

FVHS FRIENDS OF THE CHORUS, INC.  
BYLAWS

ARTICLE I - NAME

The name of the corporation shall be FVHS FRIENDS OF THE CHORUS, INC., (FRIENDS)

ARTICLE II - PURPOSE

Section 1: The FRIENDS is a voluntary, non-profit corporation composed of persons who have an interest in promoting and maintaining, an enthusiastic, quality chorus program at the Fuquay-Varina High School.

Section 2: To lend all possible support, both moral and financial, to the chorus program at the Fuquay-Varina High School.

Section 3: To cooperate with the chorus directors, the school administrators and the Wake County School Board.

Section 4: To build and maintain an organization which will promote the Fuquay-Varina High School Chorus to achieve the utmost in quality.

ARTICLE III - MEMBERSHIP

The membership shall consist of anyone interested in the progress and development of choral music within Fuquay-Varina High School. Parents and guardians of chorus members are automatically considered active members.

ARTICLE IV- MEETINGS

Section 1: All meetings will be governed by Roberts Rules of Order.

Section 2: FRIENDS Board of Directors shall meet, at a minimum, once each month of the school year.

Section 3: General membership meetings shall be called as needed by the FRIENDS Board of Directors.

Section 4: Notice of General meetings shall be given by one of: a) written notice delivered to all chorus students, b) email or c) automated or live telephone announcement at least 14 days prior to meeting date. Meetings of the FRIENDS Board of Directors may be called by the President or Vice-President and reasonable notice to state date and place shall be given to all Board members.

Section 5: Quorum shall not be required for votes at duly announced General Meetings. Quorum for meetings of the FRIENDS Board of Directors shall be one-half (1/2) of the

duly elected members of the board.

Section 6: The President shall act as chairman for all General, Board and Executive Committee meetings. In the event that the President is not available to act or that the issue concerned is not an appropriate issue for the President to act, the Vice-president shall act as chairman. In the event that the President and Vice-President are not able to act, a chairman may be appointed from the floor.

## ARTICLE V - OFFICERS

Section 1: The officers of the FRIENDS shall be President, Vice-President, Secretary, and Treasurer. These office positions may be shared by co-officers. In the event that co-officers are adult members of the same household, such co-officers shall not result in a reduction of the number of Members-at-large as required under Article VI, Section 2, h.

Section 2: The duties of the President shall be to carry out the business of the FRIENDS as reflected in the minutes and to represent the FRIENDS to the chorus, school, school board and community. The President shall chair all meetings.

Section 3: The duties of the Vice-President shall be to support the President and to step into his shoes in the event he is unavailable or unable to carry out his duties.

Section 4: The duties of the Secretary shall be to maintain accurate records of all meetings and correspondence.

Section 5: The duties of the Treasurer shall be to maintain accurate financial records and to assist in preparation of the annual budget and audit. The Treasurer shall have signing authority on all bank accounts along with a second signing to be named each year at the first meeting of the new Board of Directors. Two signature shall not be required on any one transaction.

Section 6: The month for election of officers and at-large board members shall be in March in order to allow time for the newly elected board to appoint committees and take over responsibilities before summer vacation.

Section 6.1: Newly elected Board members will attend the April Board meeting. The Board will formerly transition at the May Board meeting. The term of the Board of Directors shall be from June 1 through May 31.

Section 7: Any officer elected may be removed from office by the Board of Directors whenever in its judgement, the best interest of the FRIENDS would be served thereby. A simple majority of Board members is required for removal.

Section 8: Any officer of FRIENDS must be the parent or guardian of a student active in the Fuquay-Varina Chorus Program.

Section 9: The Executive Committee shall consist of the officers specified in Section I of

Article V provided that co-officers shall be represented by only one. The Fuquay-Varina Chorus Director is also a member of the Executive Committee.

## ARTICLE VI- BOARD OF DIRECTORS

Section 1: The Board of Directors shall be the governing body of the FRIENDS with powers to carry out the objectives of the organization.

Section 2: The Board of Directors shall consist of nine (9) elected members and two (2) non-elected member, each having an equal vote in the business of the FRIENDS.

- a. The President, by virtue of his office, shall serve as a director.
- b. The Vice President, by virtue of his office, shall serve as a director.
- c. The Secretary, by virtue of his office, shall serve as a director.
- d. The Treasurer, by virtue of his office, shall serve as a director.
- e. The Chorus Directors of Fuquay-Varina High School, by virtue of their office, shall serve as directors.
- f. A Student Representative of the Fuquay-Varina High School Chorus, by virtue of his office, shall serve as a director.
- g. The following shall be ex-officio members of the Board of Directors:
  - 1) Immediate past-president of FRIENDS
  - 2) Principal of Fuquay-Varina High School
- h. Remaining three (3) at-large members will be elected from the general membership. In the event there are co-officer positions as described in Section 1 of Article V, the at-large positions will be reduced by the number of co-officer positions to maintain a total of nine (9) elected directors with the exception of co-officers who are both adult members of the same household as described in Section 1 of Article V.
- i. Each director shall have one (1) vote on the items of business presented to the FRIENDS with the exception of co-officers who are both adult members of the same household in which case such co-officer shall have one combined vote. Proxy votes may be used by any director provided that the proxy is given in writing and pertains to a specific vote and date. General proxies for multiple votes and dates may not be used.
- j. Election of Officers and Board of Directors shall be held during March of each year. Officers and Directors shall serve one-year terms. Any eligible Officer or Director can be re-elected to more than one consecutive term of office.
- k. Vacancies on the Board of Directors shall be filled by the Board by a simple majority vote of the Board members.

Section 3: The officers and at-large Board members shall be nominated according to the following procedures:

- a. The Nominating Committee shall consist of the outgoing president who shall act as Chairperson and shall select three other current Board Members to serve with him for a total of four members. If, for any reason, the outgoing president is

unable to serve, the Board shall, by simple majority vote, select another Board member to act as Chairperson.

b. The Nominating Committee shall present its proposed slate of officers and at-large members at the General Membership meeting in February, being one month prior to election.

c. Any member of the FRIENDS wishing to nominate an individual not on the Nominating Committee's slate shall notify the Chairman of his intent to do so after confirming with that individual nominated that he is willing to serve in said capacity.

d. The Nominating Committee will conduct the election of officers and at-large board members at the General Membership meeting in March. The Nominating Committee shall present its slate of officers and at-large members and entertain nominations from the floor prior to the election of officers.

e. Election shall be by simple majority by show of hands. A roll call or private ballot vote may be requested provided that such a request is made immediately following the vote in question.

## ARTICLE VII - BUDGET

Section 1: A proposed budget for the next fiscal year shall be prepared by February of the current fiscal year by the Executive Committee of the current Board of Directors.

Section 2: The budget proposed by the Executive Committee shall be presented to the full Board of Directors by March and shall be approved by a two-thirds (2/3) majority of the total board. The proposed budget shall be presented to the general membership by the March general meeting.

Section 3. The proposed budget as approved by the Board of Directors shall be presented at the General Membership meeting by April for discussion and vote. The proposed budget shall be approved by a two-thirds (2/3) majority of the members present at the meeting.

## ARTICLE VIII- MINUTES, RECORDS AND FISCAL YEAR

Section 1: Minutes of all meetings shall be recorded and presented at the next meeting. The Secretary shall have custody of the minutes.

Section 2: The Treasurer shall maintain books of all financial affairs of the organization, recording all receipts and expenditures. A monthly written report shall be distributed to all members present at the regular monthly meetings of the Board and incorporated into the minutes. On or before May 31 of each year, the Treasurer shall file a written report of the year's financial transactions. This report shall be entered or placed in the minutes book. An annual audit shall be made at the end of each fiscal year.

Section 3: The fiscal year is July 1 through June 30.

Section 4: All Officers and Board members shall surrender all FRIENDS records at the end of his term of office to his elected successor.

#### ARTICLE IX - AMENDMENTS TO THE BYLAWS

Section 1: Amendments to the bylaws may be presented to the Board of Directors by any member of the FRIENDS and will be presented at the next regularly scheduled Board meeting. Any action on amendments will be taken at a subsequent Board meeting.

Section 2: The Board of Directors will present the proposed amendments at a general FRIENDS membership meeting. A vote of two thirds (2/3) of the members present at the next general FRIENDS meeting will be required to enact any amendment of the bylaws.

#### ARTICLE X - DISSOLUTION

Section 1: The FRIENDS can be dissolved or disbanded by a two-thirds (2/3) vote of the Board of Directors.

Section 2: In the event the corporation is dissolved, no director or officer of the corporation (or any other private person) shall, at any time, receive any of the principal, earnings or profit from the corporation; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Section 3: Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to a suitable corporation qualifying for recognition of exemption under section 501(c)(3) of the Internal Revenue Code, for the benefit of the chorus program at Fuquay-Varina High School, but if such program is not in existence or if, for any reason, such distribution cannot be made, the distribution shall be made exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organization under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court 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.