



## **By-Laws Langley Orchestra Society, Inc.**

### **Article I - Name and Office**

Section 1. The name of the corporation is the Langley Orchestra Society, Inc. ("LOS").

Section 2. The physical office of the LOS shall be at Langley High School ("Langley"), 6520 Georgetown Pike, McLean, Virginia 22101, with a mailing address of P.O. Box 10851, McLean, VA 22102-0851.

### **Article II – Purpose**

Section 1. The LOS is a private, non-profit 501(c)(3) organization dedicated to supporting the entire Langley High School Orchestra and its students. LOS support includes items such as providing sectional coaches, music rentals, instrument repair and purchase, concert programs, professional band or other accompanists at concerts, and concert hospitality.

Section 2. The LOS shall be operated on a non-profit basis. In the event of the dissolution of the LOS, all remaining assets after payment of expenses shall not be distributed to the members but shall become the property of Langley. No part of the net earnings of the LOS shall inure to the benefit of any member, other contributor or individual.

### **Article III - Members**

Section 1. All parents and guardians of current Langley orchestra students are considered members of the LOS. No dues are required for membership in the LOS, though members may make voluntary financial contributions pursuant to Article VIII, Section 2.

Section 2. Any member may submit to the Board proposals for fund raising, disbursement of funds, or other action in furtherance of the purposes of the LOS.

## Article IV - Meetings of Members

Section 1. Meetings of members may be scheduled by the Board to be held at Langley, preferably once in the Fall and once in the Spring.

Section 2. Special meetings may be called by the Board and shall be scheduled if a member submits a written petition to the President signed by not less than ten (10) members.

Section 3. Notice of a meeting shall be given to members not less than seven (7) days in advance of the meeting. Such Notice may be made through written announcement in the LOS Newsletter, LOS website, or via direct e-mails to members.

Section 4. Proper notice of a meeting having been given, those members represented in person shall constitute a quorum.

Section 5. Each member shall be entitled to one vote at member meetings.

Section 6. Unless otherwise specified by law, the Articles of Incorporation, or these By-Laws, decisions shall be by a majority of those present.

## Article V - Board of Directors

Section 1. The Board of Directors ("Board") shall consist of not less than four (4) Directors, each of whom shall be members, and three (3) ex-officio members: the Langley Orchestra Teacher, the Langley Director of Student Activities (DSA), and the Langley Performing Arts Supervising Administrator.

Section 2. The Board shall be elected each Spring, preferably in May, by the members at a scheduled membership meeting. A written slate of the proposed Board will be made available to LOS members at least seven (7) days before the meeting during which a vote will take place. Approval of each position will be made by a majority of members present, whether in person or by written proxy.

Section 3. Each Director shall serve until his/her successor is elected. In the event that a Director resigns during his/her term, the President shall appoint and the Board shall confirm a successor for the remainder of the term.

Section 4. The entire control and management of the LOS, including the power to make and alter these By-Laws, shall be vested in the Board.

Section 5. The Board may receive, hold and expend funds, and act generally for the LOS subject to the requirements of law, the Articles of Incorporation, and the other provisions of these By-Laws.

Section 6. The Board shall meet periodically throughout the year according to the schedule established by the President. Such schedule may be modified from time to time, and each Director shall be notified of any such modifications. Board meetings are open to members and non-members, including parents/guardians of former Langley orchestra students.

Section 7. Special Board meetings may be held at the call of the President or at the request of any Director, with notice given to all Directors at least three (3) days prior to the date of the meeting.

Section 8. Three (3) Directors present shall constitute a quorum for any Board meeting. Decisions shall be by a majority of those Directors present.

#### Article VI - Officers

Section 1. The Officers of the LOS shall consist of a President, Secretary and Treasurer. Other Officers may from time to time be established by the Board or by the membership. All Officers shall be members and Directors, and no person shall hold more than one office at any time.

Section 2. Officers shall be elected annually. Each of the three officers of the LOS shall stand for election as a Director and an Officer in a single vote. The President may appoint, subject to confirmation by the Board, a Nominating Committee of not less than two (2) persons to propose a slate of Officers and Directors for the next fiscal year. All members of the Nominating Committee shall be members, but need not be current Officers or Directors.

Section 3. The duties of the Officers shall be those common to similar Officers in similar organizations, subject to the specific provision of this Article VI.

Section 4. The President shall preside at all membership and Board meetings. The President (or the President's designee) shall represent the LOS before other organizations. The President shall insure that the LOS's plans and programs are coordinated with Langley's plans and programs. Such coordination may be done through communications with the DSA (or the DSA's designee). The President may sign contracts and notes on behalf of the LOS.

Section 5. The Treasurer shall have custody of the funds (both the LOS Fund and Food Fund, as described in Article VIII Sections 2 and 3) of the LOS and shall keep records of all receipts and disbursements. Subject to the specific provisions of Article VIII, the Treasurer is authorized to establish bank accounts and disburse funds in accordance with the direction of the Board and the budget established for the year. The Treasurer is responsible for the preparation of such financial reports as may be requested by the President or the Board and the filing of any statements or reports as required by law.

Section 6. The Secretary shall keep a record of the actions taken by the Board at its meetings and of each meeting of the membership. Following each meeting, the Secretary shall distribute minutes to each Director within a week for review. The Secretary is responsible for maintaining the non-financial records of the LOS, including but not limited to its Articles of Incorporation, By-Laws, and State Corporation Commission documents, and insuring that proper notice of the meetings of the Board and of the membership is given.

Section 7. In the event that any officer other than the President resigns, the President shall appoint and the Board shall confirm a successor for the remainder of the term.

#### Article VII - Committees

Section 1. The Board may establish from time to time such committees as are appropriate to assist in the management and carrying out the purposes of the LOS.

Section 2. The President shall appoint and the Board shall confirm chairpersons for each committee established. Each chairperson shall be a member but need not be a Director.

Section 3. Actions taken by a committee are subject to the approval of the Board, and no chairperson or committee may exercise the authority of the Board without the approval of the Board.

#### Article VIII - Finances

Section 1. The fiscal year of the LOS shall go from August 1 to July 31.

Section 2. The LOS may ask each member to make a voluntary financial contribution (sponsorship) to the LOS operating fund ("LOS Fund"); with various levels of sponsorship, established by the Board. Sponsorship shall be on an annual basis, concurrent with the fiscal year of the LOS. Each Spring, the Board shall set a recommended sponsorship amount per student for the following fiscal year.

Section 3. The LOS may ask each orchestra student to voluntarily contribute to a Food Fund which will be used to provide pre-concert meals for the students who have contributed. The contribution amount for the Food Fund per student will be set by the Board each Spring for the following fiscal year, and any monies collected will be used only to furnish pre-concert meals. To the extent there are monies left over at the end of the fiscal year, they may be rolled into the Food Fund for the next fiscal year.

Section 4. The funds of the LOS shall be deposited only in such institutions which are operating in accordance with the laws of the State of Virginia and in which deposits are insured by a Federal agency.

Section 5. In addition to such periodic reports as the Treasurer may provide at meetings of the Board, the Treasurer shall prepare and submit to the Board and the DSA at the end of the fiscal year an annual financial accounting which details all receipts and disbursements for the fiscal year.

Section 6. All disbursements of funds of the LOS shall be made by check or bank Electronic Bill Pay (EBP) by the Treasurer or, if the Treasurer is unavailable, the President.

Section 7. All disbursements of funds in excess of \$100.00 shall be approved by the Board in advance of payment. Such approval may consist of inclusion of a line item in a budget approved by the Board.

Section 8. Disbursements in excess of \$100.00 in connection with Board-authorized ongoing activities (such as fundraisers, registrations, programs, pre-concert meals, professional musicians, sectionals, and seasonal banquets and programs) may be approved by the President or the Treasurer.

Section 9. The Treasurer has an obligation to notify the Board if there are line items in the budget that are running over budget during the course of the year.

Section 10. A line item will be included in the budget for Scholarships to cover (1) Food Fund, (2) uniform assistance, (3) trip subsidy, and (4) any other item deemed appropriate by the Board such as orchestra banquets, to those students who qualify for Free and Reduced Price Meals through FCPS, or as otherwise deemed appropriate by the Board. LOS will furnish 50% of the cost of the spring orchestra trip up to a maximum of \$500 for any given trip, for up to four (4) students who elect to attend, unless otherwise approved by the Board for that year.

#### Article IX - Amendments

Section 1. These By-Laws may be amended at a meeting of the membership by a two-thirds affirmative vote of the members present and voting, provided due notice of the proposed amendment(s) has been given in writing to all members at least seven (7) days prior to the meeting.

AMENDED by vote of the LOS Board of Directors, on this 5<sup>th</sup> day of March, 2020.