

BY-LAWS

RIM MUSIC BOOSTERS, INC.

A Non-Profit Corporation Supporting the Rim of the World High School Music Department
P.O. Box 644, Blue Jay, CA 92317

CHARTERED AUGUST 19, 2013

2013 Founding Officers:

Carey Parro, President
Julie Gilbert, Vice President
Jolene Parro, Secretary
Duma Burr, Treasurer
Kim Hagar, Officer At-Large

Approved by General Membership on November 4, 2013

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RIM MUSIC BOOSTERS, INC.**

**Article I
Name and Purpose**

Section 1.01. Name. The name of this organization shall be Rim Music Boosters, Inc., a non-profit corporation.

Section 1.02. Purpose. The organization is organized and operated for the charitable and educational purposes of the Rim High School Music Program within the meaning of 501(c)3 of the Internal Revenue Code.

Section 1.03. Earnings. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this organization shall be limited to reasonable amounts.

Section 1.04. Political Campaigns. No substantial amount of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this organization shall not intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 1.05. Dissolution. Upon dissolution of this organization, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organization under section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**Article II
Membership**

Section 2.01. Qualification. The membership of the Organization shall include any band member, alumni, parent, guardian or other person interested in the progress and development of the Rim of the World High School Instrumental Music Program who has either paid \$1.00 or attended one or more general meetings of the Organization.

Section 2.02. Voting Members. Parents or guardians of instrumental music program members who meet the qualifications in Section 2.01, are considered voting members.

Section 2.03. Non-Voting Member. Program students shall automatically be non-voting members. Alumni and other interested persons shall be welcome as nonvoting members.

Section 2.04. Voting Member Petition. Any non-voting member over the age of 18 may petition the Executive Board for Voting Member status. Such membership shall be approved by the Voting Members at a regular meeting.

Section 2.05. Rights and responsibilities. The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget and approve amendments to these bylaws.

Article III General Meetings

Section 3.01. Quorum for Transaction of Business. The members present at any membership meeting of the organization, provided at least ten (10) members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action. In that event, any matter brought before the membership at a meeting at which a quorum is not present shall be discussed and decided by the Executive Board. The members of the Executive Board present will count toward the quorum for the purpose of a qualified meeting for the transaction of business.

Section 3.02. Regular Meetings. The regular meeting of the Organization shall be held once each calendar month excluding a July meeting. There shall be at least one general annual meeting of the membership in May at which the officers are elected. Such additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Executive Board or at the request of ten (10) or more members in writing to the Executive Board.

Section 3.03. Meeting Locations. Meetings shall be held at the principal county of the Organization 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 directors. 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 directors 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 3.04. Teleconference 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 directors and voting members participating in the meeting are able to 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.

Section 3.05. Special Meetings. Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, or by any two directors, 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.

Article IV Executive Board

Section 4.01. Membership. The Executive Board shall consist of the elected officers of the organization. Elected Officers of the Organization shall consist of members who have been a Voting Member for at least one fiscal year.

Section 4.02. Authority. The affairs, activities and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these Bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.

Section 4.03. Meetings. The Executive Board shall meet monthly to prepare for general membership meetings and to conduct the affairs of the organization.

Section 4.04. Quorum. A quorum of the Executive Board for the conduct of business shall consist of at least three (3) officers in attendance.

Section 4.05. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be. When such actions are taken, the membership shall be notified at the next meeting.

Section 4.06. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 4.07. Reimbursement. Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be

reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

Article V

Officers and Their Elections

Section 5.01. Officers. The officers of this organization shall include one President, one Vice President, a Secretary, a Treasurer, two Officers At-Large, and such additional officer(s) as may be elected or appointed by the Executive Board from time to time. The Officers at Large may represent any of the music programs.

Section 5.02. Election. A nominating committee composed of the current President and at least one additional officer shall begin seeking nominees in March of the year in which the candidates will be elected, and develop a slate of candidates. The candidates shall be announced to the membership as soon as possible. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor. Officers shall be elected at the May meeting of the organization by the members present. Officers shall assume their official duties on the last day of the current school year following their election.

Section 5.03. Vacancies. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board.

Section 5.04. Resignations and Removal From Office. Any Officer of this Organization may resign, provided that any such resignation must be made in writing and delivered to the club President or club Secretary. Unless any such resignation is, by its terms, effective on a later date, it shall be effective on delivery to such Organization Officer, and no acceptance by the Organization shall be required to make it effective. Any Officer of the Organization may be removed from office at any time, with or without cause, by majority vote of all active individual members present and voting at a qualified business meeting of the Organization.

Article VI

Duties of Officers

Section 6.01. President The President shall be the principal executive officer of the organization and, subject to the control of the Executive Board shall in general supervise and control all of the activities of the organization. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization.

Section 6.02. Vice-President. The Vice-President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. The Vice-President shall perform such other duties as are assigned by the President or the Executive Board.

Section 6.03. Secretary. The Secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these Bylaws, shall manage and keep an accurate tally of the volunteer records and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board.

Section 6.04. Treasurer. The Treasurer shall be a member of the Executive Board. The Treasurer shall have charge of and be responsible for all funds of the organization in accordance with the organization's financial policies. The Treasurer shall receive and give receipts for monies due and payable to the organization from all sources and shall deposit such funds in such banks or other organizations as are selected by the Executive Board. The Treasurer shall make disbursements as authorized by budget as approved, or amended, by the membership. The Treasurer shall present a written financial report, prepared in accordance with the organization's financial policies, at each General Membership Meeting of the membership and at other times as requested by the Executive Board.

Section 6.05. Officer(s) At Large. The Officers At Large shall serve as the representative for any of the music programs. Both Officers at At-Large may serve or chair any committee, and perform other duties as assigned by the President or the Executive Board.

Article VII Committees

Section 7.01. Standing Committees. The Organization shall have two standing committees, and other standing committees as the Officers deem necessary.

Section 7.01.1. Nominating Committee. This committee shall consist of three (3) members, appointed by the president at the regular March meeting. The committee shall report the slate of candidates at the April meeting.

Section 7.01.2. Financial Committee. The Financial Committee shall consist of the Vice President, Treasurer, and at least one (1) Member of Record. The Financial Committee shall develop a Budget for the Organization that is consistent with the goals of the Music Program and Music Director's curriculum. The Financial Committee shall also develop a Fundraising Plan to support the Budget. Fund-raising activities should be consistent with the policies of the Rim of the World Unified School District (District). The Budget and Fundraising Plan shall be submitted to the Officers for approval, prior to submission to the membership for final approval.

Section 7.02. Regular Committees: There shall be the following regular committees, and such others as the Officers shall find necessary, with chairpersons appointed by the President. The President may also appoint other committees as necessary: Equipment; Fundraising; Volunteers; Chaperone; Communications; Hospitality; Uniform; Band Camp; Historian; Marching Band Trips; Major Field Trips; Concessions; Concert(s); Banquet; Festivals; Jazz Band; Transportation/Logistics.

ARTICLE VIII CHAPERONES

Section 8.01. Organization Qualification. - Chaperones for all Rim of the World High School Music Program events must be a legal parent or legal guardian of an enrolled Music student and a Member of Record.

Section 8.02. Confirmation. Chaperones will be assembled by the Officers of record. The final list of chaperones will be approved by the Music Program Director, Rim of the World High School administration, and by the Rim of the World Unified School District (District), in accordance with District policies in effect at the time of the need for the chaperone.

Section 8.03 Siblings with Chaperones. No other child of chaperone will be permitted to attend events with said chaperone, unless the child will be under the supervision of a non-chaperone at all events, and upon approval by the Executive Board.

Article IX Finances

Section 9.01. Maintenance of Corporate and Non-Profit Filings. The Executive Board shall present to the membership at the first regular meeting of the membership after the officers have been elected, or as soon as practicable, the receipts and records necessary that demonstrate that the Organization is in compliance with filings necessary to maintain the corporation and current non-profit status.

Section 9.02. Budget. The budget for the fiscal year shall be approved by the membership no later than 30 days prior to the start of the new fiscal year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership.

Section 9.03. Obligations. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

Section 9.04. Loans. No loans shall be made by the organization to its officers or members.

Section 9.05. Checks. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer or by any other person as authorized in writing by the

Executive Board, except that checks of \$1,000 or more must have the signature of at least two officers, such as the Treasurer and the President.

Section 9.06. Banking. The Treasurer shall deposit all funds of the organization to the credit of the organization in such banks, trust companies or other depositories as the Executive Board may select and shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the membership. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds and/or orders of payment.

Section 9.07. Financial controls. The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain separation of financial controls so that, minimally:

- (a) all expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Executive Board;
- (b) checks exceeding \$1,000 must be endorsed by at least two officers/employees authorized by resolution of the Board of Directors;
- (c) an officer or other person without check signing authority designated by the Board shall review all bank statements; and,
- (d) a committee of at least two (2) persons without check signing authority shall annually audit all corporate finances, or hire and/or supervise an outside accountant or auditing firm to conduct a review of corporate financial records.

Section 9.08. Financial Report. The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the organization's financial policies. The Executive Board shall have the report and the accounts examined annually. If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The internal audit committee shall consist of two or more board or voting members of the organization who are not involved in the routine handling of the organization's finances, including not having signature authority on bank accounts or approval authority over disbursements. If the organization grosses between \$100,000 to \$200,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$200,000.

Section 9.09. Fiscal Year. The fiscal year of the organization shall be from July 1 to June 30 but may be changed by resolution of the Executive Board.

Section 9.09. Record Retention. All records of the organization shall be maintained and destroyed in accordance with law, and standard record retention guidelines. Financial records shall be maintained as follows:

RECORD	HOW TO STORE	PERIOD OF TIME
Year end Treasurer's financial report/statement	Store in corporate record book.	<u>Permanent</u>
Treasurer's reports, periodic	Compile & file records on yearly basis.	<u>Three Years.</u> Store w/financial records. Destroy after three years.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile & file records on a yearly basis.	<u>Seven Years.</u> Store w/financial records. Destroy after seven years.

**ARTICLE X
CONFLICTS OF INTEREST**

Section 10.01. Existence of Conflict, Disclosure. Directors, officers, employees and contractors of Corporation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Corporation. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Corporation. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

Section 10.02. Nonparticipation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

Section 10.03. Minutes of Meeting. The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 10.04. Annual Review. A copy of this conflict of interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving the corporation, or who hereafter becomes associated with the corporation. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

**ARTICLE XI
INDEMNIFICATION**

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

**ARTICLE XII
AMENDMENTS**

These bylaws may be amended at any regular or special meeting of the membership by a majority vote of the members present, provided that at least thirty (30) days notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.

**ARTICLE XIII
COMPLIANCE DATE SUMMARY**

These bylaws contain dates for various activities as follows:

Fiscal Year: July 1 to June 30

Prepare Tax and Other Corporation Documents: as directed by the IRS and State of California

Adopt Annual Budget: At least 30 days prior to June 30

Prepare Slate of Officers: March

Present Slate of Officers: April

Elect Slate of Officers: May

New Officers Take Office: by June 30