

SARATOGA MUSIC BOOSTERS

By-laws of SARATOGA MUSIC BOOSTERS, a California Non-Profit Public Benefit Tax Exempt Corporation Revision adopted June 1, 2011

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 and the Saratoga Union School District (SUSD) with the following objectives:

- a. To provide financial support for the music programs.
- b. To provide volunteer assistance to the programs.
- c. To involve the community in supporting the music programs.

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

Article II: Membership

Section A:

Membership in SMB is open to any individual or family who pays the annual dues.

Section B:

The dues will be set annually by a majority vote no later than the June meeting.

Section C:

A member of SMB is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Article III: General Meetings

Section A:

Monthly meetings of the membership shall be held at such regular time as designated at the June board Meeting. The Annual and Semi-Annual meetings may serve as the monthly meeting for the month during which the meeting occurs.

Section B:

The Annual Meeting will be held in May or June for the election of officers and review of the year's activities. The Semi-Annual meeting will be held in November. The agenda will include the Treasurers and Auditor's reports for the previous fiscal year and formal budget approval.

Article IV: Special Meetings

Section A:

A special meeting of the general membership may be called by the President or by five (5%) percent or more of the members. All SMB members must be notified, in writing, of the general nature of the matters that will be acted upon in a special meeting, no less than 10 days, 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 membership meeting. Each paying membership shall be entitled to one (1) vote. The Saratoga High School Director of Instrumental Music, Saratoga High School Director of Choral Music and the Saratoga Union School District Music Director shall be voting members of the organization.

Section B:

The meeting in May or June shall be the annual election meeting at which time officers shall be elected. At least twenty days (20) prior notice of the annual election meeting must be given to the general membership. 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-Membership, Vice President-Fundraising, Recording Secretary, and Treasurer. The President shall appoint the Parliamentarian and Auditor. Each of these Board positions may be filled by one or two individuals. The Executive Board consists of the elected officers, Parliamentarian, and Auditor.

Section B:

Each officer shall be a member in good standing of SARATOGA MUSIC BOOSTERS and shall have paid dues for the year in which elected to serve. Spouses may not have check-signing authority at the same time. Employees of the association may not serve as officers.

Section C:

Officers 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 SMB board positions during a single fiscal year.

Section D:**Duties of Officers**

1. The President: The President shall be the executive officer of SARATOGA MUSIC BOOSTERS. The President shall preside at regular and special meetings and at meetings of the SARATOGA MUSIC BOOSTERS Board. The President may appoint committee members and shall appoint supplemental board members from the membership to a committee, as he or she shall see fit except for the nominating committee, which is elected by the board. The President shall report all action of general interest taken by the SARATOGA MUSIC BOOSTERS Board to the general membership. The President shall coordinate the work of all the officers and committees.
2. The Vice President for Fundraising shall be responsible for the function of general chairperson of fund raising.
3. The Vice President of Membership shall be responsible for the function of general chairperson of membership.
4. The Recording Secretary shall (a) be responsible for the Minutes of all general and Board meetings; (b) collect, update and distribute job descriptions, and (c) serve as part of the audit committee.
5. The Treasurer shall: (a) receive and disburse all funds; (b) keep an accurate record of all receipts and disbursements; (c) be responsible for filing of all required reports and returns to governmental agencies.
6. 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.
7. 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 by-laws.

Article VII: Election of Officers**Section A:**

The nomination committee shall consist of at least three voting members of the SMB. The SMB board will approve the nominating committee at the 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. Members of the nominating committee may not serve on consecutive years' nominating committees.

Section B:

The slate of nominated officers shall be presented by name no later than the April meeting. This slate shall be sent to the general membership in writing, 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. If a nomination is made from the floor, the vote shall be by written ballot of those present and entitled to vote. Members unable to attend the meeting may submit an approved proxy vote.

Section D:

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

Section E:

Vacancies in elected office: In the event of a vacancy in any elected office, the executive board shall appoint a member 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 Music Directors of Saratoga High School and Saratoga Union School District are and shall be 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 by-laws, 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 by-laws of this corporation biannually.

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 by-laws.

Section B.

The persons authorized to approve expenditures shall be the Music Directors and the President and Vice-President of Fundraising. All expenditures must receive prior board approval, as expressed by adoption of the budget.

Section C.

1. The fiscal year for the association shall be July 1 to June 30.
2. No later than the 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 members of the association 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 the monthly 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 monthly financial reports presented (Cash Flow, Balance Sheet, Profit and Loss Budget Comparison and Transaction Detail). Individual expenditures not in the budget, including those expenses related to fundraising, shall be approved by a majority vote at any monthly meeting.

Section E: Checks and Notes

The president, treasurer and two of the other elected 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 association. One signature must be the current President or Treasurer.

Section F: Gifts

1. The Board may accept on behalf of the association any contribution, gift, bequest, or device for the nonprofit public benefit purposes of this association.
2. The board may accept on behalf of the association a designated gift for a specific purpose of this association. In the event the gift cannot be used for the specific purpose within three years (3), the SMB board can direct the treasurer to transfer the gift to the instrument fund.

Section G: Stipends

The president may recommend a yearly stipend up to \$7,000 for the Treasurer in recognition of the many hours of work and complexity of this position. The amount of the stipend should reflect the current year's treasury responsibilities, as well as the sufficiency of unrestricted funds.

Section H: Limitation on power:

Neither the general membership nor the SMB Board shall have any power or authority to borrow money to incur indebtedness to encumber any future Board or membership of this non-profit corporation.

Section I: Annual Report to members

At the November meeting, the Board shall make an annual report to the general membership containing a statement of the revenues or receipts of the corporation, a statement of the assets and any liabilities of the corporation at the end of the fiscal year, and the Auditor's report.

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 members, directors, trustees, officers 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 By-laws

Section A:

The by-laws will be reviewed every other year and approved at or before the June meeting. Proposed amendments to the by-laws shall require a 2/3 majority vote of the SMB board. The by-laws committee shall consist of at least three members of the SMB board and will include the parliamentarian. The SMB board will approve the by-laws 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 to be in effect during the fiscal year of the association.

Section B:

Rules may be revised annually for revision prior to the June meeting.

This is to certify that the foregoing is a true and correct copy of the By-laws of the corporation named in the title of these By-laws and that such By-laws were duly amended by the Saratoga Music Boosters, a California non-profit corporation on June 1, 2011

Date	President
June 1, 2011	Patti Workman and Alice Chiou

SMB Standing Rules

- 1) Music programs shall include the following; SUSD instrumental and vocal music programs, Jazz Band, Jazz Dance and Color Guard; Saratoga High School instrumental and vocal music programs, Color Guard, Winter Guard and Winter Percussion.
- 2) The Music Directors will be the Saratoga High School Instrumental and Vocal Music Directors and the SUSD Music Director/Coordinator.
- 3) Meetings will be scheduled for the second Monday of each month, subject to change.
- 4) All SMB fundraisers must be approved by the SMB board. Three types of fundraisers are identified:
 - a) General fundraisers, which benefit SMB general funds.
 - b) Designated student account fundraisers, which share profits between the SMB general funds and student accounts.
 - c) Travel fundraisers, which benefit student travel accounts solely.
- 5) Funds are allocated to student accounts per the "Student Account Guidelines." For students to use their credit, their tuition fees must be current or be waived at the discretion of the Music Director.
- 6) Two types of Scholarships are identified:
 - a) Program tuition may be reduced or waived at the discretion of the Music Director. The Music Director will advise the Treasurer of scholarships in a timely manner.
 - b) SMB awards the following scholarships each year:
 - 1) Roland Schwab: three \$100 awards to 8th grade band students continuing in band at SHS.
 - 2) Allen family orchestra: one or two \$100 awards to an 8th grade orchestra student, continuing in orchestra at SHS.
 - 3) SMB music scholarships to graduating SHS seniors: four \$100 awards; one each from choir, orchestra, band, and color guard.
 - 4) Sue Worden--\$500 award to senior SHS band student
- 7) After 240 days (6 months) and two attempts to contact the receiver, outstanding checks will be rebooked as donations to the general fund.
- 8) All requests for reimbursement must be supported by receipts and/or invoices and be approved by an authorized person. (See the By-laws, Article IX, Section B.)
- 9) Donors of designated gifts for a specific item will be notified of the by-law outlining the receipt and disbursement of gifts as stated in Article IX: Disbursement of Funds, Section F: Gifts.

10) A parent volunteer trip treasurer must be designated for any optional trip whose funds will be administered by SMB. The trip treasurer will collect and process payments. The trip treasurer will keep a spreadsheet of payments and a record of expenditures. The trip treasurer is an appointed position, with one for each group traveling. The SMB Board Liaisons can also serve as trip treasurers.

11) When a check or reimbursement request is made, the form must record the budget line item name and/or number. The president or VP of fundraising must authorize check requests/reimbursements for SMB line items. The music director of the program must authorize check requests/reimbursements for program expenditures.

12) The non- Executive Board appointed positions on the board are as follows:

- a) Corresponding Secretary: Using data from treasurer send out receipts before Jan 31 and at year end.
- b) Grant Writer: Research funding sources and grants availability and write proposals, with input from music directors
- c) Publicity: Perform internal and external publicity tasks for SMB fundraisers, as well as monthly e-mails to membership
- d) Equipment Inventory Control: Maintain list of SMB inventory, and storage location. Update after fundraisers
- e) Newsletter Editor: Assist board members and music directors with writing articles
- f) Newsletter Distribution: Quarterly, arrange for printing. Labeling and bulk mail distribution of SMB newsletter
- g) Alumni Relations: Solicit SMB membership and donations from alumni while getting information for e-mail and print distribution of SMB news
- h) Student Accounts: Update and manage student accounts spreadsheet based on information from the treasurer. Distribute updated copies to directors at RMS and SHS for posting.
- i) SHS Trip Financial Coordinator: Verify and manager trip budget, trip contracts and travel check requests. Process and record trip payments in a spreadsheet with a record for each student. Send all information to the treasurer.
- j) SHS Program Receivables Manager: Process and record program fee payments in a spreadsheet with a record for each student. Send all information to the treasurer.
- k) SUSD Program Receivables Manager: Process and record program fee payments in a spreadsheet with a record for each student. Send all information to the treasurer.
- l) SHS Band Liaison: Communicate between parents and SMB Board while assisting the directors with concert receptions and other volunteer coordination if needed.
- m) SHS Choir Liaison: Communicate between parents and SMB Board while assisting the directors with concert receptions and other volunteer coordination if needed.
- n) SHS Color Guard/Winter Guard Liaison Communicate between parents and SMB Board while assisting the directors with volunteer coordination if needed.
- o) SHS Orchestra Liaison Communicate between parents and SMB Board while assisting the directors with concert receptions and other volunteer coordination if needed.
- p) RMS Band Liaison Communicate between parents and SMB Board while assisting the directors with concert receptions and other volunteer coordination if needed.

- q) RMS Orchestra Liaison Communicate between parents and SMB Board while assisting the directors with concert receptions and other volunteer coordination if needed.
- r) Elementary. Band Liaison Communicate between parents and SMB Board while assisting the directors with concert receptions and other volunteer coordination if needed.
- s) Elementary Orchestra Liaison Communicate between parents and SMB Board while assisting the directors with concert receptions and other volunteer coordination if needed.
- t) SMB e-mail Coordinator: Create e-mail lists and send out mass e-mails upon request.
- u) Webmaster: Maintain SMB website, adding new pages if needed and updating calendar and announcements weekly. Add photos to photo website and maintain on-line tools.

A job description document shall be maintained and updated yearly with a more 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.