

# Wakefield Crew Boosters, Inc. Bylaws

**Last Revised: 08-22-2020**

**Adopted: 08-25-2020**

## Article I - Name and Office

The name of the corporation is the *Wakefield Crew Boosters, Inc.*, hereinafter referred to as “the Corporation.” The registered office of the Corporation in the Commonwealth of Virginia shall be located in the county of Arlington.

## Article II – Purpose

The Corporation is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, to foster and sustain a crew program for students of Wakefield High School, Arlington, Virginia, and, as space permits, for eighth grade students of Wakefield feeder schools, in cooperation with the public school officials of Arlington County, Virginia.

## Article III – Membership

### SECTION 1. Classes of Members

The Corporation shall have two membership classes: “Standard Membership” and “Contributing Membership”:

Standard Membership – The parents or legal guardians of each student participant in the crew program at Wakefield High School who have agreed to support this Corporation, to abide by the bylaws, and who have paid the established annual membership dues for the current year, shall collectively hold one standard membership. All standard memberships in good standing shall have the right to one vote **when personally in attendance, or by written proxy**, on all matters coming before any annual or special meeting of members of the Corporation.

Contributing Membership – The board of directors or the president may offer and grant contributing memberships to individuals who volunteer to assist or otherwise support the Corporation and are not the parents or legal guardians of a student participant in the crew program at Wakefield High School. Contributing Memberships do not have any voting rights.

### SECTION 2. Dues

The amount and due date of the annual dues for membership shall be established and publicly announced by the board of directors at least 45 days prior to the specified due date.

### SECTION 3. Termination of Membership

Members that do not pay their annual dues by the due date shall be dropped from the membership roster. The right of a member to vote, and all other rights, privileges and interests of a member in or to the Corporation, its rights, privileges and property shall cease on the termination of membership.

#### SECTION 4. Suspension and Expulsion

For reasonable cause, membership may be suspended or terminated. Sufficient cause for such suspension or termination of membership shall be any violation of the bylaws or any rule or practice properly adopted by the Corporation or any other conduct prejudicial to the interests of the Corporation. Such suspension or expulsion shall be by two-thirds (2/3) vote of the board of directors, provided that a statement of the charges shall have been mailed by registered mail to the last recorded address of the representative of the membership at least 15 days before final action is taken. This statement shall be accompanied by a notice of the time and place of the meeting of the board of directors at which the charges shall be considered, and the representatives of the membership shall have the opportunity to appear in person or by his/her representative to present a defense to such charges before action is taken.

### **Article IV -Board of Directors**

#### SECTION 1. Powers

The business and affairs of the Corporation shall be managed by the board of directors. The board of directors shall consist of a minimum of 4 board members to include: president, vice president, treasurer, secretary. Only members holding standard memberships may serve on the board of directors. The board shall be elected annually for a term of one year or until their successors are elected, by a majority vote of the standard memberships represented in-person at the annual meeting of members, as set forth in Article VI and Article VII. The initial board of directors is named and appointed in the Articles of Incorporation.

#### SECTION 2. Legal Counsel

A legal counsel may be appointed to advise the board as necessary. The legal counsel need not be a member of the Corporation.

#### SECTION 3. Absenteeism

If a board member is absent from more than one-half of the scheduled board meetings during the year, the position of that board member may be declared vacant by a majority vote of the board.

#### SECTION 4. Vacancies

A vacancy in any board office may be filled by a majority vote of the board of directors for the unexpired portion of the term.

## **Article V - Duties of Officers**

### **SECTION 1. President**

The president shall be the principal operating officer of the Corporation and shall preside at all meetings of members of the Corporation and board of directors, and perform all duties usually appertaining to such an office. The president, with the approval of the board of directors, shall appoint all committees and may appoint assistants to the officers.

### **SECTION 2. Vice President**

The vice president of the board of directors shall assist the president and shall preside over the affairs of the Corporation in the absence of the president.

### **SECTION 3. Secretary**

The secretary shall keep the minutes of all meetings of members of the Corporation and the board of directors, conduct the correspondence of the Corporation, carefully preserve all books, documents, and papers pertaining to the office of secretary, shall deliver same to his or her successor in good condition, and perform such other duties as may be prescribed by the president and/or board of directors.

### **SECTION 4. Treasurer**

The treasurer shall: be responsible for the maintenance of the books of the Corporation; receive all dues; deposit all funds in the name of the Corporation in some depository satisfactory to the board of directors; disburse the funds of the Corporation upon the authorization and approval of the board of directors; submit an annual budget to the board and present a financial status report at all meetings of the board and general membership. He or she shall deliver to his or her successor, when duly qualified, all books, papers and monies pertaining to the office of treasurer.

## **Article VI - Meetings and Powers**

### **SECTION 1. Meetings**

A. Annual Meeting of Members. Annual meetings of the members of the Corporation shall be held in the fall and spring of the Corporation's fiscal year, as scheduled by the board. The secretary shall notify the representatives of the standard memberships in writing at least 10 days in advance, giving the time and place of the annual meeting. The directors of the Corporation shall be elected at the annual meeting of members in the spring.

B. Regular Meetings of Board. Regular meetings of the board of directors shall be held every month, beginning in September, unless a majority of the board of directors determines that a meeting is not required; provided, however, no more than two consecutive meetings may be postponed and no more than four in a single year. The schedule of meetings will be publicly announced reasonably in advance of the scheduled meetings. **A representative of standard memberships in good standing may**

**attend regular meetings. However, the Board may elect to meet in executive session when considering matters it deems to be of sensitive nature.**

C. Special Meetings. Special meetings of the members or the board of directors may be called by the president, by a majority of the board of directors or by written petition signed by 5 percent of the standard memberships or 5 standard memberships in good standing, whichever is greater. The representatives of each standard membership shall be notified of the time, place and purpose of such meeting.

D. Telephone/Video Meetings. Meetings of the board of directors may be conducted by telephone or other electronic means. **Additionally, annual and special meetings of members may also be conducted by telephone or video teleconference.**

## SECTION 2. Quorum

A quorum for transaction of business by the board shall consist of a majority of the number of members currently serving on the board of directors. A quorum for transaction of business by the members shall consist of **20%** of the number of members holding standard memberships.

## SECTION 3. Powers of Board

The board of directors shall have all powers set forth in the Virginia Non Stock Corporation Act, including, without limitation, the power to solicit and accept lawful contributions, gifts and donations from any and all persons, firms and corporations, in order to raise funds to be used exclusively for the purpose of the Corporation as set forth in Article II.

## SECTION 4. Presumption of Assent

A director of the Corporation who is present at a meeting of the board of directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless he or she shall vote against the action, or his or her dissent shall be entered in the minutes of the meeting, or unless he or she files written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the Corporation posted within three days after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

# **Article VII -Elections and Term of Office**

## SECTION 1. Nominating Committee

The president shall appoint a nominating committee composed of not less than three individuals representing memberships of the organization who shall submit to the president a slate of nominees for the board of directors not less than 20 days before the annual meeting of members. The secretary shall include the names of the nominees for the board of directors in the notice of the annual meeting sent to the representative of the standard memberships at least 10 days before the annual meeting.

## SECTION 2. Nominations

Nominations may be made from the floor at the annual meeting.

## SECTION 3. Eligibility

Only standard memberships in good standing may vote.

## SECTION 4. Voting

Those candidates receiving the highest number of votes of those standard memberships represented in-person at the spring annual meeting will be elected to the board of directors. If any representative of any standard membership submits to the president a request for a written ballot at least 10 days prior to the date of election, votes shall be recorded on written ballots. The secretary will record all votes of the standard membership and certify the results of the election. Each standard membership has one vote. Votes are cast by the representative of the standard membership.

## SECTION 5. Term of Office

The term of office for each member of the board shall commence immediately upon the close of the spring annual meeting at which he or she is elected and shall continue until his or her successor shall be elected and qualify, or until his or her death, resignation or removal.

# **Article VIII - Contracts, Loans, Deposits and Gifts**

## SECTION 1. Contracts

The board of directors may authorize any board member, officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. Notwithstanding the foregoing, board member, no officer or designated agent of the Corporation shall execute a contract or incur any other obligation requiring an expenditure expected to exceed 5 percent of the approved annual budget of the Corporation without specific prior authorization of the board of directors.

## SECTION 2. Loans

No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a written resolution of the board of directors. Such authority may be general or confined to specific instances.

## SECTION 3. Checks, Drafts, Etc.

Any checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such board member, 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 of directors.

## SECTION 4. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board of directors may select.

#### SECTION 5. Gifts

The board of directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

### **Article IX - Fiscal Year**

The fiscal year of the Corporation shall end on the last day of July and begin on the first day of August each calendar year.

### **Article X – Auditing**

The Corporation will keep correct and complete books and records of accounts. All books and records of the Corporation may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time. At the board's request, the books and records of the Corporation may be reviewed or audited by a certified public accountant. The resulting report and any management comments shall be submitted to the board.

### **Article XI - Waiver of Notice**

Whenever any notice is required to be given under the provisions of these bylaws or under the provisions of the Articles of Incorporation or under the provisions of applicable not-for-profit corporate law of the Commonwealth of Virginia, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **Article XII Prohibited Activities**

SECTION 1. No Inurement. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation of the Corporation.

SECTION 2. No Lobbying. 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

SECTION 3. Other Prohibitions. Notwithstanding any other provision of these by laws 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 or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

### **Article XIII – Distribution of Assets Upon Dissolution**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, or for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

### **Article XIV - Amendments**

Proposed amendments to these bylaws of the Corporation shall be submitted in writing to the board or to the standard memberships in good standing at least 10 days before the meeting at which they are to be voted on. The affirmative vote of two-thirds of members of the board, or two thirds of the votes cast by standard memberships shall be necessary to approve amendments.

### **Article XV - Rules**

The order of business may be altered or suspended at any meeting by a majority vote of the standard memberships present. Each decision-making body will establish rules of order to ensure that business is conducted in an orderly and consistent manner. All rules established are subject to the laws of the Commonwealth of Virginia, the Articles of Incorporation and these bylaws.