

Edison High School Choral Guild

BY-LAWS

Adopted November 12, 2013

Article I. **TITLE**

Section 1. The title name of this non-profit voluntary organization shall be the Edison High School Choral Guild (EHSCG).

Article II. **PURPOSE**

Section 1. The EHSCG, recognizing that fine arts in general, and music in particular, are a vital part of an effective high school academic program, pledges to actively assist, encourage, and support the choral program at Thomas A. Edison High School (EHS) of Alexandria, Virginia. To this end, the EHSCG is organized exclusively to provide charitable non-profit support to the Edison choral program and will:

- (a) Urge and provide support for a strong music educational program at EHS that encourages student participation in each of the choral program activities;
- (b) Promote organized and active parent support of the Edison choral program, to include:
 - (i) Organizing and executing fundraising events to raise funds to underwrite choral program expenses not covered by County/public funds
 - (ii) Assist, as needed, in the coordination and execution of choral program activities
 - (iii) Stimulate community interest and support of the EHS choral program.

Section 2. The organization shall not carry on any other activities, to include attempting to influence legislation and participating in, or intervening into, any political campaign on behalf of a candidate for public office, to which the purpose of such activities are not permitted to be carried out in accordance with:

- (a) An organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or
- (b) An organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Article III. **MEMBERSHIP**

Section 1. The EHSCG membership shall consist of the parents and or guardians of EHS choral program students and the EHS Choral Program Director.

Section 2. The EHSCG voting membership shall consist of: the EHSCG Officers, the EHS Choral Program Director, and those parent/guardian members present at the time of the vote who have agreed in writing to underwrite that portion of their choral program student's annual financial obligation not met or not eligible for payment through fundraising efforts (see Article VIII, Section 5, subparagraph (c)).

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Article IV. EHSCG OFFICERS

Section 1. The EHSCG Officers will consist of a President, Vice President, Secretary, and Treasurer elected by the EHSCG voting membership on an annual basis. The EHSCG officers may also include an Immediate Past President, also elected by the EHSCG voting membership when applicable. The EHSCG officers must meet the membership criteria as outlined in Article III, Section 3.01 of this document but should exclude the EHS Choral Program Director. EHSCG officers should be elected in accordance with the following procedures:

- (a) At the April EHSCG meeting, nominations, with proper seconds, from the floor shall be made to fill each of the EHSCG Officer positions. Consent of the prospective nominated individual is required prior to placing that individual's name into official nomination. At the conclusion of the nominations, the EHSCG membership at large will be informed of the names of the nominees and that the election for offices will occur at the May EHSCG meeting. The means to provide this information shall consist of posting the names of the nominees for each position and the date and time of the election on the EHS Chorus website (www.ehschorus.com) and/or by e-mail to the membership distribution list. Except by unanimous consent of the voting members present (see Article III, Section 2) at the May EHSCG meeting, no additional names may be added to the list of nominees after the April nomination period.
- (b) The election of a nominee for each office will be determined by majority vote of those voting member's present at the May EHSCG meeting. Unless an objection is heard, written ballots will be used and counted by three non-nominees from the voting membership with the results announced by the current President. If a majority of the members demand an open vote, the vote will consist of a verbal affirmation or show of hands to which the Secretary will record the result.
- (c) When there is no more than one nominee for each office, it shall be in order for the current President to request a vote for all candidates en bloc by verbal affirmation or show of hands. If there is an objection from the voting membership, a separate vote for each office will occur.

Section 2. Each EHSCG Officer shall serve a minimum one-year term of office that begins on 1 July of the year elected and runs through 30 June of the following year. An EHSCG Officer may be re-elected for a second term of office in the same position but will not hold that office for more than two consecutive elected terms. In the event an office becomes vacant during the course of a term, the President shall appoint a consenting voting member to serve as that officer for the remainder of the term.

Section 3. The duties and responsibilities of the EHSCG Officers shall be:

- (a) President - The EHSCG President shall preside over organizational and Executive Committee meetings; oversee all committees; appoint standing and special committee chairs as necessary; coordinate EHSCG support with the EHS Choral Program Director and School Administration; and provide organizational guidance and direction, as required, pertaining to the duties and obligations associated with the office.

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- (b) Vice President - The EHSCG Vice President shall perform the duties of the President in the absence of that Officer; participate actively on the fundraising committee; and perform such other duties as delegated by the President.
- (c) Secretary - The EHSCG Secretary shall take, maintain, and report a correct record of all organizational and Executive Committee meetings; handle all outside organizational correspondence; maintain a custodial record of all EHSCG records not assigned to others; oversee the administrative paperwork requirements of the organization; and perform such other duties as delegated by the President.
- (d) Treasurer - The EHSCG Treasurer shall maintain accurate and up to date organizational financial records that include status of student accounts, bank balance, budget status, receipts and expenditures, and student credits gained through participation in fundraising events; make disbursements as authorized by the president, executive board, or association in accordance with the budget adopted by the association; provide updates of the EHSCG financial records at EHSCG meetings; coordinate with the EHS Financial Office to secure funds owed by departing choral program students; develop a proposed budget covering the operating costs and expected fundraising gains for the coming Fiscal Year and present it to the EHSCG Executive Committee (see Article V, Section 1) prior to the September EHSCG meeting; present the EHSCG fiscal year proposed budget to the voting members at the September meeting for approval; file the annual Internal Revenue Service tax forms; and perform such other duties as delegated by the President.
- (e) Immediate Past President – The EHSCG Immediate Past President shall provide advice to the Executive Committee; support the President on an as-needed basis; perform the duties of the President in the absence or disability of the President and Vice President.

Article V. EXECUTIVE COMMITTEE

Section 1. The EHSCG Executive Committee shall consist of the EHSCG Officers, the Choral Director, the Fundraising chairperson, and the chairperson of other formed Committees.

Section 2. The duties of the Executive Committee shall be:

- (a) Plan, prepare, supervise, and execute all organizational business in order to accomplish the organization purpose.
- (b) Establish, organize and disband, as needed, all special committees necessary to promote the objectives and interests of the organization.
- (c) Coordinate and transact necessary organizational business during intervals between regular meetings.
- (d) Handle such business as directed by the voting membership.
- (e) Review, comment, and change, as necessary, the proposed fiscal year budget presented at the end of the school year by the Treasurer in order to finalize this document for submission to the membership in September for approval.

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Article VI. **COMMITTEES**

Section 1. Fundraising

- (a) The fundraising committee will generate ideas for, organize, promote, and oversee the execution of those organizational activities designed to raise funds in support of the organizational purpose.
- (b) The fundraising committee will consist of the EHSCG Vice President, fundraising chairperson and sufficient volunteer EHSCG members to effectively conduct the business of the committee. The committee may have sub-committees, each with a chairperson, which focuses on individual fundraising activities.
- (c) The fundraising committee will report the status of fundraising planning and events to the membership at large at each EHSCG meeting.

Section 2. Special Committees

- (a) The EHSCG will establish and maintain as many special committees as necessary to conduct organizational activities and business that are generally short in duration. These committees will be organized to conduct activities/business in support of the organizational purposes and upon completion of that activity/business will be placed in inactive status or terminated.
- (b) The EHSCG special committees will consist of, but will not be limited to, the following.
 - (i) Each special committee will be organized with sufficient volunteer EHSCG members to effectively conduct the activity/business of the committee and will be chaired by a volunteer EHSCG member willing to take on the responsibilities of the position.
 - (ii) Each special committee will provide reports during the timeframe that that committee is in operation to the EHSCG members at EHSCG meetings.

Article VII. **MEETINGS**

Section 1. The EHSCG shall hold at least 5 regular meetings of the membership throughout the school year including, but not limited to, meetings in September, October or November, January, April, and May.

Section 2. The EHSCG regular meeting agenda will consist of, at a minimum, approval of the last meeting minutes, a review of the budget, report from the standing committees, reports from special committees, review of old business, and discussion of new business.

Section 3. The EHSCG April meeting will be a general meeting wherein nominations shall be made to fill the EHSCG Officer positions for the following school year (see Article IV, Section 1 subparagraph (a)).

Section 4. The EHSCG May meeting will be a general meeting wherein the EHSCG Officers for the following school year shall be elected (see Article IV, Section 1, subparagraph (a)).

Section 5. The notification time for the regular meetings will be a minimum of one (1) week in advance of said meetings.

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Section 6. The EHSCG will hold special meetings upon the call of the President with a minimum of three (3) days notice to discuss matters of immediate importance to the members at large.

Section 7. Matters voted upon at Regular and Special EHSCG meetings shall be determined by the majority vote of those present.

Section 8. Committees shall meet upon the call of the chairperson with a minimum of three (3) days notice at times and places selected and coordinated by the chairperson. A simple majority shall constitute a quorum for these meetings.

Section 9. Roberts Rules of Order will govern all meetings where applicable and are not inconsistent with these by-laws or other EHSCG rules.

Article VIII. FINANCES

Section 1. The EHSCG is organized exclusively for the purpose of providing charitable non-profit support to the EHS Choral Program, and as such will establish a budget with which to control all organizational financial affairs.

Section 2. Under no circumstances will the net earnings of the EHSCG benefit or be distributed to its members, officers, or other private persons except where the organization is authorized and empowered to pay a reasonable compensation for services rendered and/or to make payments and distributions in accordance with budgeted expenses as required by Section 501(c)(3) of the Internal Revenue Code (or future Federal Tax Code requirements) under which the organization is structured.

Section 3. The Budget

- (a) The Treasurer will prepare a proposed budget for the next school year prior to the end of the current school year and submit it to the EHSCG Executive Committee for approval. The proposal will include:
 - (i) An outline of the expected EHSCG costs/expenditures and fundraising gains by specific major categories for the coming school year.
 - (ii) The proposed student financial obligation amounts for each choral program activity for the coming school year.
- (b) The EHSCG Executive Committee will, not later than 30 June, review the proposed budget, modify it as required, and approve it for presentation to the EHSCG membership in September of the next school year.
- (c) The President and Executive Committee may approve in advance of the formal organizational budget approval payment(s) of contractual obligations and other necessary organizational expenses in the interim timeframe between the Executive Committee approval of the proposed budget in June and the final budget approval in September.
- (d) At the regular September EHSCG meeting, the Treasurer will present the proposed school year EHSCG budget for approval. The proposed budget will include both the break out of EHSCG expenses and gains by category and also include the student annual financial obligation per choral program activity. A majority vote of the voting members (see Article III,

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Section 2) is necessary for approval. If approval is not obtained, the President will conduct a discussion amongst the voting members present to determine the area(s) of the proposed budget requiring change. Following an approval of a motion from the floor, the budget will be modified to resolve the issue(s) and resubmitted to the EHSCG membership in October for another approval vote. As required, this procedure will continue until such time as the voting members approve the budget.

- (e) Once the budget is approved, the Treasurer is authorized to disburse funds without Executive Committee oversight for all approved budgeted purposes up to the amounts approved.
- (f) To meet changing circumstances, the Executive Committee may authorize expenditures by category different from that approved by the budget, provided that the total expenditures remain within the aggregate approved amount.
- (g) If disbursement of funds for other purposes not budgeted, or for amounts in excess of the approved category budget are necessary, then the following procedures will be implemented.
 - (i) If sufficient time exists to discuss and vote upon these expenditures at a regular EHSCG meeting then a majority vote of the voting membership (see Article III, Section 2) is necessary for approval.
 - (ii) If insufficient time is available to decide upon these expenditures at a regular EHSCG meeting, then the President is authorized to approve the disbursement of the required funds to pay these expenses. However, at the next regular EHSCG meeting, the President is responsible for reporting the expenses and the reasoning behind the decision to spend these funds to the membership.
 - (iii) In cases where disbursement of funds occur to pay for expenses not budgeted or that exceed approved budgeted amounts, the Treasurer will make proposed budget changes, as necessary, and submit them to the EHSCG membership for approval at the next regular EHSCG meeting.
 - (iv) The President and the Executive Committee may authorize the expenditure of funds in whatever amounts necessary to undertake a fundraising event and other off-budget activities when costs for said events will be subsequently reimbursed during the execution of the fundraising activity.

Section 4. Since the majority of the costs associated with the EHS Choral Program are not covered by County/Public funds, the Fundraising Committee, upon approval of the budget, will propose to the Executive Committee fundraising efforts to raise, to the extent possible, the necessary funds to underwrite the approved budget operating costs.

Section 5. Student Accounts

- (a) Upon approval of the budget and the estimated Student Participation Costs for each choral program activity, the Treasurer is responsible for establishing and maintaining an account standing for each EHS Choral Program student that includes:

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- (i) A beginning balance for returning choral program students; this balance will consist of any positive balance brought forward from the previous school year's account. For new choral program students, this balance will be zero (\$0.00).
 - (ii) Applicable Uniform fees for each chorus in which the student is a participant.
 - (iii) Direct Participation charges as incurred for payment by the EHSCG for expenses directly related to participation of activities, such as travel expenses, etc.
 - (iv) Credits for 90% of the value (or other pre-established amount) of the net proceeds realized by that student for participation in an EHSCG fundraising activity.
 - (v) Credits for the value of student/parent/guardian payments made into the individual account.
 - (vi) Current Balance standing based on adding the student's beginning balance, Uniform fees and Direct Participation charges and then subtracting credits gained through fundraising and/or payments.
- (b) The Treasurer is responsible for keeping parents/guardians/students informed of the status of student accounts. To achieve this, the Treasurer will e-mail student choral program account statements to parents/guardians as needed during the course of the school year. In addition, the Treasurer will be prepared to discuss student account standings at each regular EHSCG meeting.
- (c) To ensure that the approved EHSCG annual budgeted financial goals are met, parents/guardians of each Choral Program member will receive a written explanation of student uniform fees and participation costs and will be requested to agree in writing to pay the EHSCG for any part of their student's financial obligation that is not met through participation in fundraising activities. The Treasurer will maintain these written agreements on file.
- (d) Student Accounts will be maintained at a positive balance. If at any time participation expenses will exceed the balance in a student's account, that student is obligated to pay the necessary funds to meet the expense prior to participation.
- (e) In cases where a student exceeds his or her annual fundraising financial obligation, those funds in excess which have been paid into the student's account by the parent/guardian or student may be refunded or, for students returning to the EHS Choral program the following school year, held in the account to be used for Choral Program activities. At no time are funds raised through student fundraising activities authorized for disbursement to the student and or parent/guardian.

Section 6. All funds raised through EHSCG fundraising activities, or otherwise received by the organization, will be deposited by the Treasurer into an account at a financial institution under the organization's name and will be disbursed by the Treasurer only.

Section 7. The Treasurer is responsible for maintaining the EHSCG's financial records in a way that will be compatible with, and facilitate, the necessary and required reporting to the Internal

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Revenue Service in accordance with Section 501(c)(3) of the Internal Revenue Code. For reporting purposes, the EHSCG fiscal year will run from 1 July to 30 June.

Section 8. Upon the dissolution of the EHSCG, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal, State, or Local Government for public purposes.

Article IX. **AUDITING PROCEEDRES**

Section 1. An auditing committee or a professional auditor shall be selected by the Executive Committee prior to the end of the fiscal year. An auditing committee shall consist of no fewer than three (3) members and no one with signature authority shall sit on the auditing committee.

Section 2. The Treasurer shall submit the books to the auditing committee or the professional auditor at the end of the fiscal year. The audit report shall be submitted in writing to the Executive Committee prior to finalization of the proposed budget for the coming school year.

Section 3. If the Treasurer resigns before the completion of a full term in office, the Executive Committee shall select an auditing committee or a professional auditor within one (1) week of the resignation. The audit shall be performed with fiscal year end auditing procedures and shall be completed within three (3) weeks of the resignation. This audit shall not be performed in lieu of the year-end audit.

Section 4. The newly elected Treasurer shall not undertake any banking responsibilities of that office with the exception of depository duties, reconciliation of bank statements, change of signatory or other clerical duties not requiring signatory until the audit is presented to the Executive Committee.

Section 5. All audit reports shall be presented to the general membership for adoption. The fiscal year-end audit report shall be presented to the membership for adoption at the first general membership meeting held after the completion of the report.

Article X. **ADMENDMENTS AND CONFORMING RULES**

Section 1. Amendment to these EHSCG By-Laws may be proposed and discussed at any EHSCG regular meeting. Procedures for the adoption of proposed amendments will be in accordance with the following:

- (a) A motion to amend that is properly seconded will not be adopted until all the membership has been informed of the proposed change and a vote at the next scheduled EHSCG regular meeting is taken.
- (b) Informing the EHSCG membership of the proposed change will occur during the timeframe between the meeting in which the proposed change is motioned and 2 weeks prior to the next regular EHSCG meeting. The EHS Chorus website and/or by e-mail to the membership distribution list are the methods of informing the membership of the proposed change and voting date.

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- (c) After appropriate notice to the membership, the proposed amendment(s) will be discussed at the next regular EHSCG meeting and voted on by the voting members present (see Article III, Section 2). By unanimous consent, multiple amendments will be voted and considered en bloc. Adoption of an amendment(s) to the By Laws shall require a majority vote of approval.

Section 2. Operating or procedural rules otherwise in conformance with these By-Laws may be adopted at any time upon a motion, with a proper second, and an approval vote of the majority of voting members (see Article III, Section 2) at any regular EHSCG meeting.