Board of Directors may request.

ARTICLE Y-OPERATION OF THE CORPORATION

A Annual Budget. The Board of Directors shall discuss and adopt an annual budget which has been initially prepared by the Treasurer in consultation with the Board.

B. Annual Audit. An audit shall be conducted by a professional accountant each year prior to June 30. The Board of Directors shall review the audit and all other financial reports maintained by the Treasurer.

C. Tax Exempt Status. A professional accountant shall be consulted each year by the Board of Directors to determine if it is necessary to file a tax return, pursuant to the Corporation's section 501 (c)3 tax exempt status with the Internal Revenue Service, and to determine whether any other action is necessary to preserve the Corporation's financial health and section 501(c)(3) status. The Corporation shall not be involved in any political activities or any attempt to influence legislation or to promote the election of any candidates for political office.

D. Finances and Funds. The Board of Directors shall discuss, determine and adopt all fundraising activities and procedures related thereto, and shall discuss, determine and adopt all procedures for making and approving expenditures of the Corporation. Any income or funds of the Corporation shall be deposited in such bank or trust company, and checks drawn against such funds shall be signed in such manner, as determined from time to time by the Board of Directors.

E. Execution of Contracts. The President and the Treasurer shall jointly execute all contracts in the name of the Corporation, after consultation with the Board of Directors.

F. Notice. Any notice required to be given by these Bylaws may be given by mailing, first class mail, or by-mailing the same to the person entitled to notice at his or her address as provided by him or her to the Corporation. Any notice required by these Bylaws may be waived by the person entitled to such notice.

ARTICLE VI -AMENDMENTS TO BYLAWS

These Amended and Restated Bylaws may be amended, from time to time, by a two-thirds (2/3) affirmative vote of the votes cast by Members present at a meeting, in person or by proxy; provided that thirty (30) days prior notice of the proposed amendments and the proposed meeting date have been provided to all Members.

ARTICLE VII -DISSOLUTION OF THE CORPORATION

The Board of Directors may voluntarily dissolve the Corporation by a vote of the majority of all the directors. Upon dissolution, the Board of Directors shall ensure that all liabilities of the Corporation are fully paid, and that any remaining assets are donated to an appropriate charitable or educational organization as the Board may determine. Upon dissolution, the Secretary of the Corporation shall file articles of dissolution and articles of termination with the Clerk of the State Corporation Commission of the Commonwealth of Virginia and the Treasurer shall notify the Internal Revenue Service.

IN WITNESS WHERE OF, the Board of Directors of W.T. Woodson Choral Boosters, Inc. has caused these Bylaws to be executed in its name on behalf of W.T. Woodson Choral Boosters, Inc., this day of , 2003.

President

Secretary

CERTIFICATION

I, the undersigned, do hereby certify:

I am the duly elected and acting President of W.T. Woodson Choral Boosters, Inc., a Virginia non-stock corporation. In witness whereof, I have here unto subscribed my name this __ day of ___--', 2003.

President

Boosters, Inc., known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument and acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public My Commission Expires: _

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Boosters, Inc. known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument and acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public My Commission Expires: _