

THIRD AMENDED AND RESTATED BYLAWS OF THE W. T. WOODSON CHORAL BOOSTERS, INC.

THESE THIRD AMENDED AND RESTATED BYLAWS of the W. T. Woodson Choral Boosters, Inc. (“Choral Boosters”) are made on November 8, 2023, by Choral Boosters.

RECITALS

Choral Boosters was formed as a Virginia non-stock Choral Boosters pursuant to the Articles of Incorporation of W. T. Woodson Choral Boosters, Inc. and the Certificate of Incorporation issued by the Commonwealth of Virginia State Choral Boosters Commission on November 2, 1998; and

The Choral Boosters’ officers want to rescind the current Amended and Restated Bylaws and, in their place, adopt and enact this set of Second Amended and Restated Bylaws, consistent with the Articles of Incorporation, which provide a solid framework and structure for the composition and operation of Choral Boosters.

Accordingly, the Amended and Restated Bylaws previously adopted are rescinded in their entirety and these Third Amended and Restated Bylaws are adopted and substituted for Choral Boosters.

ARTICLE I: NAME AND PURPOSE

The formal name of the Choral Boosters is W. T. Woodson Choral Boosters, Inc. Choral Boosters shall operate as a charitable, non-profit, nonpartisan, nonsectarian, organization qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code. Choral Boosters’ purpose shall be to support and promote the educational program of choral music at the W. T. Woodson High School by organizing and conducting fund-raising for the W.T. Woodson High School choral program and providing financial support for the benefit of the students participating in the choral program. Choral Boosters’ Members are all parents and guardians of students in the W. T. Woodson High School choral program and any other person who has made a financial or other contribution to that choral program and desires membership.

ARTICLE II: MEMBERS

Section 1. Membership. Choral Boosters shall have one class of membership as set forth above, in Article 1.

Section 2. Place of Meetings. Member meetings shall be held at the principal office of Choral Boosters or at such other suitable place convenient to the Members as may be designated by the Board of Directors (“Board”).

Section 3. Annual Meetings. Regular annual Membership meetings shall be set by the Board during May of each year or on such other date and time as set by the Board.

Section 4. Special Meetings. The President may call special Membership meetings. In addition, the President must call a special Membership meeting if directed by resolution of a majority of a quorum of the Board or upon a petition signed by Members representing at least fifty percent of the total votes. The notice of any special meeting shall state the date, time, and place of such meeting and the purpose thereof. No business shall be transacted at a special meeting except as stated in the notice.

Section 5. Notice of Meetings. Written or printed notice stating the place, day, and hour of any Membership meeting shall be delivered, either personally, by mail, or by e-mail to each Member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President or the Secretary or the officers or persons calling the meeting.

If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on Choral Boosters' records, with postage thereon prepaid.

Section 6. Waiver of Notice. Waiver of notice of a Membership meeting shall be deemed the equivalent of proper notice. Any Member may, in writing, waive notice of any Membership meeting, either before or after such meeting. Attendance at a meeting by a Member shall be deemed waiver by such Member of notice of the time, date, and place thereof, unless such Member specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting shall also be deemed a waiver of notice of all business transacted at the meeting unless objection to the calling or convening of the meeting, of which proper notice was not given, is raised before the business is put to a vote.

Section 7. Voting. Every Choral Boosters Member is entitled to one vote. Except for removal of an officer or Director, which is discussed below, all voting shall be done by a plurality vote of the Members voting in person, by proxy, by email, or by other electronic voting system approved by the Board.

Section 8. Proxies. Any Member entitled to vote may do so by written proxy executed by the Member, setting forth the meeting at which the proxy is valid. To be valid, a proxy must be filed with the Secretary before the opening of the meeting for which it is to be used and must be dated. No proxy shall be revocable except by written notice delivered to Choral Boosters. A proxy shall be automatically revoked if the Member who has given such proxy attends the meeting at which the vote is called.

Section 9. Majority. As used in these Bylaws, the term "majority" shall mean those votes, owners, or other group as the context may indicate totaling more than fifty percent of the total number.

Section 10. Quorum. Except as otherwise provided in these Bylaws, the presence in person or by proxy of five percent of the Members shall constitute a quorum at all meetings of Choral Boosters.

Section 11. Conduct of Meetings. The President shall preside over all meetings of Choral Boosters, and the Secretary shall keep the minutes of the meeting, record in a minute book all resolutions adopted at the meeting, and keep a record of all transactions occurring at the meeting.

ARTICLE III: BOARD OF DIRECTORS

A. Number. All the affairs of Choral Boosters shall be managed by a Board to consist of no less than three and no greater than nine Directors, all of whom shall have an equal vote. The Choral Director may not serve as one of the Directors on the Board. All Directors must be the parents or guardians of currently enrolled students participating in the W. T. Woodson choral program; provided, however, that if an insufficient number of such persons are able or willing to serve as Directors, other Members may be eligible for election to the Board.

B. Term. The Board shall serve for a term of one year, from July 15 to June 30 of the following year.

C. Board Officers Number and Election. The principal officers of Choral Boosters shall be the President, Vice President, Treasurer and Secretary, all of whom shall be members of the Board. If, for any reason, only three Directors comprise the Board, the officers shall consist of a President, Treasurer and Secretary, and there shall be no Vice President. The Board may also create and appoint such other officers as it deems necessary and appropriate.

D. Board Officer Duties.

1. President. The President shall preside at all Board meetings; shall have general management and control of the business and affairs of Choral Boosters; shall consult with the Choral Director as to the needs of the Choral Program and the students participating in the Choral Program and relate such information to the Board; and shall perform such other duties as the Board may request.

2. Vice President. The Vice President shall, in the President's absence or disability, exercise the President's powers and perform the President's duties and shall generally assist the President and exercise such other powers and perform such other duties as shall be prescribed by the President or the Board.

3. Treasurer. The Treasurer shall safeguard the funds of Choral Boosters and make deposits in such bank or trust company as shall be designated by the Board or the President; shall maintain all financial records of Choral Boosters, including all bank statements, and all correspondence and material pertaining to the Choral Boosters' section 501 (c)(3) tax exempt status; shall make expenditures where approved by the Board; shall obtain and maintain receipts for all expenditures made; shall prepare and give receipts for all income received, where appropriate, and maintain any copies thereof; shall enter regularly in Choral Boosters' books to be kept for that purpose, full, accurate and itemized lists and accounts of all income and monies received and all expenditures and monies paid out by them on Choral Boosters' account in the name of Choral Boosters; shall report to the Board on Choral Boosters' current financial status at each Board meeting as requested by the Board; shall be responsible for preparing an initial annual budget in consultation with the Board, which shall be voted on by the Board; shall obtain and provide to the Board information regarding professional accounting firms so that the Board may select and employ a professional accountant to perform certain services for Choral Boosters. The Treasurer shall ensure that the professional accountant performs an audit of the Choral Boosters' books and file and the annual tax returns for Choral Boosters and shall request the professional accountant to perform other services necessary to preserve Choral Boosters' financial health and to preserve its section 501(c)(3) tax exempt status with the Internal Revenue Service. The Treasurer shall ensure that the Choral Boosters completes and submits all annual reports, filings and registration fees necessary to maintain its active status with the Commonwealth of Virginia. The Treasurer shall perform such other duties as the President or the Board may request.

4. Secretary. The Secretary shall record and keep the minutes of all the regular and special meetings; maintain the names and addresses of the Board; give notice to the Directors and officers of meetings as directed by the Board; tally all votes during elections and keep records thereof, maintain the Bylaws and Articles of Incorporation and such other books and papers of Choral Boosters as the Board may direct; and shall perform such other duties as the President or Board may request.

E. Meetings. The Board shall hold regularly scheduled meetings at such dates and places as may be determined by the Boards. Special meetings may also be called by the President or by the written request of any three Directors of the Board. Board meetings will be conducted in accordance with Roberts' Rules of Order. Meetings may not be conducted by e-mail; however, the Board may communicate by email to narrow and resolve any issues for which a full in-person meeting is not deemed necessary by the Board. Substantive discussions and decisions must be conducted and made at meetings and not by e-mail.

F. Quorum. The presence of a majority of the Directors currently serving on the Board at a regular or special meeting shall constitute a quorum sufficient to conduct business at the meeting. If a quorum is not present, the meeting shall be rescheduled with notice given to the Directors of the date and time of the new meeting.

G. Elections. The Board shall be elected annually at the May Member meeting, by a plurality vote of those Members present, in person, by proxy, by email, or other electronic voting system as the Board approves, at the meeting. Before the April Member meeting, the Board will appoint a nominating committee to submit a slate of at least one nominee, with the nominee's consent, for election to each Director's position which will be open at that annual May Membership meeting. The slate of nominees will be presented to the Members at the April meeting for review. Nominees from the floor will also be accepted, with each nominee's express consent, at either the April or May meeting.

H. Vacancies and Removals. In the event of a resignation or vacancy on the Board during the year, the Board may elect a replacement to fill the vacancy or may decide to allow the vacancy to remain. A Director or officer may be removed by majority vote of the Directors present at a meeting called for the purpose of removing such Director or officer. A meeting notice shall be distributed to all Directors and officers that states that the purpose of the meeting is removal of the Director or officer.

I. Voting for Removal of an Officer or Director. Voting for removal of an officer or Director shall be done in person at a meeting by written or oral vote as may be determined by the Board of Directors; no votes shall be made by proxy or otherwise in lieu of the person's actual presence at a meeting.

J. Conduct of the Board. All Directors and officers shall discharge their duties as Director or officer in accordance with their good faith judgment of Choral Boosters' best interests.

K. Limitation on Liability and Indemnification of Directors and Officers. Pursuant to Section 13.1-870.1 of the Virginia Code, Directors and officers of the Choral Boosters shall not be liable for damages in any proceeding against Choral Boosters, unless the Director or officer engaged in willful misconduct or knowing violation of the criminal law. Except in the case of willful misconduct or criminal violation, Choral Boosters shall indemnify every officer and Director of the Choral Boosters against any expenses, including counsel fees, reasonably incurred by or imposed upon any officer or Director in connection with any action, suit or other proceeding (including settlement of any suit or proceeding if approved by the Board of Choral Boosters) to which they may be a party by reason of being or having been an officer or Director of Choral Boosters whether or not such person is an officer or Director at the time such expenses are incurred. The officers and Directors of Choral Boosters shall not be liable for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The officers and Directors of Choral Boosters shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of Choral Boosters and Choral Boosters shall indemnify and forever hold each such officer and Director free and harmless against all liabilities to others on account of any such contract or commitment. Any right to indemnification provided herein shall not be exclusive of any other rights to which any

officer or Director of Choral Boosters, or former officer or Director of Choral Boosters may be entitled.

ARTICLE IV: OPERATION OF THE CHORAL BOOSTERS

A. Annual Budget. The Board shall discuss and adopt an annual budget which has been initially prepared by the Treasurer in consultation with the Board.

B. Annual Audit. An audit shall be conducted by a professional accountant every other year before June 30. The Board shall review the audit and all other financial reports maintained by the Treasurer.

C. Tax Exempt Status. A professional accountant shall be consulted each year by the Board to determine if it is necessary to file a tax return, pursuant to the Choral Boosters' section 501 (cX3) tax exempt status with the Internal Revenue Service, and to determine whether any other action is necessary to preserve Choral Boosters' financial health and section 501(c)(3) status. Choral Boosters shall not be involved in any political activities or any attempt to influence legislation or to promote the election of any candidates for political office.

D. Finances and Funds. The Board shall discuss, determine, and adopt all fundraising activities and procedures related thereto, and shall discuss, determine, and adopt all procedures for making and approving expenditures of Choral Boosters. Any income or funds of Choral Boosters shall be deposited in such bank: or trust company, and checks drawn against such funds shall be signed in such manner, as determined from time to time by the Board.

E. Execution of Contracts. The President and the Treasurer shall jointly execute all contracts in Choral Boosters' name, after consultation with the Board.

F. Notice. Any notice required to be given by these Bylaws may be given by mailing, first class mail, or by emailing the notice to the person entitled to notice at their address as provided by them to Choral Boosters. Any notice required by these Bylaws may be waived by the person entitled to such notice.

ARTICLE V: AMENDMENTS TO BYLAWS

These Second Amended and Restated Bylaws may be amended, from time to time, by a two-thirds affirmative vote of the votes cast by Members present at a meeting, in person, by proxy, by email, or other electronic voting system approved by the Board; provided that thirty days before, notice of the proposed amendments and the proposed meeting date have been provided to all Members.

ARTICLE VI: DISSOLUTION OF CHORAL BOOSTERS

The Board may voluntarily dissolve Choral Boosters by a vote of the majority of all the Directors. Upon dissolution, the Board shall ensure that all liabilities of Choral Boosters are fully

paid, and that any remaining assets are donated to an appropriate charitable or educational organization as the Board may determine. Upon dissolution, the Secretary of Choral Boosters shall file articles of dissolution and articles of termination with the Commonwealth of Virginia and the Treasurer shall notify the Internal Revenue Service.

IN WITNESS WHERE OF, the Board of Choral Booster has caused these Bylaws to be executed in its name on behalf of Choral Boosters on November 8, 2023.

President

CERTIFICATION

I, the undersigned, do hereby certify:

I am the duly elected and acting President of W.T. Woodson Choral Boosters, Inc., a Virginia non-stock corporation. In witness whereof, I have here unto subscribed my name on March 11, 2024 to confirm adoption of these by-laws by vote by the W.T. Woodson Choral Boosters on November 8, 2023.

This person is known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument and acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

My Commission Expires:

Secretary

CERTIFICATION

I, the undersigned, do hereby certify:

I am the duly elected and acting Secretary of W.T. Woodson Choral Boosters, Inc., a Virginia non-stock corporation. In witness whereof, I have here unto subscribed my name on March 11, 2024 to confirm adoption of these by-laws by vote by the W.T. Woodson Choral Boosters on November 8, 2023.

This person is known to me (or satisfactorily proven) to be the person whose name is subscribed to the foregoing instrument and acknowledged that he/she executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Notary Public

My Commission Expires: