

# **SARATOGA MUSIC BOOSTERS**

Bylaws of Saratoga Music Boosters, a California Non-Profit Public Benefit Tax Exempt Corporation Revision adopted May 26, 2020

## ***Article I: Name and Purpose***

### **Section A:**

The name of this corporation is and shall be Saratoga Music Boosters, also known as SMB, located in the City of Saratoga, County of Santa Clara, State of California.

### **Section B:**

This corporation is a non-profit, tax-exempt, public benefit corporation organized exclusively for the charitable scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code.

### **Section C.**

The purpose of Saratoga Music Boosters is to promote and encourage community support of the music programs of Saratoga High School (SHS) and the Saratoga Union School District (SUSD) with the following objectives:

- 1) To provide financial support for the music programs
- 2) To provide volunteer assistance to the music programs
- 3) To provide support to students, staff and members

The music programs include, but are not limited to, instrumental, vocal and guard programs.

## ***Article II: Donors***

### **Section A:**

SMB is open to any individual or family who donates.

### **Section B:**

Donors to SMB are not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

### ***Article III: General Meetings***

#### **Section A:**

Meetings shall be held at such regular time as designated at the May or June board meeting. Annual and semi-annual meetings are required.

#### **Section B:**

The annual meeting will be held in May or June for the election of officers. The semi-annual meeting will be held in November. The agenda for the semi-annual meeting will include the Financial Report, Auditor's Report for the previous fiscal year and formal budget approval.

### ***Article IV: Special Meetings***

#### **Section A:**

A special meeting may be called by the President or majority of the board. All SMB board members must be notified electronically of the general nature of the matters that will be acted upon in a special meeting, no less than 48 hours, nor more than 90 days, in advance of the meeting. A quorum for a special meeting shall consist of those present, including at least 3 elected officers.

### ***Article V: Voting***

#### **Section A:**

A simple majority of those present and entitled to vote, including at least three elected officers shall be required for binding action at any regular or special meeting. Each board member shall be entitled to one (1) vote. The Saratoga High School's Music Directors and Associate Directors and the Saratoga Union School District Music Directors shall be entitled to vote. \*

#### **Section B:**

The meeting in May or June shall be the annual election meeting at which time officers shall be elected. At least fifteen (15) days prior notice of the annual election meeting must be given. This notice shall contain the names of all nominees for office as designated by the nominating committee.

## **Article VI: Officers**

### **Section A:**

The elected officers shall be President, Vice President-Donations, Recording Secretary, Parliamentarian and Treasurer. The President shall appoint the Database Manager and Auditor. Each of these Board positions may be filled by one or two individuals. The Executive Board consists of the elected officers, Database Manager and Auditor.

### **Section B:**

Each officer shall have contributed for the year in which elected to serve. Spouses may not have check-signing authority at the same time. Employees of LGSUHSD or SUSD cannot serve as officers.

### **Section C:**

Officers and board at large will be elected for one-year terms. The term of the office begins on July 1 and runs through June 30 of the following year. This coincides with the fiscal year of the corporation. Officers can hold no more than two (2) SMB board positions at a time, and only one executive position at a time.

### **Section D:**

#### **Duties of Officers**

- 1) The President: The President shall be the executive officer of SMB. The President shall preside at regular and special board meetings and meetings representing the SMB Board. The President may appoint committee members or general board members as they shall see fit except for the nominating committee, which is elected by the board. The President shall ensure all action of general interest taken by the SMB Board is made public. The President shall coordinate the work of all the officers and committees.
- 2) The Vice President of Donations shall be responsible for annual and general giving.
- 3) The Recording Secretary shall (a) be responsible for preparation and distribution of meeting minutes of all general and board meetings and facilitating the posting of them to the SMB website; (b) collect and distribute job descriptions, and (c) serve as part of the audit committee.
- 4) The Treasurer shall oversee: (a) receipt and disbursement of all funds; (b) accurate record keeping of all receipts and disbursements; (c) coordination and filing of all required reports and returns to governmental agencies, (d) coordination with the auditor, (e) preparation and

distribution of all financial reports to board members as well as facilitation of posting annual and semi annual financial reports to the SMB website.

- 5) The Auditor shall audit the books of the association at the end of the fiscal year's business, upon the resignation of the Treasurer or Database Manager, or at any time deemed necessary. The Auditor shall render written reports to the Board semi-annually, the first at the March, April or May meeting and the final report at the November meeting.
- 6) The Parliamentarian (a) shall assist the president at meetings to ensure correct parliamentary procedure, (b) organize the nominating committee and (c) maintain the current copy of the bylaws.
- 7) The Database Manager shall (a) maintain the database (student data, parent data, contribution data, etc.), (b) input all donations into database: checks, Paypal credit card payments, gift card purchases, donations and matching funds, (c) provide treasurer with bank deposits reconciled statements between database and all student related monetary donations - including program, donations, trips, fundraising, (d) provide accurate donor lists as requested by vp donations, for tracking and recognition purposes, (e) monthly create Excel spreadsheet with donor information and amounts and provide to the corresponding secretary for tax donation statements, (f) at school year-end: reconcile database with Quickbooks; promote students to the new school year; generate alumni spreadsheet of all graduating seniors; create and upload backup data of the school year, (g) update database for the new school year.

## ***Article VII: Election of Officers***

### **Section A:**

The nomination committee shall consist of at least three board members of SMB. The SMB board will approve the nominating committee at the January or February meeting. The parliamentarian shall arrange the first meeting of the nominating committee. At that meeting the parliamentarian will describe the duties of the nominating committee. The nominating committee shall elect a chairperson.

### **Section B:**

The slate of nominated officers shall be presented by name no later than the April meeting. This slate shall be posted on the website at least 15 days prior to the election.

### **Section C:**

Election shall be held at the May or June meeting, at which time further nominations may be made from the floor.

**Section D:**

All officers shall serve for a term of one year and may be reelected for additional terms.

**Section E:**

Vacancies in an elected office: In the event of a vacancy in any elected office, the executive board shall appoint an individual to fill such office for the unexpired portion of the term. The appointment is subject to SMB board approval.

***Article VIII: SARATOGA MUSIC BOOSTERS Board (aka: SMB Board)***

**Section A:**

The SMB Board shall consist of the elected officers and members of the Board appointed by the President. The Saratoga High School Music Directors and Associate Directors and Saratoga Union School District Music Directors are members of the Board. The appointed positions on the board shall be listed in the standing rules. Appointed positions may be added or removed yearly, with the approval of the Board.

**Section B:**

Subject to the provisions of the California Non-Profit Corporation law and any limitations of the Articles of Incorporation and these bylaws, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by and under the direction of the SMB Board.

**Section C:**

The duties of the SMB Board shall include reviewing such business matters as may properly come before it.

**Section D.**

The SMB Board shall review the bylaws of this corporation every other year.

## ***Article IX: Disbursement of Funds***

### **Section A.**

The proceeds of the year's operations of the corporation shall be used solely to benefit music programs as set forth in Article I, Section C, of these Bylaws.

### **Section B.**

The persons authorized to approve expenditures (check requests) shall be the Saratoga High School Music Directors, SUSD Music Directors, and the SMB President and SMB Vice President of Donations. All expenditures must receive prior board approval, as expressed by adoption of the budget.

### **Section C.**

The fiscal year for the association shall be July 1 to June 30.

No later than the May/June meeting, the Board shall approve an initial annual budget of income and expenditures for the coming fiscal year. An amended budget shall be presented to the Board no later than the November meeting of each fiscal year, reflecting actual participation in the music programs. Budget amendments can be brought forward for approval at any meeting.

### **Section D: Disbursement of Funds**

Disbursement of funds shall be ratified at a board meeting by a majority vote of those present, including at least 3 elected board members. By a majority vote of those present, including at least 3 elected board members, the Board should accept and approve the financial reports presented (Cash Flow, Balance Sheet, Profit and Loss Budget Comparison and Transaction Detail or equivalents). Individual expenditures not in the budget, including those expenses related to fundraising, shall be approved by a majority vote at any board meeting.

### **Section E: Checks and Notes**

The SMB President, Treasurer and two of the other executive board members shall have signature authority for the disbursement of funds of the association. The Recording Secretary and Auditor cannot have signature authority as those positions are part of the audit committee. Two signatures shall be required to disburse any funds of the corporation. One signature must be the current President or Treasurer. No credit cards may be taken out in SMB's name. No debit cards may be used for any monetary transactions. (Some banks require a debit card for accounts.) A Bank Signer may not serve as Auditor or Recording Secretary in the next year.

### **Section F: Gifts**

The Board may accept on behalf of the corporation any contribution, gift, bequest, or device for the nonprofit public benefit purposes of this corporation. The Board has the right to refuse a donation. The Board may accept on behalf of the corporation a designated gift for a specific purpose of this corporation. Upon acceptance of the designated gift, the donor will be informed that in the event the gift cannot be used for the specific purpose within three years (3), the SMB board will direct the Treasurer to transfer the gift to the instrument fund.

### **Section G: Stipends**

The President may recommend a stipend for bookkeeping services. The amount of the stipend should reflect the current year's responsibilities, as well as the sufficiency of unrestricted funds.

### **Section H: Limitation on power:**

The SMB Board nor any individual board member shall not have any power or authority to borrow money, to incur indebtedness, to encumber any future Board of this non-profit corporation.

### **Section I: Annual Report**

At the November meeting, the Board shall approve and post to SMB's website an annual report containing the prior end of year Financial Reports (Cash Flow, Balance Sheet, Profit and Loss Budget Comparison and Transaction Detail or equivalents). The mid-year financial report will be approved and posted to SMB's Website.

## ***Article X: Power Limitations***

### **Section A:**

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by an association exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### **Section B:**

No part of the net earnings of the corporation shall benefit, or be distributed to, its donors, directors, officers or board members or other private persons except that the corporation shall be authorized and empowered to pay compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I.

## ***Article XI: Amendment of Bylaws***

### **Section A:**

The bylaws will be reviewed every other year (to make sure they align with the Articles of Corporation and provide governing guidance. The bylaws will be ) approved at or before the May/June meeting. Proposed amendments to the bylaws shall require a 2/3 vote of the SMB board present. The bylaws committee shall consist of at least three members of the SMB board and will include the parliamentarian. The SMB board will approve the bylaws committee at the February meeting.

## ***Article XII: Dissolution***

### **Section A:**

Upon the dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code and which have goals consistent with this organization, e.g. the school music departments.

## ***Article XIII: Standing Rules***

### **Section A:**

Standing rules may be adopted by the SMB Board at any time.

### **Section B:**

Rules may be revised at any time.

## **Article XIV: Email Voting**

### **Section A:**

Officers of the Saratoga Music Boosters Executive Board may request that the Saratoga Music Boosters Board vote on bylaw or budget amendments, approval of expenditures, and/or other organizational business by e-mail. E- mailed vote requests must be sent to all board members. To pass, e-mailed vote requests require a simple majority of e-mailed responses, including at least three executive



members. The respondent making the motion and person seconding the motion should reply all. Subsequent respondents should reply only to the secretary, not “reply all”. The Secretary shall record the total number of votes in favor, including those making the motion and seconding it; total number of votes opposed; record all comments received anonymously; and, list the names of respondents who participated in the vote.

The Secretary will send out the supporting documentation, as outlined above, to the Board. The supporting documentation will serve as an addendum to the minutes of the meeting held following the e-vote, reflecting the motion and the voting outcome.

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title of these bylaws and that such bylaws were duly amended by the Saratoga Music Boosters, a California non-profit corporation on May 26, 2020.

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Date	President
May 26, 2020	Jane Graham

## **SMB Standing Rules**

- 1) Music programs shall include the following: SUSD and SHS instrumental and vocal music programs, and Guard.
- 2) Meetings will be scheduled for the second Monday of the month, subject to change.
- 3) All SMB fundraisers must be approved by the SMB board and may include:
  - a) General fundraisers which benefit SMB general fund.
  - b) Travel fundraisers.
- 4) SMB awards the following scholarships each year:
  - a) Roland Schwab: Five \$100 awards to 8th grade music students continuing in the field of music.
  - b) Allen family orchestra: Two \$100 awards to an 8th grade orchestra student, continuing in orchestra.
  - c) SMB music scholarships to graduating SHS seniors: Seven \$100 awards; given to senior students who have pursued music at Saratoga High School.
- 5) After 180 days (6 months) and two attempts to contact the receiver, all outstanding checks will be rebooked as donations to the general fund.
- 6) All requests for checks (or reimbursement/expenses) must be supported by receipts and/or invoices and be approved by an authorized person. (See the Bylaws, Article IX, Section B.) Statements, charge slips or debit slips are not to be used for reimbursement unless they specifically itemize purchases. In lieu of the Check Request Form, an authorizing stamp may be used as long as it is put directly on the invoice or receipts with the name, account, amount, and authorized signature included. Receipted meal reimbursements must list the people present at the meal and are limited to \$40 per person reimbursement. SMB will not reimburse for the purchase of alcohol.
- 7) Donors of designated gifts will be notified of the bylaw outlining the receipt and disbursement of gifts as stated in Article IX: Disbursement of Funds, Section F: Gifts.
- 8) A trip financial coordinator must be designated for any optional trip whose funds will be administered by SMB. The trip financial coordinator will keep a spreadsheet of donations and a record of expenditures. The trip financial coordinator cannot authorize trip expenditures. The SMB Board Liaisons can also serve as trip financial coordinator.

- 9) The Financial Reports, Budgets, Meeting Minutes and revised MOUs are to be distributed to the entire board at least 48 hours prior to a board meeting.
- 10) When a check or reimbursement request is made, the form or the authorizing stamp must record the budget line item name and/or number. The President or VP of Donations must authorize check requests/reimbursements for SMB requests line items. The music director of the program must authorize check requests/reimbursements for program expenditures.
- 11) The non-Executive Board appointed positions on the board are as follows:
- a) Corresponding Secretary
  - b) Publicity
  - c) Alumni Relations
  - d) Trip Financial Coordinator
  - e) SHS Band Liaison
  - f) SHS Choir Liaison
  - g) SHS Color Guard/Winter Guard Liaison
  - h) SHS Orchestra Liaison
  - i) SHS Percussion Liaison
  - j) RMS Band Liaison
  - k) RMS Orchestra Liaison
  - l) RMS Choir Liaison
  - m) RMS Guard Liaison
  - n) Elementary Band Liaison
  - o) Elementary Orchestra Liaison
  - p) Website Chair
  - q) Cookie Dough Fundraising Chair
  - r) SMB Merchandising
  - s) Photo/Video Coordinator
- 12) A job description document shall be maintained on the website and updated yearly with a complete listing of job duties and qualifications.
- 13) The nominating committee shall locate candidates willing to fill appointed positions and to serve as event chairs for SMB fundraisers, in addition to their duty of presenting a slate of elected officers.