

By-Laws
Of the Clayton Valley Music Boosters
(revised as of September 13, 2010)

ARTICLE I
Mission Statement

The Clayton Valley Music Boosters is a parent and community volunteer group established to provide financial, organizational and logistical support to the Instrumental Music programs of Clayton Valley High School.

ARTICLE II
Principal Office

The principal office of the Clayton Valley Music Boosters, hereinafter known as the "Organization" is located in Concord, Contra Costa County, California. The Board of Directors is granted power and authority to change the principal office from one location to another in the country.

ARTICLE III
Membership

Section 1. General Membership

General Members are the parents or guardians of the student members of the Instrumental Music program, or any other interested contributing party who has been approved for membership by the Board of Directors.

Section 2. Executive Board Members

Executive Board Members are those individuals identified under Article IV below.

Section 3. Voting Privileges

3.1 Annual Election

Each primary parent and/or guardian household where student members of the Instrumental Music program reside shall have one vote in the annual election of Board Officers.

3.2 Executive Board

Each Executive Board Member, except as noted below, shall have one vote in matters pertaining to the Executive Board, except that the President shall only cast a vote when such a vote would be considered decisive.

3.3 General

In all other voting matters involving the general membership, each Executive Board Member and each General Member shall have one equal vote.

ARTICLE IV Executive Board

Section 1. Composition

The Executive Board shall consist of seven (7) members. These members shall include the five (5) Executive Board Officers, the Instrumental Music Director of Clayton Valley High School and the immediate Past President of the Organization.

Section 2. Definitions

2.1 Executive Board

The Executive Board Officers shall consist of the President, the Vice President, the Treasurer, the Secretary and the Officer-at-Large. The Executive Board shall be elected annually in accordance with the procedures stated under Section 4 below. The Executive Board shall investigate the worthiness of all contracts and/or transactions necessary to carry out the business for which the Organization is formed, and vote on all such.

Section 3. Duties of Board Members

3.1 President

The President shall act as the Chief Executive officer of the organization and shall preside over all General and Executive Board meetings at which he/she is present. The President will work closely with the Instrumental Music Director to best facilitate the needs of the organization, help develop the annual budget and appoint an auditor to review the financial records of the organization on an annual basis. The President also has the authority to appoint and remove Committee Chairpersons subject to the approval of the Board of Directors. The President shall co-sign disbursement checks, if necessary.

3.2 Vice President

The Vice President shall act on behalf of the President in his/her absence and assist the President as required. The Vice President is also responsible for establishing the nominating committee for the annual election and the co-signing of disbursement checks, if necessary. The Vice President shall succeed the President, where possible, if a vacancy of that office occurs prior to the annual election.

3.3 Treasurer

The Treasurer shall keep records of all income and disbursements of the organization, issue electronic checks of disbursement, co-sign checks of disbursement when necessary, work with President and Instrumental Music Director to prepare the annual budget for Board approval and provide financial reports for all meetings of the Executive Board and the General Membership. The Treasurer will keep track of all student accounts and post this information as requested. Another Board member may be responsible for tracking student accounts; in this case, she/he will work with the Treasurer to keep these accounts current. The Treasurer will ensure that all tax filings are submitted in a timely fashion, but no later than November 15th of each year.

3.4 Secretary

The Secretary shall keep minutes of the meetings of all meetings of the General Membership and the Executive Board. The minutes will be approved at the following meeting. Upon approval, minutes of all General Meetings will be posted online. The Secretary may also co-sign checks of disbursement, when necessary.

3.5 Officer-at-Large

The Officer-at-Large shall assume the role of parliamentarian for the Organization, and perform various other duties as agreed upon with the President.

3.6 Past President

The immediate Past President shall assume the role of Advisor to the Executive Board, and perform various other duties as agreed upon with the President. The immediate Past President is a non-voting position on the Executive Board.

3.8 Instrumental Music Director

The Instrumental Music Director, hereinafter known as the Director, shall serve as liaison between students and the Board; may make budget requests, and shall make all relevant decisions pertaining to the schedule and welfare of the Clayton Valley Instrumental Music Program. The Director may nominate Committee Chairpersons or Liaisons to be appointed by the President and approved by the Board of Directors.

Section 4. Election of Board Officers

5.1 Nominating Committee

The Vice President will appoint a Nominating Committee no later than March 1. The committee shall be chosen from the general membership. This committee will be responsible for developing a slate of candidates per Article IV, Section 2.1.

5.2 Term of Office

The Term of office for each elected Executive Board Officer shall be for one year, commencing June 1. No individual may be elected to the same position for more than two consecutive terms, unless no other candidate is forthcoming.

5.3 Election Procedure

The Nominating Committee shall notify qualified voting members, pursuant to Article III, Section 3.1, that nominations for the five (5) elected Executive Board Officers shall be accepted between March 15 and March 30. This notification shall be posted online and shall include a means by which nominations may either be called or emailed to the Vice President.

Within five (5) days after the close of nominations, the Nominating Committee shall contact the nominees for their acceptance. The names of the nominees will be published online in the April Newsletter. The election shall be held at the May General Membership meeting. Prior to the vote, nominations will be accepted from the floor. Newly elected board members shall take office effective June 1st. The outgoing Treasurer will assist the incoming Treasurer for a smooth transition thru the close of the fiscal year on June 30th.

Section 6. Vacancies In Office, Removal and Resignation

6.1 Executive Board

Any Executive Board Officer may be removed for cause by a two-thirds (2/3) vote of the Board of Directors. An Executive Board Officer may resign at his or her discretion at any time providing said Officer gives written notice to the Executive Board. Board approval is not necessary for said resignation to become effective.

6.2 Past President

The Past President may resign at his or her discretion at any time providing said Past President gives written notice to the Board of Directors. Board approval is not necessary for said resignation to become effective.

6.3 Instrumental Music Director

By virtue of his/her position with Clayton Valley High School, the Director may only be removed from the Executive Board upon termination from said faculty position.

6.4 Vacancies

In the event that any Executive Board member becomes unable to fill his or her office, the Board of Directors shall declare that position vacant. In the event that an Executive Board position becomes vacant, a successor to that position shall be obtained by one of the following methods: If the President office becomes vacant, the Vice President will assume the role of President, if able, for the remainder of the allotted term. Any other vacant Executive Board

Officer vacancies shall be filled via nomination by the Executive Board and confirmation via a majority vote of the Executive Board.

Section 7. Annual Budget and Fiscal Responsibilities

7.1 Fiscal Operating Year

The fiscal year of the Organization shall commence on July 1 and end on June 30.

7.2 Budget and Audit

The Executive Board shall accept budget requests from the Director at the June Executive Board meeting. The Executive Board shall review these budget requests and a budget will be prepared by the Treasurer and President to be reviewed at the August Executive Board meeting. The Executive Board shall approve the proposed budget in August and it will be presented for general membership approval at the September meeting.

The President shall arrange for an annual financial review or audit of the Organization's finances. The audit shall be performed by a third party and presented to the Executive Board for review.

7.3 Cash Disbursement Policy

The Treasurer will pay out funds from the Organization's bank accounts either by electronic check or the Organization's pre-printed checks.

All receipts for reimbursement must be submitted within sixty (60) days of the event. All budgeted expenditures require no additional approval for payment. Non-budgeted expenditures between \$0 and \$1,000 require Executive Board approval. Non-budgeted expenditures over \$1,000 require approval by the General Membership.

7.4 Student Points Accounts

Student Points Accounts are sub-accounts of the Organization's account and have been established for the benefit of Instrumental Music students who participate in various fundraising opportunities. Students may accumulate dollars, hereinafter known as points, to be used to offset their Instrumental Music expenses, such as tour/travel fees, Rally/Marching Band fees, performance dress, etc. Though designated to individual students' names, these funds are the property of the Organization.

Upon graduation or withdrawal from the Instrumental Music program, unused student points balances remain the property of the Organization and are not distributable to the student(s). Points are non-transferrable except, upon request, to a sibling or siblings currently in the Instrumental Music program or entering the following fall as a freshman.

**ARTICLE V
Committees**

Section 1. Establishment of Committees

The President, along with the Director, may establish one or more committees or liaisons as necessary to carry out the business of the Organization.

Section 2. Definition/Function

The definition or function of each committee or liaison shall be to support the goals and activities of the Organization to benefit the Instrumental Music Program. The person or persons who assume these responsibilities will receive approval from the Executive Board for all activities and will provide reports and updates as required by the Board. The following committees or liaisons may be established as necessary:

Rally Band	Restaurant Nights
Tour/Travel	Grants/Donations
Fall Fundraiser	Spring Fundraiser
Publicity	Performances
Hospitality	Marching Band
Performance Dress	Volunteer Coordinator
Points-Related Fundraising	Raffle/Auction Solicitation
Carwashes	

Other committees or liaisons, not named here, may also be established as needed.

**ARTICLE VI
Meetings**

Section 1. Executive Board Meetings

The Executive Board shall meet on the first full week of each month at a place determined by the Board. Non-Board Members are permitted to attend Executive Board meetings, but may only participate in the proceedings in reference to any items they have placed on the agenda. Non-Board Members, however, are not permitted to vote at Board Meetings. Non-Board Members may request items to be placed on the agenda by contacting the Board President or Board Secretary five (5) days in advance of the requested meeting. Requests for items to be placed on the Agenda received within five (5) days of a regular or special meeting will be placed on the next regular or special meeting agenda.

A quorum for an Executive Board meeting shall require the attendance of two-thirds (2/3) of the Board Members. Should a quorum not exist, the Board may meet for informative purposes, but may not vote on any resolutions.

Should an “Executive Session” be called during the Board Meeting, only the Executive Board members will be allowed to remain in attendance. All others must leave the meeting for this session.

Section 2. General Membership Meetings

The General Membership shall meet in September, November, January, March and May at a place and time determined by the Board, usually the first Monday of that month in the band room.

The purpose of these meetings is to inform the General Membership of any action taken by the Executive Board, to allow General Member input and feedback and to vote on any recommended revision to the Organizational By-laws or to vote on any other matters put to the General Membership by the Executive Board.

Members should contact the President or Secretary five (5) days in advance of these meetings, should they wish specific items to appear on the agenda. Requests for items to be placed on the Agenda received within five (5) days of a regular or special meeting will be placed on the next regular or special meeting agenda.

A quorum for a General Membership Meeting shall require the attendance of twelve members (12), except that a minimum of five (5) of those in attendance shall be General Members who are not members of the Executive Board. Should a quorum not exist, the meeting may take place for informative purposes only, with no voting being allowed. Should all the members present be Executive Board Members, and should that number be sufficient for a quorum of the Executive Board, the Board may exercise the option of calling a special Executive Board meeting.

Section 3. Special Meetings

Special meetings for the Executive Board or the General Membership may be called as deemed necessary. The Board will determine the date, time, and location of these meetings, with advance notifications to the appropriate members.

Special meetings may be called by the President, or if the President is unable to act, by the Vice President, or by the approval of any three (3) Executive Board Members.

ARTICLE VII Student Presidents of the Band Council

The Student President of the Band Council may attend any meeting of the Executive Board and General Membership as a representative of the Student members. Student Presidents are not afforded voting privileges, and may not attend “Executive Sessions” of Board meetings.

**ARTICLE VII
General Provisions**

Section 1. Amendments to the By-laws

New By-laws may be added, or current By-laws may be amended or repealed by a majority vote of the General Membership present at an official meeting. General Members must be provided with a draft of these changes no less than fourteen (14) days in advance of said vote.

Section 2. Indemnification of Officers and Directors

The organization shall indemnify the Director or Officer(s) or former Director or Officer(s) of the organization for expenses and costs (including attorney's fees) actually and necessarily incurred by that Officer or Director in connection with any claim asserted against him/her by action in court or otherwise, by reason of being or having been such Director or Officer, except in relation to matters as to which such person shall have been guilty of negligence or misconduct in respect to the matter of which indemnity is sought, provided that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being for the best interest of the organization foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer or former Director or Officer may be entitled.

**ARTICLE IX
Parliamentary Authority**

Roberts Rules of Order, Revised, shall be the parliamentary authority for all matters of procedure not specifically covered by these By-laws.

The By-laws stated herein are officially authorized and adopted by the General Membership this 13th day of September, 2010. Any former By-laws are hereby replaced.

Date

President

Date

Vice President