

ARTICLES OF INCORPORATION  
OF  
WEST POTOMAC BAND PATRONS ORGANIZATION

The undersigned hereby intends to form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia and to that end sets forth the following:

1. The name of the corporation is the WEST POTOMAC BAND PATRONS ORGANIZATION.
2. The corporation will have more than one class of member. The class, how they are selected, their voting rights and the qualifications of each class are set forth in the Constitution and Bylaws.
3. The directors are to be elected and appointed as outlined in the Constitution and Bylaws.
4. The post office address of the initial registered office, including street and number is: West Potomac Band Patrons Organization, West Potomac High School, Attention: BPO President, 6500 Quander Road, Alexandria, Virginia 22307.
5. The registered office is located in the county of Fairfax, Virginia.
6. The name of the initial registered agent is Larry Icenogle who is a director of the corporation.
7. The names and addresses of the directors are as follows:

President: Larry Icenogle, [REDACTED]

Vice President: Vaughn Paddock, [REDACTED]

Treasurer: Jack Misura, [REDACTED]

Recording Secretary: Jone Cook, [REDACTED]

Corresponding Secretary: Judith Houlgate, [REDACTED]

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Robert F. Carr

Incorporator

Mailed May 7, 1987 with two money orders

04-730,591,807 for \$70.00 and 04-730,591,808 for \$12.00.

CONSTITUTION AND BYLAWS OF THE  
WEST POTOMAC BAND PATRONS ORGANIZATION  
Revised June 1997

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ARTICLE I - NAME OF THE CORPORATION

This corporation shall be known as the WEST POTOMAC BAND PATRONS ORGANIZATION.

ARTICLE II - PURPOSE OF THE ORGANIZATION

The West Potomac Band Patrons Organization, recognizing that music is a vital part of the educational process in the secondary schools of America, pledges to assist the band department of West Potomac High School and individual students to achieve high standards of musical excellence that reflect the traditions of West Potomac High School.

Section 1: The West Potomac Band Patrons Organization is organized exclusively for charitable and educational purposes, that is the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue Law.

Section 2: No part of the net earnings of the organization shall be distributable to its members, directors, officers, or other private persons, except that the organization 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 Article I above.

Section 3: No member shall represent the organization in any political campaign on behalf of any candidate for public office.

Section 4: Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue Law, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III - MEMBERSHIP

This organization shall function in cooperation with the administrative officials of the school, the school's faculty, the student body, and the Parent Teacher Student Association. Membership shall be open to all persons whose interest is to further the purpose of this organization.

Section 1: Active membership in this organization shall be open to any parent or guardian of a West Potomac High School student who is active in the overall band program.

Section 2: Associate membership may be granted to any other person whose interest is to assist in projects and efforts that further the purpose of the organization. Associate members shall not be allowed to vote or be elected to office.

#### ARTICLE IV - BOARD

The board shall be comprised of the duly elected officers of the organization, chairmen of the standing committees, and the director of the West Potomac High School Band.

Section 1: The board shall conduct the routine business of the organization.

Section 2: Members of the board shall act only in an official capacity as committee members and shall not take any action or assume any responsibility for the West Potomac Band Patrons Organization as individuals.

Section 3: The board shall make an annual report to the general membership that will include but not be limited to a brief account of its activities and committee recommendations for the future.

#### ARTICLE V - ELECTION OF THE EXECUTIVE COMMITTEE

Elected officers of the organization, also known as the executive committee, shall be the president, vice president, secretary, treasurer, and student accounts manager. These elected members shall be the directors of the organization.

Section 1: At the board meeting in March, the nominations of candidates for office in the organization shall be presented by the nominating committee (the chairman of which shall be an active member appointed by the president) for approval by the board.

Section 2: At the general membership meeting in the spring, the nominations of candidates for office in the organization shall be presented by the nominating committee. Additional nominations may be made from the floor and election of officers will be by a majority vote of active members present.

Section 3: Officers will be elected for one full calendar year with terms of office commencing on July 1 of the year in which they were elected and ending on June 30 of the following year. The number of terms of each elected officer shall be set by the current board.

## ARTICLE VI - DUTIES OF THE EXECUTIVE COMMITTEE

Section 1: The president of the organization shall preside at all meetings and shall be an ex-officio member of all committees except the nominating committee.

Section 2: The vice president shall assume the duties of the president when the latter is absent and shall oversee the standing committees involved in fund-raising projects.

Section 3: The secretary shall maintain the record of bylaws, record the minutes of each meeting, and conduct all correspondence for the organization.

Section 4: The treasurer shall have charge of all receipts and disbursements of the organization, maintaining a record thereof that is always current and available for inspection, shall work with the budget committee to prepare the budget for approval of the general membership, and shall make a financial report at each board meeting. The treasurer's books shall be audited prior to the transfer to the incoming treasurer or annually if reelected.

## ARTICLE VII - STANDING COMMITTEES

The standing committees necessary for the function of the organization shall be determined annually by the executive committee.

Section 1: The chairman of each standing committee is a member of the board.

Section 2: Each standing committee shall report to the executive committee upon all matters referred to it and such reports will become part of the executive committee's records.

## ARTICLE VIII - MEETINGS

Section 1: The board shall normally meet at the call of the president with no fewer than eight meetings during the school year.

Section 2: General membership meetings shall be at the call of the president and/or the executive committee with no fewer than two general membership meetings held during the year.

Section 3: The president or the executive committee shall notify all active and associate members in writing of the time and place of the general membership meetings.

Section 4: Committee meetings shall be at the call of the committee chairman who shall make a record of such meetings as part of the normal report of activities.

Section 5: The members present shall constitute a quorum for board meetings, general membership meetings, and committee meetings.

## ARTICLE IX - FINANCES

The West Potomac Band Patrons Organization's finances will be budgeted and controlled as provided in this Article.

Section 1: A budget committee shall be appointed consisting of at least one member with the treasurer and band director as ex-officio members. This committee is responsible for the preparation and periodic review of the budget and making recommendations to the executive committee and the general membership regarding changes to the budget during the budget fiscal year. A balanced budget will be submitted at the general membership in the fall for approval.

Section 2: Funds raised solely by the West Potomac Band Patrons Organization or through the cooperative efforts of the organization and the band students will be deposited in the organization's name. These funds will not be disbursed without prior consent of the Band Patrons Organization except as cited in Section 3 of this Article. Membership approval of the finance committee's proposed budget is considered consent for fund disbursement.

Section 3: The president and/or band director is/are permitted to disburse funds for items in excess of the approved budget provided the individual expenditure does not exceed \$1,000. Similarly, the president and/or band director is/are permitted to disburse funds not budgeted provided the individual expenditure does not exceed \$1,000. The executive committee may approve expenditures not budgeted or in excess of the budget to a maximum of \$10,000. Such expenditures will be reported at the next scheduled meeting of the West Potomac Band Patrons Organization.

## ARTICLE X - CONCESSION STAND

The outdoor concession stand was built by the band patrons on school property and thus belongs to the Fairfax County Public School System. All rules and regulations governing school property apply to the concession stand. By agreement with the West Potomac High School principal, the outdoor concession stand may be operated during the football season solely by the band patrons as a means to generate funds for the band activities. Other organizations may use the facility during other times of the year. These other organizations will not have access to the locked back room of the concession stand which is used for storage of equipment and supplies purchased by the band patrons. Keys to the facility are kept by the student activities director, the band director, the band president, and the chairman of the concession committee.

## ARTICLE XI - DISSOLUTION OF THE WEST POTOMAC BAND PATRONS ORGANIZATION

Upon dissolution of the West Potomac Band Patrons Organization, the executive committee shall, after paying or making provision for the payment of the liabilities of the organization, dispose of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Law, as the directors shall determine. Any such assets not so disposed of, shall be disposed of by the Court of Common Pleas of the County of Fairfax, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

Changes to the school structure (e.g. boundary changes or divisions) will require the organization's liquid assets to be equitably distributed to the recipient non-profit band organizations based on the prorated appointment of the student band program participants.

## ARTICLE XII - AMENDING THE BYLAWS

The bylaws may be amended by a majority vote of members present at a general membership meeting of the organization provided that the proposed amendment be given at a previous meeting or notified by communications to the general membership at least two weeks prior to the meeting.