

Bylaws of Los Gatos Music Boosters, Inc.
a California Non-profit Public Benefit Organization

September 14, 2010

Last modified March 13, 2018

Article I: Name

The name of the organization is “Los Gatos Music Boosters, Inc.”, and shall be referred to in the following articles as LGMB.

Article II: Purpose

The purpose of the Los Gatos Music Boosters is to promote and support excellence in the music programs of the Los Gatos Unified School District and Los Gatos High School and encourage our children to continue with music throughout their school years. Through our volunteer efforts and our financial assistance we help enrich our students, our schools, and the greater Los Gatos community.

Article III Members

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The LGMB shall have only one class of members. No member shall hold more than one membership in the LGMB. Except as expressly provided in or authorized by the articles of incorporation or bylaws of LGMB, all memberships shall have the same rights, privileges, restrictions, and conditions.

The rights shall consist of the following:

- Voting: to vote on issues presented to the general membership. One vote is allowed per member.

SECTION 2. DEFINITION AND QUALIFICATIONS OF MEMBERS

The qualifications for membership in LGMB are as follows:

1. Any parent, spouse or registered domestic partner of parent, or guardian of a student currently enrolled in a LGMB-supported program of the Los Gatos High School or the LGUSD.
2. Any employee music teacher of Los Gatos High School or the LGUSD.
3. The Executive Board shall have the authority to, at their discretion, grant and remove membership from other people who do not fall into the categories above.

SECTION 3. SHARED COSTS, DUES, AND ASSESSMENTS

The annual dues payable to the LGMB by members shall be none.

SECTION 4. NUMBER OF MEMBERS

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

SECTION 5. MEMBERSHIP RECORDS

The corporation shall keep records containing the name of each member. Termination of the membership of any member shall be recorded in the records, together with the date of termination of such membership. Such records shall be available for inspection by any officer or member of the LGMB on demand.

The record of names of the members of LGMB shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not related to a member's interest as a member.

SECTION 6. NONLIABILITY OF MEMBERS

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

SECTION 7. TERMINATION OF MEMBERSHIP

The membership of a member may be terminated by the Executive Board in the event of egregious conduct.

SECTION 8. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these bylaws, if any amendment of the articles of incorporation or of the bylaws of LGMB would result in the termination of all memberships or any class of

memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

Article IV: Executive Board and Officers

Section A: Composition of Executive Board

Officers: The officers shall consist of co-Presidents, Secretary, and Treasurer.

The Executive Board may authorize any of these positions to be filled by co-officers, each of whom shall be a full member of the Executive Board. The Executive board may authorize additional board positions at the Board's discretion.

Section B: Eligibility

Each officer shall be required to be a member in good standing of LGMB.

Section C: Term of Office

The term of office begins on July 1 and runs through June 30. All officers shall serve for a term of one year, with the possibility of re-election, and until their successors have been duly elected and qualified.

Section D: Duties of Officers and Executive Board

The co-Presidents shall:

- be the executive officers of LGMB.
- preside at regular and special meetings of the Boosters and at meetings of the LGMB Board.
- report all action of general interest taken by the LGMB Board to the General membership.
- appoint committees and appoint the chairperson of each as necessary to ensure the responsible operation of the LGMB.
- oversee the work of all the officers and committees.
- Have authority to co-sign and approve checks as needed.
- One co-President shall be appointed for the High School, and the other co-President shall be appointed for Fisher Middle School.

The Secretary shall:

- keep an accurate record of the minutes of all general and board meetings
- appoint assistants as required.
- maintain and update procedure manuals for all activities.
- maintain a list of all members' names, addresses, email, and telephone numbers.
- have authority to co-sign and approve checks as needed.

The Treasurer shall:

- be responsible for the billing, collection, receipt, disbursement, and recording of contributions and all LGMB funds as directed by the membership and Executive Board members.
- maintain a permanent and accurate set of records detailing all funds received, deposited, and disbursed. These records shall be the permanent property of the LGMB and shall be available for examination by its members.
- give detailed and accurate reports of planned and actual income, expense, and cash flow for all projects on a monthly basis in anticipation of regular LGMB meetings, or as otherwise directed by the Executive Board.
- be responsible for preparation and filing of any required reports.
- have books available for annual financial review at end of fiscal year.
- present an annual financial report at a General meeting.
- have authority to co-sign and approve checks as needed

The Executive Board shall:

- authorize all non-budgeted expenditures and report such expenditures at the next General meeting.
- make recommendations to the general membership and exercise supervision over the affairs of the LGMB.
- appoint a financial review committee in May to review the books of the LGMB.

Section 5: Election of Officers

Nominating Committee: The nominating Committee shall consist of a chairperson and three other LGMB members elected from and by the general membership by January. In the event that a Nominating Committee is not elected, the Executive Board shall form the Nominating Committee.

Slate of Nominated Officers: The Slate of nominated officers shall be presented by name at the April meeting of the LGMB Board. The slate shall be sent to the general membership in writing at least 10 days prior to the election.

Election: Election shall be held annually at the May meeting of the general membership, at which time further nominations may be made from the floor. If a nomination is made from the floor, then the vote shall be by written ballot of those present and entitled to vote.

Vacancies in Elected Office: In the event of a vacancy in any elected office, the LGMB Board shall nominate a member to fill such office for the unexpired portion of the term; said nominated member will be confirmed by vote at the next general meeting of the LGMB.

Article V: General Membership Meetings

Section A: Regular Meetings

At least Four meetings of the General Membership Meetings shall be held September through May of each year. Robert's Rules of Order shall be a guideline for running all meetings.

Section B: Special Meetings

A Special Meeting of the general membership may be called by any Executive Board member, or by five percent (5%) or more of the members. Robert's Rules of Order shall be a guideline for running all meetings.

Section C: Quorum

A quorum shall consist of ten percent (10%) of the member families provided that written notice of the general nature of the matters that will be acted upon is sent to the members no less than 10 days and no more than 90 days before the meeting. The number of member families present is used for the quorum count. Proxy and absentee voting are not permitted.

Article VI: Los Gatos Music Boosters Executive Board Meetings

Section A: Executive Board Meetings

Meetings shall be called by the President. There shall be a minimum of three Executive Board meetings each year. Chairpeople of those committees which are currently engaged in an active program are requested to attend meetings of the Executive Board. Proceedings of Executive Board meetings shall be reported to the General Membership.

Section B: Actions of the Executive Board

Any action taken or recommended by the LGMB Executive Board shall require a simple majority vote of the whole number of the Executive Board.

Section C: Duties

The duties of the Executive Board shall include reviewing and going over such business matters as may properly come before it.

Section D: Bylaws Review

The LGMB Executive Board shall review the bylaws of this organization in April with recommendations prepared by the Bylaws Committee.

Section E: Limitation on Power

Neither the general membership nor the LGMB Executive Board shall have any power or authority to

borrow money or incur indebtedness to encumber any future Board or membership of this non-profit organization.

Section F: Annual report to members

The Executive Board shall cause an annual report to be presented at a general meeting in the beginning of the school year. This report shall contain a statement of the revenue or receipts of the organization, and a statement of the assets and any liabilities of the organization as of the end of the fiscal year.

Section G: Dissolution

If deemed appropriate or necessary, the Executive Board shall adopt a resolution recommending that this organization be dissolved, and direct that the question of such dissolution be submitted to a vote at a special meeting of the Booster members. Written notice indicating the date, time and purpose of such meeting shall state the advisability of dissolving this organization and shall be given to each Booster member and the Director at least thirty (30) days prior to such meeting. Upon dissolution of this organization, its assets remaining after payment, or provision of payment, of all debts and liabilities of this organization shall be distributed to other organizations supporting public education in Los Gatos, as determined by a vote of the general membership.

Article VII: Committees

Suggestions for committee members/chairpersons can be made by any LGMB member to the Nominating committee as described in Article IV, Section E.

Section A: Standing Committees

Standing committees are authorized by the Executive Board annually for an indefinite time and may include, but are not limited to, the following: *Fisher Music in the Parks*, *Fisher Bowling Party*, *Picnic & Pops*, Financial Review, Bylaws, Budget, ColorGuard/Auxiliary, Auxiliary Sewing (color guard/winter guard), Competition Coordinator, Nominating, Publicity, Uniforms, Band Camp, LGHS Food Team, Website, Volunteer Coordinator, International Tour, ~~Crab Fest~~, ~~Safety~~, Pit Pops, Baked Potato Sales, Garage Sale, and Clothing.

Section B: Select Committees

Select committees may be authorized to fulfill a temporary purpose as designated by LGMB Board or LGMB membership.

Section C: Executive Board Liaisons

The Executive Board member designated as that committee's liaison may be called on to help with chairperson selection. An organization chart designating Executive Board officers as committee liaison is to be established annually by the LGMB Executive Board.

Section D: Budget Committee

The Budget Committee creates, with input from the Executive Board, an operating budget in advance of the fiscal year (beginning July 1). The budget will be presented to the Executive Board in August and submitted to the general membership for approval during the September meeting.

Article VIII: Student Record Accounting***Section A: Purpose***

The purpose of student record keeping is to individually track the payment of the yearly shared costs assessed each student for participation in the music programs supported by the LGMB; also, to track any deposits made by students or on behalf of students for travel supported by LGMB.

Section B: Limits of Reimbursement

Any shared cost paid to the LGMB for the purpose of music or auxiliary programs is non-refundable. Deposits made in the name of the student for a particular trip which does not materialize are refundable, subject to the requirements of the particular trip and the decision of the Executive Board.

- Individual student accounts will be maintained for all active student members by the LGMB Treasurer or supplemental person appointed by the Treasurer.
- Reimbursement of student accounts: at no time may the funds accrued in the student accounts be withdrawn for individual student use.
- Fundraiser monies in the account of a graduating senior may be transferred to a sibling's account if desired. Upon request by the student and/or their family, funds may be transferred to other student accounts, subject to approval by the Executive Board. Otherwise they shall be transferred to the General Music Booster funds.

Article IX: Amendments to the Bylaws

Bylaws may be amended at any regular or special meeting of LGMB by a 2/3 majority of the membership present. Any proposed amendments to the Bylaws shall be distributed to LGMB members in writing (electronic and/or hardcopy) no less than 10 days and no more than 90 days before the meeting before action is taken.