SARATOGA MUSIC BOOSTERS

Bylaws of Saratoga Music Boosters, A 501(c)(3) organization supporting music programs in the Saratoga Union School District and Saratoga High School, California

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 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: Code of Conduct

We will show respect for the communities we work with and serve.

We will have integrity in of our actions.

We will be responsible for our decisions and their consequences.

We will remember that diversity is our strength, and it is to be applauded.

We are committed to:

- Acting honestly, truthfully and with integrity in all our transactions and dealings.
- Avoiding conflicts of interest.
- Appropriately handling actual or apparent conflicts of interest in our relationships.
- Treating every individual with dignity and respect.
- Being a good corporate citizen and complying with both the spirit and the letter of the law.
- Acting responsibly toward the communities that we serve.

- Being responsible, transparent and accountable for all of our actions.

Article III: 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 IV: General Meetings

Section A:
Meetings shall be held at such regular times 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 V: 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 VI: 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 board meeting in April or May shall be the annual election meeting at which time officers shall be elected. At least one-week 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. Should a nomination occur for any Officer position (Executive Board) the evening of the vote, the Recording Secretary will be responsible for tallying votes for that specific position for one week after the nomination and notify the Board of the results at that time. All other positions will be voted on during the April May board meeting.

Article VII: Officers

Section A:

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

Section B:

Each officer shall have contributed for the year in which they were 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 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 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) ensure 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 semiannual 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 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. If Federal Tax Law requires an outside professional audit, the President will propose an outside auditor to be approved by vote of the SMB Board.

6) The Parliamentarian shall (a) assist the president at meetings to ensure correct parliamentary procedure; (b) organize the nominating committee; and (c) maintain the current

copy of the bylaws.

Article VIII: Election of Officers

Section A:
The nomination committee shall consist of at least three board members of SMB unless sufficient board members do not volunteer to serve. In the case of the latter, the parliamentarian will take charge of drawing up the nominations slate.

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 one week prior to the election.

Section C:
The election shall be held at the May or June meeting, at which time further nominations may be made from the floor at any board meeting up to and including election day.

Section D:
All officers shall serve for a term of one year and may be reelected for additional terms. If an officer is unable to complete the term, then a written resignation will be emailed to SMB elected officers. This letter will serve as a notice to the parliamentarian to fill the vacancy.

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 IX: 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 all business matters as may come before

the Board for action.

Section D:
Saratoga Music Booster or its members in their official capacities shall not, directly or indirectly, participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign. Consequently, a written or oral endorsement of a candidate is not allowed.

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

Article X: 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, the SMB President, SMB Treasurer, and the 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.
Ideally, the Board shall approve an initial annual budget of income and expenditures for the coming fiscal year at the June meeting. In case the budget is not ready for the June meeting, the initial annual budget shall be approved at the first meeting in August. 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 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:
The SMB President, Treasurer and the VP of Donations 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:

The authorized check signers must not be related by blood or marriage, reside in the same household, or hold an employer-employee relationship, as the authorized signers for the Booster's financial accounts.

Section G:
In the case of special circumstances where two authorized signatories are not physically available to sign, a check can be issued with a single authorized signatory only with the approval of the board. Approval of the board in these circumstances must be at least 50% of the executive board over an e-vote, if they are unable to physically convene for the vote.

Section H:
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 may direct the Treasurer to transfer the gift to the instrument fund.

Section I:
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.

The board will vote whether the payment of a stipend for services offered by music director(s) for music programs supported by SMB, such as prolonged performance trips and is not covered by the school district at which they are employed, is in accordance with the fundamental principles set forth in Article I Section C. All affected music directors must abstain from voting on this matter. The SMB treasurer will be tasked to communicate with school districts and present to the SMB board a fair and comparable stipend to be considered by board members prior to the vote. This vote will require the Recording Secretary to take roll call. The stipend will be taken from the general fund.

Section J:
Paying reimbursement to directors and officers for their expenses incurred while serving the nonprofit, such as for travel or donor-related expenses, is expected once proof of invoice and or receipt of payment is submitted with the reimbursement claim. It is not compensation, but rather merely coverage for legitimate nonprofit expenses.

Section K:
The SMB Board, nor any individual board member, shall have any power or authority to borrow money, to incur indebtedness, to encumber any future Board of this non-profit corporation.

Section L:
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.

Section M:
It is mandatory to ensure 51% of the voting executive board members are unrelated. Beyond a simple majority, it is also important that the organization can form a quorum of

majority-unrelated directors to conduct an official board meeting. To put that in perspective, SMB has 5 board members, two of whom are married, the overall balance is OK. But, if only 4 directors can attend a board meeting, and 2 of the 4 are the related directors, a quorum hasn't been reached.

Section N:
Related executive board members may not hold signature authority for the disbursement of funds. SMB President, SMB Treasurer and VP of Donations must not be related in any way.

Article XI: 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 XII: Amendment of Bylaws

Section A:
The bylaws will be reviewed every other year by the parliamentarian to make sure they align with the Articles of Corporation and provide governing guidance. A draft of the amended bylaws shall be sent to the SMB board at least 2 days before the vote, for review with final changes accepted right up to the vote. The amended bylaws will be approved at or before the 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 two members of the SMB board and will include the parliamentarian. The SMB board will approve the bylaws committee at the February meeting.

Article XIII: 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 XIV: 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 XV: 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 Recording Secretary, where possible avoid a “reply all”. The Recording 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 Recording Secretary will send out the supporting documentation through email, 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 August 13th, 2024.

Date	President
June 1, 2025	Alicia de Fuentes