

**BYLAWS OF THE  
J B H S INSTRUMENTAL MUSIC ASSOCIATION  
BOOSTER CLUB, INC.  
A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION**



**REVISED JUNE 2020**

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**BYLAWS OF**  
**THE J B H S INSTRUMENTAL MUSIC ASSOCIATION**  
**BOOSTER CLUB, INC.**  
**A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**ARTICLE 1 - OFFICES**

**SECTION 1. NAME AND PRINCIPAL OFFICE**

The California legal name of the corporation is the J B H S Instrumental Music Association Booster Club, Inc., hereinafter referred to as "JBHS IMA Boosters" or "Club."

The principal office of the corporation for the transaction of its business is located in the BAND ROOM at John Burroughs High School (JBHS), 1920 Clark Avenue in the City of Burbank, Los Angeles County, California, 91506.

**SECTION 2. CHANGE OF ADDRESS**

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The board of officers may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

\_\_\_\_\_ Dated: \_\_\_\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_

**SECTION 3. OTHER OFFICES**

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of officers may, from time to time, designate.

**ARTICLE 2 - PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

The objective and purpose of the JBHS IMA Boosters is to provide volunteers and to raise funding in support of the JBHS Band school programs in collaboration with the JBHS Band Director and JBHS Administration as needed.

Any funds raised are for the benefit of the JBHS Band programs and must follow the policies of the Burbank Unified School District (BUSD) BP & AR 1230 and California Education Code (CA Ed Code) for fundraising and distribution of funds.

## **SECTION 2. IRS SECTION 501(C)(3) PURPOSES**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

## **SECTION 3. ASSETS FOR CHARITABLE PURPOSES**

This corporation's assets are irrevocably dedicated to charitable purposes for the California public school program designated here. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of this corporation.

## **SECTION 4. DISSOLUTION**

On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall first be distributed to John Burroughs High School or Burbank Unified School District for benefit of the JBHS Band programs, unless a nonprofit fund, foundation, or corporation that is organized and operated exclusively for Burbank Unified School District charitable purposes and has established its exempt status under Section 501(c)(3) of the Internal Revenue Code.

# **ARTICLE 3 - GENERAL MEMBERSHIP**

## **SECTION 1. GENERAL ASSOCIATION MEMBERSHIP**

Membership in the Club shall be granted to any interested adult who subscribes to the purposes of the JBHS Band programs. This includes parents, guardians, or extended family members, stepparents, foster parents, grandparents, aunts or uncles, or other adult relative who is not necessarily, by strict definition, a legal guardian of a current student. A general member may also be an interested community individual who is cleared by BUSD as a volunteer supporting the designated JBHS Band programs.

## **SECTION 2. VOTING BODY**

Voting privileges will be limited to members of the Club as defined in this Article, Section I. Each general member and board officer are entitled to one vote per ballot at the annual election meeting.

## **SECTION 3. FEES AND DUES**

There are no fees or dues to be paid by members of the JBHS IMA Boosters. Members, including all officers, shall serve in a voluntary capacity and shall not expect, demand, or make cause for financial support in the form of payment, either monetary or otherwise.

## **SECTION 4. NUMBER OF MEMBERS**

There is no limit on the number of members the Club may admit.

## **SECTION 5. NON-LIABILITY OF MEMBERS**

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

## **SECTION 6. TERMINATION OF MEMBERSHIP**

The membership of a member shall terminate at such time that a member no longer meets the qualifications for membership as described in section 1 of this article. All rights of a member in the Club shall cease on termination of membership.

## **SECTION 7. GENERAL MEMBERSHIP REGULAR MEETINGS**

Regular meetings of the general membership shall be **held during the second week of each month with day, time and place to be noticed annually** for the entire fiscal year by calendar listing and by any other necessary manner of notice (website, email, mailer or other), a minimum of 10 days before the first general membership meeting in August of each year. If a meeting day falls on a legal holiday, the regular meeting shall be held at the same hour and place in the next business week.

## **SECTION 8. PLACE OF GENERAL MEMBERSHIP MEETINGS**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the board of officers. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all officers given either before or after the meeting and filed with the secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all officers participating in the meeting can hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all the following apply:

- a) Each member participating in the meeting can communicate with all the other officers concurrently.
- b) Each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- c) The corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are officers of the corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the membership are taken and cast only by members.

## **SECTION 9. QUORUM FOR GENERAL MEMBERSHIP MEETINGS**

The Club shall establish a quorum for the transaction of business in any meeting of the Club. The minimum quorum to conduct the business of the Club shall be the majority of officers plus any general membership present.

Except as otherwise provided in these bylaws, or by law, no business shall be considered by the voting body at any meeting at which a quorum is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

The voting body present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or bylaws of this Club.

## **SECTION 10. MAJORITY ACTION BY THE GENERAL MEMBERSHIP VOTING BODY**

Every act and/or decision done or made by a majority of the voting body present at a meeting duly held at which a quorum is present is the act of the Club.

## **SECTION 11. CONDUCT OF GENERAL MEMBERSHIP MEETINGS**

Meetings of the Club shall be presided over by the president, or, if no such person has been so designated or, in his or her absence, by the executive vice president or, in the absence of each of these persons, by a chairperson chosen by a majority of the voting bodies present at the meeting. The secretary shall act as secretary of all meetings of the Club, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

In the event of any conflict or dispute as to conducting any meeting, the voting body may refer to these Bylaws and Robert's Rules of Order to resolve any conflict or dispute, as such Rules of Order may be revised from time to time, and insofar as such Rules are not inconsistent with or in conflict with these Bylaws, or with provisions of law that are applicable to California corporations.

# **ARTICLE 4 - EXECUTIVE BOARD AND OFFICERS**

## **SECTION 1. NUMBER**

The corporation shall have no less than three (3) and no more than nine (9) officers and collectively they shall be known as the executive board.

At minimum, the executive board must be comprised of a President, Secretary, and Treasurer to fulfill the obligation to operate the organization.

## **SECTION 2. OFFICERS**

The officers of the corporation shall be a president, executive vice president, secretary, treasurer, financial secretary, vice president of operations, vice president of events, vice president of fundraising, and vice president of public relations.

No director shall be able to concurrently hold more than one officer position during any term.

No elected board officers shall be related by blood or marriage or reside in the same household.



The number of officers may be changed by amendment of this bylaw, or by repeal of this bylaw and adoption of a new bylaw, as provided in these bylaws.

### **SECTION 3. POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the executive board.

### **SECTION 4. DUTIES**

It shall be the duty of the officers to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws.
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.
- c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly.
- d) Meet at such times and places as required by these bylaws.
- e) Register their addresses with the secretary of the corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

### **SECTION 5. NOMINATIONS AND ELECTION OF OFFICERS**

Nominating committee shall be established by the Executive VP in January. The committee will meet to develop a slate of new nominees in February. The committee shall serve until the annual election meeting.

The nominating committee shall be composed of a minimum of three (3) and maximum of seven (7) members, all of whom shall be members of the Club. The Band Director of the Club is not a member of the nominating committee and may serve in an advisory capacity only. The nominating committee members are solely responsible for selecting the proposed slate of nominees for office. The president of the Club shall not serve ex officio or be elected to the nominating committee. The committee shall elect its own chairman.

The report of the nominating committee shall contain: The name of the Club, the date of the report, a list of each proposed nominee for office and the position for which they are nominated, and the affirming signatures of each member of the nominating committee. The report of the nominating committee shall be submitted to the membership at the March general membership meeting. At the election meeting in April, additional nominations must be called for from the floor.

### **SECTION 6. QUALIFICATION**

Only those persons who are eligible and who have signified their consent to serve if elected shall be nominated for or elected to office. Persons who are not employed by BUSD shall be qualified to serve as officers of this corporation. Officers shall be elected by majority vote of the general members.

### **SECTION 7. ELECTION**

Each member shall cast one vote, with voting being by ballot only. The ballot will be distributed at the April membership meeting.

Cumulative voting for the election of officers shall not be permitted. The candidates receiving the highest number of votes shall be elected.

The board-elect will begin joining executive board and general membership meetings in May & June to transition responsibilities and begin planning the new year's activities.

## **SECTION 8. VOTING BY PROXY**

Voting by proxy is prohibited.

## **SECTION 10. TERMS OF OFFICE; VACANCY**

Officers shall be elected annually by the general membership and each officer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Officers shall be elected to serve a one-year term of office and may be reelected to serve no more than one more consecutive one-year term for that same office for a total of 2 consecutive years in that office.

The newly elected executive board will take office by July 1 with the term expiring June 30 of the following year.

If an office remains unfilled after election, it shall be considered a vacant office to be filled by the board elect.

The president-elect may call meetings of the officers-elect as necessary to fill vacancies on the board-elect and to make plans for the coming year's work.

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the executive board. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

A person appointed or elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the board of officers or until his or her death, resignation, or removal from office.

## **SECTION 11. COMPENSATION**

Officers shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Any reimbursements to officers shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 12 of these bylaws.

## **SECTION 12. RESTRICTION REGARDING INTERESTED OFFICERS**

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

- a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor, or otherwise; or
- b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

### **SECTION 13. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the board of officers, at any time. To the extent permitted by law, an officer or officers may be removed at any regular or special meeting of the executive board, provided notice is given, either for or without cause, at any time by the affirmative vote of fifty-one percent (51%) of the officers then in office.

Any officer may resign effective upon giving written notice to the president, the executive vice president, the secretary, or the executive board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

A minimum of a President, Secretary and Treasurer is necessary to operate the booster club. The booster club may not operate if these officers resign, therefore, no officer may resign if the corporation would then be left without duly elected officers in charge of its affairs, except upon written notice to the attorney general.

### **SECTION 14. NON-LIABILITY OF OFFICERS**

The officers shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### **SECTION 15. INDEMNIFICATION BY CORPORATION OF OFFICERS, EMPLOYEES, AND OTHER AGENTS**

To the extent that a person who is, or was, an officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

### **SECTION 16. INSURANCE FOR CORPORATE AGENTS**

The board of officers may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the

power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE 5 - EXECUTIVE BOARD MEETINGS**

### **SECTION 1. EXECUTIVE BOARD REGULAR MEETINGS**

Regular meetings of the executive board shall be **held during the first week of each month with day, time and place to be noticed annually** for the entire fiscal year by calendar listing and by any other necessary manner of notice (website, email, mailer or other), a minimum of 10 days before the first executive board meeting in August of each year. If a meeting day falls on a legal holiday, the regular meeting shall be held at the same hour and place in the next business week.

### **SECTION 2. SPECIAL EXECUTIVE BOARD MEETINGS**

Special meetings of the board of officers may be called by the president of the board, the vice president, the secretary, or by any two officers, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

### **SECTION 3. PLACE OF MEETINGS**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California which has been designated from time to time by resolution of the board of officers. In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all officers given either before or after the meeting and filed with the secretary of the corporation or after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board.

### **SECTION 4. TELEPHONIC/VIDEO MEETINGS**

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all officers participating in the meeting can hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all the following apply:

- d) Each officer participating in the meeting can communicate with all the other officers concurrently.
- e) Each officer is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation; and
- f) The corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are officers of the corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by officers and not by persons who are not officers.

## **SECTION 5. QUORUM FOR MEETINGS**

A quorum for general membership meetings shall consist of a simple majority of elected officers and a simple majority of members present.

A quorum for executive board meetings shall consist of a simple majority of elected officers.

Except as otherwise provided in these bylaws or in the articles of incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as heretofore defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken., except as provided in Section 1 of Article 6.

The officers present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of officers from the meeting provided that by any action thereafter taken must be approved by a quorum by the next general regular meeting.

## **SECTION 6. CONDUCT OF MEETINGS**

Meetings of the executive board shall be presided over by the president, or, in his or her absence, by the executive vice president or other designated officer chosen by a majority of the officers' present at the meeting. The secretary shall act as secretary of all meetings of the executive board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

All business discussed and managed during an executive board meeting shall be held in confidence. Only actions taken and items to be voted or ratified by the general membership will be reported in the minutes of the executive board.

The executive board may refer to these Bylaws and Robert's Rules of Order to resolve any conflict or dispute, as such Rules of Order may be revised from time to time, and insofar as such Rules are not inconsistent with, or in conflict, with these Bylaws, or with provisions of law that are applicable to California corporations.

## **SECTION 7. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the officers present at a meeting duly held at which a quorum is present is the act of the board of officers, unless the articles of incorporation or bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233), and indemnification of officers (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

## **SECTION 8. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING**

Any action required or permitted to be taken by the board of officers under any provision of law may be taken without a meeting if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the officers. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of officers without a meeting and that the bylaws of this corporation authorize the officers to so act, and such statement shall be prima facie evidence of such authority.

## **ARTICLE 6 - NOTICE OF MEETINGS**

### **SECTION 1. NOTICE OF MEETINGS**

Regular meetings of the executive board or general membership may be held as stated in the pertinent sections of these bylaws. Meetings for general membership and executive board shall be noticed formally by calendar at the beginning of the school year.

Special meetings of the board shall be held upon four (4) days' notice by electronic notice and posting or forty-eight (48) hours' notice delivered personally or by telephone. Notice of the time and place of holding an adjourned meeting need not be given to absent officers if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to officers absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

### **SECTION 2. CONTENTS OF NOTICE**

Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any board meeting need not be specified in the notice.

### **SECTION 3. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The transactions of any meeting of the board, however called and noticed, according to section one of this article, or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each officer not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

## **ARTICLE 7 - OFFICER DUTIES**

### **SECTION 1. DUTIES OF PRESIDENT**

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of officers, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the board of officers. Unless another person is specifically appointed as president of officers, he

or she shall preside at all meetings of the board of officers. If applicable, the president shall preside at all meetings of the executive board and meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such contracts, checks, or other legal or financial instruments which may from time to time be authorized by the executive board.

## **SECTION 2. DUTIES OF EXECUTIVE VICE PRESIDENT**

In the absence of the president, or in the event of his or her inability or refusal to act, the executive vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of officers.

The executive vice president will be responsible for organizing the annual nominating committee for officer elections as noted in Article 4, Section 5.

## **SECTION 3. DUTIES OF SECRETARY**

The secretary shall certify and keep at the principal office of the corporation the original, or a copy of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation, hardcopies and digital copies, a book of minutes of all meetings of the officers, and, if applicable, meetings of committees of officers and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or these bylaws.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the officers of the corporation.

In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of officers.

## **SECTION 4. DUTIES OF TREASURER**

Subject to the provisions of these bylaws, relating to the "Execution of Instruments, Deposits, and Funds," Article 9, the treasurer shall:

Treasurer shall not be related by blood or marriage or reside in the same household as the financial officers and/or authorized signers of the checks.

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of officers.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of officers, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request, therefore.

Render to the president and officers, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Submit all prepared and required financial statements and requested documents as directed by JBHS/BUSD Admin.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned by the executive board, using best practices as defined by BUSD and the board policies BP & AR 1230.

## **SECTION 5. DUTIES OF FINANCIAL SECRETARY**

Subject to the provisions of these bylaws, the Club may have a Financial Secretary as determined by a majority vote by the membership of the Club. Financial Secretary shall not be related by blood or marriage or reside in the same household as the financial officers and/or authorized signers of the checks.

Should the Club elect a Financial Secretary, that officer shall collect all donations and fundraising proceeds, ensure that the money counting forms are completed, and deposit said funds into the appropriate accounts within three days of receipt.

The Financial Secretary shall provide the Treasurer with either the original money counting forms with the bank receipts attached or an itemized record that details the information on the money counting form and bank receipts within one week of the deposit and prior to the next board meeting.

The Financial Secretary shall present a monthly report detailing all deposits made at every Club meeting and at other times when requested by the Club and/or the executive board. Financial secretary will omit all personal identifying information for deposits when reporting.

In general, perform all duties incident to the office of financial secretary or as designated by the treasurer, and such other duties as may be prescribed by law, by the articles of incorporation, by these bylaws, or as may be prescribed by the executive board, using best practices as defined by BUSD and the board policies BP & AR 1230, and clear 'checks and balances' practices with the Treasurer through thus divided duties.



## **SECTION 6. DUTIES OF VICE PRESIDENT OF OPERATIONS**

The Vice President of Operations shall assist in the recruitment of chairman and coordination for operations committees such as:

Competition, festivals, field trips equipment loading/unloading, band camp, field show volunteers, uniforms, spirit wear, bleacher crew, overnight field trip coordination or other volunteer activities as requested by the band director or executive board.

Oversee committees and ensure that they are following required protocols.

Report monthly to the executive board, the work in progress from the committees under their purview.

In general, perform all duties incident to the office vice president of operations, and such other duties as may be prescribed by law, by the articles of incorporation, by these bylaws, or as may be prescribed by the executive board.

## **SECTION 7. DUTIES OF VICE PRESIDENT OF EVENTS**

The Vice President of Events shall assist in the recruitment of chairman and coordination for performance events committees such as:

Fall concert, community events, Holiday Spectacular, Swing Night, Salsa Night, LIVE! or other fundraising performance event activities as requested by the band director or executive board.

Oversee event committees and ensure that they are following required protocols.

Report monthly to the executive board, the work in progress from the committees under their purview.

In general, perform all duties incident to the office vice president of events, and such other duties as may be prescribed by law, by the articles of incorporation, by these bylaws, or as may be prescribed by the executive board.

## **SECTION 8. DUTIES OF VICE PRESIDENT OF FUNDRAISING**

The Vice President of Fundraising shall assist in the coordination for non-performance fundraisers.

The Vice President of Fundraising will spearhead the monetary direct donation campaign along with the President, Treasurer and Finance committee as the main fundraiser for the JBHS IMA program.

In addition, they shall assist in the recruitment of chairman and coordination for non-performance fundraiser committees such as, but not limited to, See's Candy, Wreaths, Dine-out Nights, or other tangible fundraisers as requested by the band director or executive board.

Consider and present to the board, various fundraising options for the year, outlining logistics and potential profits.

Oversee non-performance fundraising committees and ensure that they are following required protocols.

Report monthly to the executive board, the work in progress from the committees under their purview.

In general, perform all duties incident to the office vice president of fundraising, and such other duties as may be prescribed by law, by the articles of incorporation, by these bylaws, or as may be prescribed by the executive board.

Consider and present to the board, various non-performance fundraising options for the year, outlining logistics and potential profits.

In general, perform all duties incident to the officer of vice president of fundraising and such other duties and may be prescribed by law, by the articles of incorporation, by these bylaws or as may be prescribed by the executive board.

## **SECTION 9. DUTIES OF VICE PRESIDENT OF PUBLIC RELATIONS**

The Vice President of Public Relations shall assist in the recruitment of chairman and coordination for publicity of events and fundraisers and recruitment of advertising and community/corporate donors such as:

Program ads, sponsors of the band program, grants for funding band program and other community publicity as requested by the band director or executive board.

Oversees publicity committees and ensures that they are following required protocols.

Report monthly to the executive board, the work in progress from the committees under their purview.

In general, perform all duties incident to the office vice president of public relation, and such other duties as may be prescribed by law, by the articles of incorporation, by these bylaws, or as may be prescribed by the executive board.

## **SECTION 10. DUTIES OF THE PARLIAMENTARIAN (NON-ELECTED CHAIRPERSON)**

The Club may have a Parliamentarian chairperson as appointed by the President and ratified by a majority vote of the membership of the Club.

The Parliamentarian shall attend all meetings of the Club, including executive board meetings, and give necessary advice in parliamentary procedure when requested using/following Robert's Rules of Order.

The Parliamentarian, or if no Parliamentarian, the Executive Vice President, shall chair the bylaws committee and review bylaws and standing rules, if any, annually.

The Parliamentarian shall be entitled to all rights and privileges of membership including the right to make motions, debate, and vote in general membership meetings.

In general, the Parliamentarian shall perform all duties incident to the office of the Parliamentarian and such other duties as may be required by law, or by these bylaws, or which may be assigned to him or her from time to time by the executive board.

# **ARTICLE 8 - COMMITTEES**

## **SECTION 1. PERMANENT COMMITTEES**

### **Audit Committee for Financial Reviews**

The Club may have an Auditor or auditing committee appointed by the executive board and ratified by the voting body before the mid-year audit is conducted. The president, treasurer, and any officers with check signing privileges may NOT serve on the audit committee.

The Auditor/committee shall conduct financial reviews in accordance with the guidelines and forms provided by BUSD.

The Auditor/committee shall prepare a mid-year review of the financial records of this Club to be completed in January and present a written report to the executive board by the February meeting for review and to the membership of the Club by the March meeting for adoption. Mid-year reviews are due to the JBHS/BUSD administrators when requested.

The Auditor shall prepare a year-end review of the financial records of this Club in July, present a written report to the executive board by the August meeting for review and to the membership by the September meeting for adoption. Year-end reviews are due to JBHS/BUSD when requested.

The Auditor/committee shall review the financial records of the Club upon resignation of the Treasurer, Financial Secretary (if applicable), and at any time deemed necessary by the executive board.

The Auditor and/or any member of the Audit Committee shall not be related by blood or marriage or reside in the same household as the financial officers and/or authorized signers of checks.

The Auditor shall forward one (1) copy of the adopted financial reviews to the JBHS/BUSD administrators as directed.

In general, the Auditor shall perform all duties incident to the office and such other duties as may be required by law, or which may be assigned to him, her or them, from time to time by the executive board.

### **Budget and Finance Committee**

This committee is chaired by the treasurer, and includes the president, the financial secretary and the band director, and any other officer as invited by the committee. The finance committee will develop and produce the proposed budget of the JBHS IMA Booster Club in support of and collaboration with the band director's budget for the JBHS BAND PROGRAM for the following year beginning in April of the current year. The proposed budget will be presented to the remainder of the executive board for approval early enough that general information can be provided at the mandatory family meeting usually held in or around May. At the beginning of the calendar year, July 1, and after the audit, the proposed budget will be revised to include correct starting balances and will be voted upon by the executive board as the "Approved Budget" for the year.

### **Nominating Committee**

Throughout the year, the budget committee should meet to regularly review and advise the board on financial affairs of the corporation, including recommending the adoption of policies for financial management practices, and long-range financial planning.

The executive vice president selects the members of this committee and follows the nomination guidelines as set forth in Article 4, section 5, Nomination and Election of Officers. The mission of the Nominating Committee is to identify optimum candidates, who are willing to serve as an officer in the following school

year. The Nominating Committee should consider qualifications, and review credentials, when considering candidates to appear on the ballot.

The Nominating Committee will meet no later than the second week of January to begin their search for candidates. The executive vice president shall provide the list of interested candidates in the February board meeting. The slated names will be made available via email message, or posted on the JBHS IMA website, in March or at least one month prior to the date of voting in April.

## **SECTION 2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the board of officers. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

## **SECTION 3. MEETINGS AND ACTION OF COMMITTEES**

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of officers, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of officers and its members, except that the time for regular meetings of committees may be fixed by resolution of the board of officers or by the committee. The time for special meetings of committees may also be fixed by the board of officers. The board of officers may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

# **ARTICLE 9 - EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

## **SECTION 1. EXECUTION OF INSTRUMENTS**

The executive board of officers, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

The executive board shall not enter into any agreement binding the school band programs, JBHS, or BUSD regarding any school-related program nor shall the JBHS IMA Boosters be liable to any school program contract entered into by the school or district themselves.

## **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the board of officers, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by two officers of the corporation who are signatories on the bank account. A minimum of two signatures is required on any disbursement of funds, disbursement support documents, and bank reconciliations.

The bank account shall have a minimum of 3 officer signatories up to a maximum of 4 officer signatories. All checks and disbursement notes require two officer signatures to be a valid for disbursement.

### **SECTION 3. DEPOSITS**

All funds of the corporation shall be deposited within three (3) days to the credit of the corporation in such banks, trust companies, or other depositories as the board of officers may select.

All deposits must be pre-counted and signed by an officer and at least one other booster member, who is not related by blood or marriage, or residing in the same household.

The treasurer will verify all supporting documents with the official deposit receipts.

### **SECTION 4. GIFTS**

The board of officers may accept on behalf of the corporation any monetary or in-kind contribution, gift, bequest, or device for the charitable or public purposes of this corporation. All gifts or donations must follow current BUSD BP & AR 1230 policies and procedures.

All tangible purchases or in-kind gifts must be gifted and become the property of JBHS/BUSD.

### **SECTION 5. PERSONAL IDENTIFYING INFORMATION**

All personal identifying information of donors and students will be omitted when reporting to the general membership or executive board. This includes any donations, deposits or other personal activities within the club.

## **ARTICLE 10 - CORPORATE RECORDS, REPORTS, AND SEAL**

### **SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the State of California:

- a) Minutes of all meetings of officers, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses; and
- c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; and
- d) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

### **SECTION 2. CORPORATE SEAL**

The board of officers may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **SECTION 3. INSPECTION RIGHTS**

Every officer shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

At any time requested, JBHS or BUSD has the right to inspect all booster documents per BUSD policies and regulations.

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

#### **SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

### **ARTICLE 11 - FISCAL YEAR**

#### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on July 1st and end on June 30th of each calendar year.

### **ARTICLE 12 - IRS 501(c)(3) TAX EXEMPTION PROVISIONS**

#### **SECTION 1. LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986), or the corresponding provision of any future United States Internal Revenue Law, and this corporation shall not participate in, or intervene in any political campaign (including the publishing or distribution of statements), on behalf of, or in opposition to, any candidate for public office, except as provided in Section 501(h) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### **SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT**

The property of this corporation is dedicated irrevocably to public and charitable purposes, and no part of the net income of this corporation shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay

reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

## **ARTICLE 13 - CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

### **SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **SECTION 2. DEFINITIONS**

#### **Interested Person.**

Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **Financial Interest.**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a) an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- b) a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **SECTION 3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES**

- a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the officers and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

- b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c) **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested officers whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d) **Violations of the Conflicts of Interest Policy.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS**

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **SECTION 5. COMPENSATION APPROVAL POLICIES**

A voting member who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.



A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a) The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation.
- b) All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
  1. is not the person who is the subject of compensation arrangement, or a family member of such person; and
  2. is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
  3. does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
  4. has no material financial interest affected by the compensation arrangement; and
  5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c) The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
  1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources
  2. the availability of similar services in the geographic area of this organization
  3. current compensation surveys compiled by independent firms
  4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

- a) The terms of the compensation arrangement and the date it was approved
- b) The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member
- c) The comparability data obtained and relied upon and how the data was obtained.
- d) If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.
- e) If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.
- f) Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
- g) The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

## **SECTION 6. ANNUAL STATEMENTS**

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a) has received a copy of the conflicts of interest policy,
- b) has read and understands the policy,
- c) has agreed to comply with the policy, and
- d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **SECTION 7. PERIODIC REVIEWS**

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.

- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

## **SECTION 8. USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE 14 - AMENDMENT OF BYLAWS**

### **SECTION 1. AMENDMENT**

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted as follows:

- a) Subject to the power of members, if any, to change or repeal these bylaws under Section 5150 of the Corporations Code, by approval of the board of officers unless the bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a bylaw specifying or changing the fixed number of officers of the corporation, the maximum or minimum number of officers, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or
- b) By approval of the members, if any, of this corporation.

## **ARTICLE 15 - AMENDMENT OF ARTICLES**

### **SECTION 1. AMENDMENT OF ARTICLES**

Any amendment of the articles of incorporation may be adopted by approval of the board of officers.

### **SECTION 2. CERTAIN AMENDMENTS**

Notwithstanding the above section of this Article, this corporation shall not amend its articles of incorporation to alter any statement or purpose which appears in the original articles of incorporation that will violate the California Nonprofit Corporation Law.

## **ARTICLE 16 - PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

### **SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable

compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the board of officers; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the articles of incorporation of this corporation and not otherwise.

**WRITTEN CONSENT OF OFFICERS ADOPTING BYLAWS**

We, the undersigned, are all the persons named as the officers of the J B H S Instrumental Music Association Booster Club, Inc., a Californian non-profit corporation and, pursuant to the authority granted to the officers by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of 28 pages, as the bylaws of this corporation.

Dated: \_\_\_\_\_

\_\_\_\_\_, Officer

\_\_\_\_\_, Officer

\_\_\_\_\_, Officer

\_\_\_\_\_, Officer

\_\_\_\_\_, Officer

\_\_\_\_\_, Officer

\_\_\_\_\_, Officer

\_\_\_\_\_, Officer

\_\_\_\_\_, Officer

**CERTIFICATE**

This is to certify that the foregoing is a true and correct copy of the bylaws of the corporation named in the title thereto and that such bylaws were duly adopted by the board of officers of said corporation on the date set forth below.

Dated: \_\_\_\_\_

\_\_\_\_\_, Secretary