



Clayton Valley Music Boosters

Band • Jazz • Strings • Percussion • Guard

1101 Alberta Way, Concord, CA 94521 (925) 682-7474 x3125

www.claytonbands.org

Third Amended and Restated Bylaws of the Clayton Valley Music Boosters (Revised June 2018)

Mission Statement:

The Clayton Valley Music Boosters (“music boosters”) is a non-profit, 501(c)(3) parent and community volunteer organization established for the purpose of providing financial, organizational and logistical support to the Instrumental Music Programs of Clayton Valley Charter High School.

Article I. Name and Principal Office

1.1 Name.

The name of this organization is **Clayton Valley Music Boosters**. (The “organization”).

1.1 Principal Office.

The principal office for the transaction of the business of the Organization shall be located at 1101 Alberta Way, Concord, CA 94521 or such other place as the Organization’s Board of Directors (“**Board**” or “**Board of Directors**”) determines, from time to time. Any change shall be noted by the Secretary in the Organization’s handbook of Policies and Procedures (“**Policy Handbook**”).

Article II. Purpose

2.1 Purpose.

The Organization has been formed under the California Nonprofit Mutual Benefit Corporation Law. The purpose of the Organization is to help support the students and faculty of the Clayton Valley Charter High School Instrumental Music Programs. The CVCHS Instrumental Music programs currently include the following ensembles:

- (i) Eagle Marching Band and Color Guard
- (ii) Audition-only Wind Ensemble
- (iii) Audition-only Jazz Band
- (iv) Orchestra
- (v) Symphonic Band

The Organization’s purpose is supported by:

- (a) Fundraising to support the Organization and ensembles in the CVCHS instrumental music programs
- (b) Providing Transportation and organizational support
- (c) Furthering the advancement and recognition of the student musicians of Clayton Valley Charter High School.



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Article III. Membership

3.1 General Membership

Admission of General Members to the organization is automatic and is evidenced by the participating members being a parent or guardian of a student musician in one of the CVCHS Instrumental Music Program ensembles. Other interested contributing parties who have been approved for membership by the Board of Directors may be also considered.

3.2 Executive Board Members

Executive Board Members are those individuals whose roles are identified under Article IV.

3.3 Member Rights; Voting

Each class of voting and non-voting members shall have such rights and obligations as shall be established from time to time by resolution of the Board. Only General Members shall have the right to vote on an election of the Board of Directors or on any other binding action. Notwithstanding anything to the contrary, the Organization (including these bylaws) may refer to any non-voting member as a “member”, even though such individual does not have voting privileges. Subject to these bylaws and the Organization’s policies and procedures, General Members shall have the right to vote on:

- (a) The election of officers;
- (b) The removal of directors, pursuant to *California Corporations Code* §7222;
- (c) Any amendment to these bylaws that materially and adversely affects members’ rights, and all amendments to the articles of the organization, except for amendments permitted to be adopted by the Board alone, under *California Corporations Code* §7812(b).
- (d) The disposition of all or substantially all of the assets of the Organization;
- (e) Any merger of the Organization;
- (f) Any dissolution of the Organization; and
- (g) Any other matters that may properly be presented to General Members for a vote, pursuant to an action of the Board or by operation of law.

Executive Board Members; Voting Rights

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

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



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Article IV. Executive Board of Directors

4.1 Number and Qualification

The Executive Board shall consist of not less than seven (7) members and not more than fifteen (15) active members. Five (5) directors of the board are elected officers, by the selection process described below in Article IV, 4.5. The exact number of directors, within the minimum and maximum limitations set forth in this Section, shall be established by the Board each year. These directors shall include the five (5) elected Executive Board Officers, the Instrumental Music Director of Clayton Valley Charter High School and the Immediate Past President of the Organization. One person may hold two (2) or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as the President. The officers shall be General Members of the Organization in good standing. The officers shall have the duties and powers as generally provided below and as additionally or otherwise prescribed by the Board, from time to time, and recorded in the Meeting Minutes.

Officers 4.2

These officers shall include the five (5) elected Executive Board Officers, the Instrumental Music Director of Clayton Valley Charter High School and the Immediate Past President of the Organization.

- (a) **President**- The President shall act as the Chief Executive Officer of the organization and shall preside at all meetings in which he/she is present. The President will help develop the annual budget and appoint an auditor to review the financial records of the organization on an annual basis. The President shall also be responsible for publishing a recurring newsletter at a frequency decided by the Board.
- (b) **Vice President**- The Vice President shall act on behalf of the President in his/her absence and shall become the President should the office of President become vacant. The Vice President shall be responsible for the coordination of parent volunteering requirements and creation of committees for various needs throughout the term as approved by the Board.
- (c) **Treasurer**- The Treasurer shall keep and maintain all financial records of the Organization and shall be responsible for the funds of the Organization, shall make such reports as the Board of Directors may require, shall in collaboration with the President and Director of Instrumental Music develop an annual budget, and shall discharge any other duties the Board of Directors may require. The Treasurer shall also ensure that all tax filings are submitted in a timely fashion, but no later than November 15th of each year.
- (d) **Secretary**- The Secretary shall keep a full and complete record of the proceedings of the Board of Directors and the Organization; attend all Board meetings (or arrange for another director to take minutes of any Board meeting that the Secretary is unable to attend). The Secretary will be responsible for the administrative functions of the Board.
- (e) **Parliamentarian**- The Parliamentarian shall advise the Board on matters of board procedure, be familiar with the bylaws of the Organization and assist in the efficient



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execution of parliamentary procedure per Robert's Rules of Order at all meetings in at which he/she is present. The Parliamentarian will also discharge any other duties the Board of Directors may require.

- (f) Immediate Past President- The Immediate Past President is a non-voting position on the Executive Board and shall serve as an Advisor to the Executive Board and perform other duties as agreed upon and at the direction of the Board. In times so required due to lack of willing directors, the President and Immediate Past President may serve terms in this capacity concurrently.
- (g) Instrumental Music Director- The Instrumental Music Director ("Music Director") shall serve as a liaison between the students and the Board; may make budget requests, and shall make all relevant decisions pertaining to the schedule and welfare of the student musicians participating in the Ensembles of the Instrumental Music Program. The Music Director may nominate Committee Chairpersons or Liaisons to be appointed by the President and approved by the Board of Directors.

4.3 Powers

All powers and activities of the Organization shall be exercised and managed by the Board of Directors directly or under the ultimate direction of the Board. The Board shall be charged with the responsibility of managing the business, property and affairs of the Organization and setting the policy for such management.

4.4 Term

The directors shall serve for one-year terms, or such other term as shall be decided by the Board, from time to time, and recorded by the Secretary in the meeting minutes. The term will commence on July 1 to align with the fiscal year. No individual may be elected to the same position for more than two (2) consecutive terms, unless no other candidate is forthcoming.

4.5 Selection

The Organization shall have a Nominating Committee which shall consist of three (3) members, as follows: The President, The Vice President and the Parliamentarian (who will be Chairperson), and in the event any of the aforementioned officers are not available, the Board may appoint an alternate. The Nominating Committee shall be responsible for seeking qualified candidates to serve as directors of the Organization and for selecting the slate of nominees for such position.

4.6 Solicitation of Nominations

During a period of not less than fifteen (15) calendar days each year, which period shall be established by the Nominating Committee, the Organization shall solicit nominations from the members to fill the positions of Directors for the next fiscal year.

4.7 Board Slate

No later than March 30th of each year, or such other date as established by the Nominating Committee, the Nominating Committee shall select from those active members of the



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Organization, who have expressed willingness to serve on the Board of Directors, a slate to serve for the following calendar year. The Nominating Committee shall present to the Board by the Board's April meeting each year a written report presenting a slate of nominees containing one name only for each position on the Board for the next fiscal year.

4.8 Election of Directors

During the period following the Board's April Meeting for the year in question and the date that is at least fifteen (15) days prior to the election, the Board shall cause written or electronic ballots containing the names of all the nominees to be sent via U.S. Mail, electronic mail or other electronic means to each member entitled to vote. All such ballots shall specify the number of responses needed to meet quorum requirement and the time by which the ballot must be received in order to be counted. Ballots shall be returned on such date, as the Board shall specify in order to be counted. Approval by written ballot pursuant to this section shall be valid when the number of votes cast by ballot within the time frame specified equals or exceeds the quorum required to be present at a meeting authorizing the action (as provided in section 4.13), and the number of approvals equals or exceeds the number of votes that would be required to approve the proposal at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

4.9 Committees

Committees are an integral part of the Organization's activities. The President or Vice-President may designate such committees or subcommittees as are necessary or desirable to transact the business of the Organization, from time to time. The President or Vice-President, under guidance of the Instrumental Music Director may appoint a member of the Board to serve as liaison to each of the committees. All active members may serve on committees of the Organization. Each committee shall strive to further the strategic plan of the Organization, as adopted from time to time by the Board.

4.10 Vacancy and Removals

A vacancy due to death, resignation, incapacity, removal or other reason shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. The remaining directors for the unexpired portion of the term may fill vacancies. Any executive board member may be removed for cause by a two-thirds (2/3) vote of the Board of Directors. An executive board director may resign at his or her discretion at any time providing said officer gives written notice to the Board. Board approval is not required. The Instrumental Music Director by nature of his/her position with Clayton Valley Charter High School may only be removed from the Board upon termination from said faculty position.

4.11 Meetings

Regular meetings of the Board of Directors shall be held on an as-needed basis, but not less than six (6) times a year. Special meetings of the Board of Directors for any purpose or purposes may be called by the President or any two (2) directors, and noticed in accordance with section 4.12. Directors may participate in a meeting through use of conference telephone, electronic video



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screen communication, or other communications equipment so long as (a) each director participating in the meeting can communicate with all the other directors concurrently; (b) each director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to a specific action to be taken by the Organization; and (c) the Organization verifies that the person communicating by telephone

is actually the director and is entitled to participate. Meetings of the Board may be held at any place within or outside of California that has been designated, from time to time, by the President or in a notice of the meeting.

4.12 Notice

Notice of any regular or special meeting of the Board shall be given to each director at least two (2) days before any such meeting via first class mail, electronic mail or other electronic means, including a voice messaging system, and shall state the date, place and time of the meeting.

Notwithstanding, a meeting of the Board may be held at anytime and at any place, and any action may be taken, if notice is waived in writing (including electronic means) by the majority members of the Board.

4.13 Quorum

A majority of those persons then-serving on the Board shall constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the members of the Board present at a meeting duly held at which a quorum is present shall be regarded as an act of the Board, subject to the more stringent provision of the California Nonprofit Mutual Benefit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a member of the Board has a direct or indirect material financial interest and (ii) indemnification of the members of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of a member of the Board, if any action taken is approved by at least a majority of the required quorum for that meeting.

4.14 Voting

Each director shall have one (1) vote. No director may vote by proxy.

4.15 Action without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all directors individually or collectively consent to such action. Such written consent shall be filed with the minutes of the Board, and shall have the same force and effect as the unanimous vote of the Board.

Article V. Meetings of the Members

5.1 Place of Meeting



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Meetings of the membership shall be held at any place within or outside the State of California designated by the Board. In the absence of any such designation, members' meetings shall be held at the principal office of the Organization.

5.2 Annual Meeting of General Membership

The annual meeting of the general membership shall be held in May of each year for the purpose of announcing the slate of officers and directors for the following year (if not announced via electronic delivery), reviewing the financial status of the Organization, and/or such other matters as determined by the Board. Notwithstanding the prior sentence, the Board may designate another date for the annual meeting of the general membership and shall cause notice of that meeting be sent to each member in accordance with the provisions in Section 5.5.

5.3 Regular General Member Meetings

The President will schedule meetings of the general membership four (4) times per year, in addition to the annual meeting. These meetings will typically occur in September, November, January, and March of each year. The purpose of these meetings is to inform the General Membership of any action taken by the Board, to allow General Membership input and feedback on any matters related to the Organization or to vote on other matters put to the General Membership by the Board. Members should contact the President or Secretary no less than five (5) days in advance of these meetings, should a specific item be requested to be placed on the agenda.

5.4 Special Meetings

A special meeting of the members may be called at any time for any lawful purpose by the President, by the majority of the Board, or by members constituting five percent (5%) or more of the members entitled to vote. If a special meeting is called, the Secretary shall cause written notice be promptly given to the members entitled to vote in accordance with Section 5.5.

5.5 Notice

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the nature of the business to be transacted; (ii) in the case of an annual meeting, those matters which the Board, at the time the notice is given, intends to present for action by the members; and (iii) in the case of a vote regarding any action described in Section 3.3(a)-(g), the general nature of the proposal. Notice of any meeting of members shall be in writing or via electronic delivery not less than five (5) days before the date of the meeting.



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5.6 Quorum

Ten percent (10%) of the members entitled to vote shall constitute a quorum for the transaction of business at any meeting of the members; *provided, however*, that the only matters that may be voted on at any annual meeting are matters of a general nature of which was disclosed in advance to the members by written notice pursuant to Section 5.5.

5.7 Voting at Meeting

Members entitled to vote at any meeting of members shall be General Members who are in good standing. Voting may be by voice or ballot, and in the case of ballot, by physical ballot or electronic means. If a quorum is present, the affirmative vote of the majority of the General Members represented at the meeting is entitled to vote and voting on any matter shall be the act of the members, unless the vote of a greater number is required by California Nonprofit Mutual Benefit Corporation Law. Each General Member shall be entitled to cast one (1) vote on all matters submitted to a vote of the members, and cumulative voting shall not be permitted.

Article VI. Fiscal/Program Year

6.1 Fiscal Year

The fiscal and program year of the Organization shall be July 1st through June 30th of each year.

Article VII. Contracts, Checks and Deposits, Budget and Audit

7.1 Financial Matters and Contract

All contracts entered into on behalf of the Organization must be authorized by the Board, or by the person to whom such power may be conferred by the Board, from time to time. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness shall be signed by the person or persons on whom such power may be conferred by the Board, from time to time. The Board of Directors shall authorize one or more officers or agents to enter into, execute and/or deliver any instrument in the name of and on behalf of the Organization. The Board shall establish a policy from time to time, relating to budgeting matters, and signature authority for checks, cash disbursement, expense reimbursement, and all other money matters.

7.2 Signing Authority

The Treasurer of the Organization will have the authority to issue electronic checks of disbursement and sign checks of disbursement from the Organization's pre-printed checks per the Organization's cash disbursement policy described in Section 7.3. In addition to the



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Treasurer, the President, Vice-President and Secretary may also co-sign checks when necessary and pursuant to the cash disbursement policy.

7.3 Cash Disbursement Policy

All requests for reimbursement by the Organization must be submitted to the Treasurer within sixty (60) days of the event and must be accompanied by a receipt. All budgeted expenditures require no additional approval for payment. Non-budgeted expenditures of up to \$1,000 require Board approval for payment. Non-budgeted expenditures over \$1,000 require approval by General Membership.

7.4 Budget

The Treasurer, in consultation with the President and Instrumental Music Director, shall prepare a budget for Board review annually. The Board shall review a pro-forma draft budget no later than the April Board meeting each year. The Board shall accept budget requests from the Director up to and until the end of each fiscal year. The Board shall approve the proposed budget no later than end of the fiscal year for presentation to the general membership in September.

7.5 Audit Requirements

The President or his/her designee shall arrange for an annual financial review of the Organization's finances prior to the end of the fiscal year. The audit shall be conducted by an independent third party and presented to the Board for review no later than the beginning of the following fiscal year.

Article VIII. Indemnification

8.1 Right of Indemnity

To the full extent allowed by the California Nonprofit Public Mutual Benefit Corporate Law, the Organization shall indemnify and advance expenses to all persons whom it may indemnify pursuant thereto.

8.2 Approval of Indemnity

The Organization shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the Organization against all expenses and liabilities, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit, or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Organization. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.



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8.3 Insurance

The Board of Directors may adopt a resolution authorizing the purchase on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond this Organizations power to indemnify the again under law.

Article IX. Amendments

9.1 Amendment by Directors

These bylaws may be amended or restated by action of a resolution of the Board of Directors, *provided, however,* the approval of the General Members shall be required if the action would materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer or as otherwise prohibited by California Nonprofit Mutual Benefit Law.

9.2 Amendment by General Members

These bylaws may be amended or restated by a vote of the General Members, subject to the provisions of *California Corporations Code § 7150*.

9.3 Corporate Records

The Secretary shall record any amendment or modification in the records of the Organization.

Article X. Dissolution

10.1 Dissolution of the Organization

Upon dissolution of the Organization, the directors shall, after paying or making provisions for the payment of all of the liabilities of the Organization, comply with all requirements of the California Attorney General's Office, the Secretary of State, Franchise Tax Board, and California law, including, without limitation, obtaining a Dissolution Waiver from the Attorney General's Office, prior to disposing of any remaining assets of the Organization.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that:

1. I am the presently elected and acting Secretary of the Clayton Valley Music Boosters, a California Nonprofit Mutual Benefit Corporation; and
2. The foregoing Second Amendment and Restated Bylaws, consisting of 11 numbered pages, including this page, are the bylaws of this Organization as approved by a vote of the members as of _____, 2018.



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IN WITNESS WHEREOF, I have hereunto subscribed by name and affixed the seal of the Organization this 5th day of June, 2018.

Rizalyn Andrews, Secretary

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