

**BERRYESSA MUSIC BOOSTERS, INC.**

**Bylaws of BERRYESSA MUSIC BOOSTERS, Inc., a California Non-Profit Public Benefit Tax Exempt Corporation IRS 77-0038142, FTB C1237967**

**Article I -- Name and Purpose**

- a) The name of this corporation is currently and shall be known as BERRYESSA MUSIC BOOSTERS, Inc., also known as “BMB”, located in the city of San Jose, County of Santa Clara, State of California.
- b) This corporation is a non-profit, tax-exempt, public benefit corporation organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or corresponding Section of any future federal tax code. The property of this corporation is irrevocably dedicated to charitable purposes in accordance with the purposes of BMB as set forth in this Article.
- c) The purpose of BMB shall be:
  - 1. To provide financial support for the music programs of the Berryessa Union School District (BUSD).
  - 2. To provide direct financial support to BUSD and its music teachers for the administration and delivery of the elementary and middle school music programs.

**Article II – Membership**

- a) Membership in the BMB is open to any BUSD student and their family, BMB alumni, BUSD teachers and employees who actively participate in the business meetings.
- b) A member of BMB is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.
- c) Each eligible person who wishes to be a member of BMB shall give his or her name and contact information to the Secretary of BMB or to such other person as the Board of Directors (“Board”) may direct. The Secretary shall keep a membership list; this membership list shall be available for the inspection of members as required by law.
- d) Membership is for the fiscal year in which the member provides the information as requested in Section d) above, and expires June 30 each year.

**Article III -- Location and Conduct of Corporate Business**

The principal office of BMB for the purpose of conducting business shall be located at 1376 Piedmont Road, BUSD Office, City of San Jose, Santa Clara County, California. The address for service and correspondence shall be directed to the address of the Agent for Service as named in the annual Statement of Information. BMB meetings shall be held at BUSD Offices, unless otherwise noticed.

The business and the affairs of the Corporation are to be conducted in accordance with and subject to all requirements and restrictions set forth in the Articles of Incorporation, Roberts Rules of Order and,

where not inconsistent with, in accordance with these Bylaws and such other and further Bylaws or amendments as may be adopted from time to time by the BMB Board.

#### **Article IV - Meetings**

- a) **Regular Meetings.** There shall be a regular meeting of members held at least once every two months on a date to be set by the Board for the purpose of informing members about the activities of the BMB and eliciting members' participation, and for transacting such other business as may come before the meeting. Meetings will be held the third Monday of September, November, January, March, and May. The Board shall annually publish the schedule of Regular Meetings on or around July 1st. Minutes of the previous meeting and the current Treasurer's report will be available at each meeting. The Board may change the date, time and/or location of the Annual Meeting and Regular Meetings upon ten days' notice to members of BMB.
- b) **Board Meetings.** Meetings of the Board shall be presided over by the President. In the President's absence, a temporary Chairperson shall be appointed by the President.
- c) **The Annual Meeting.** The Annual Meeting will be held the third Monday of May for the election of Directors, informing members about the activities of BMB and eliciting members' participation, and for transacting such other business as may come before the meeting. The Annual Meeting may serve as the monthly meeting for the month during which the meeting occurs.
- d) **Special Meetings.** A special meeting of the general membership may be called by the President or by ten (10%) percent or more of the members. When a special meeting is called by members pursuant to this Section, the Secretary of BMB shall designate the time and place for such meetings and provide a minimum forty-eight (48) hours notification to Board members and other interested persons.
- e) **Notice of Meetings.** Notice of meetings shall be provided to members. Such notice shall state the date, time and place of the meeting and the general nature of the business to be transacted.
- f) **Meeting Attendance.** All members should make every effort to attend and participate in the meetings of the BMB.

#### **Article V - Alteration, Amendments or Repeal of Bylaws**

The power to alter, amend, repeal or adopt new Bylaws shall be vested in the Board and is subject to the following:

- a) The bylaws will be reviewed every other year and approved at or before the Annual meeting.
- b) Proposed amendments to the Bylaws shall be voted in accordance with Article VI, Section d).
- c) Proposed changes should be publicly posted on the agenda 24 hours ahead of the actual meeting to allow sufficient notice for the 1st reading.
- d) The 2nd reading and approval of the proposed changes should be publicly posted on the agenda

twenty-four (24) hours ahead of the actual meeting for final adoption.

- e) Written or printed notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Board member within sixty (60) days of the voting date.

#### **Article VI - Voting Authorities and Requirements**

- a) **Conduct of Business** - Transaction of business shall consist of 2/3 majority of the Board and members present.
- b) **Special Meetings** - Voting during a Special Meeting shall consist of a 2/3 majority of the Board and members present.
- c) **Elections** - Election of Board members shall consist of the majority of members present. Specifics for elections are set forth in Article VIII, Section d).
- d) **Bylaw Alteration, Amendment or Repeal** - Proposed amendments to the Bylaws shall require a quorum vote of the BMB Board and ratified by the Membership.

#### **Article VII -- Records**

All books, records, minutes, Bylaws, Articles of Incorporation and any other documents relating to the Corporation shall be open to inspection by all Officers and Directors or BMB members upon request after sufficient notice is given.

#### **Article VIII – Nominating for Board of Directors**

Nominees for the offices of President, Treasurer, Assistant Treasurer, Secretary or any elected officer /director authorized to sign checks shall not be related by blood or marriage or reside in the same household.

- a) **Nominations for Election of the Board.** The names of nominees for the Board shall be submitted by the members of BMB. It is the responsibility of all members to recruit and receive names of persons interested in being nominated for Director. Members should nominate candidates who have particular skills, abilities, or expertise needed by BMB and/or who have demonstrated a willingness to contribute time and effort on behalf of BMB.
- b) **Nominees.** A list of nominees shall be submitted the Secretary two weeks prior to the Annual Meeting. The secretary shall make the list of candidates available to all members no later than ten (10) days before the Annual Meeting. The list may include a brief statement of the qualifications of each candidate.
- c) **Nominations From the Floor.** At the Annual Meeting, an opportunity shall be provided for additional nominations (including self-nomination) from the floor, and each candidate shall be afforded the opportunity to make a brief statement to solicit support for his or her candidacy.
- d) **Elections.** The election of Directors shall take place at the Annual Meeting conducted in May. In voting for Directors, each member shall cast as many votes as there are Directors to be elected, but may not vote more than once for each candidate. In the event there are more candidates

for Director than there are Directors to be elected, voting shall be by written ballot. The candidates receiving the highest number of votes, up to the number to be elected, shall be those elected. The term of office shall be July 1 through June 30.

- e) **Eligibility.** Only those persons who are eligible and have specifically agreed to serve their term, if elected, shall be nominated for an elected office.

#### **Article IX – Term and Duties of the Board of Directors**

- a) **Term of Office.** Board Officers will be elected for one-year terms. Officers shall serve for a term of one (1) year or until their successors are elected. The term of office begins on July 1 and runs through June 30 of the following year. This coincides with the fiscal year of the corporation.
- b) **Vacancies in Elected Office.** In the event of a vacancy in any elected Board position, the remaining Board members shall appoint a member to fill such Office for the unexpired portion of the term.
- c) **Attendance.** Should a member of the Board be absent from two consecutive meetings without valid excuse in the opinion of the Board, the Board may, by a majority vote, declare the office vacant.
- d) **Duties of Board Officers/Directors.**
  - 1. **The President:** The President shall be the executive officer of the BMB. The President shall:
    - a) Preside at regular and special meetings and at meetings of the BMB Board;
    - b) Form special committees and appoint committee members from the membership, as he or she shall see fit;
    - c) Report all actions of general interest taken by the BMB Board to the general membership;
    - d) Coordinate the work of all the officers and committees, and
    - e) Provide updates and/or reports to the BUSD Board of Trustees as requested.
  - 2. **The Secretary:** The Secretary shall:
    - a) Keep minutes of all meetings (general and Board meetings) and have them available for presentation at the next meeting;
    - b) Keep a corporate book containing copies of the Articles of Incorporation, the Bylaws, and any amendments hereto and any rules and regulations issued thereunder;
    - c) Notify the Board and members of meetings via email and ensuring notification of general meetings is inserted in the BUSD calendar for wider distribution;
    - d) Archive the minutes of past meetings, and
    - e) Maintain an attendance list of every meeting.
  - 3. **The Treasurer shall:**
    - a) Receive and disburse all funds;
    - b) Keep an accurate record of all income and disbursements;
    - c) Compile and distribute to the Board and members a bi-monthly financial statement including: beginning account balances, income, disbursements, ending account balances, and a detailed list of transactions since the last meeting for their review and approval;
    - d) Compile and present for approval within sixty (60) days after the conclusion of each fiscal year of the Corporation, or as soon as completed, an Annual Statement of Revenue and Expenses, a Corporate Balance Sheet and other financial statements as necessary

- regarding the corporation's financial condition;
- e) Interface with the corporation's independent auditor to insure the timely filing of all necessary tax documents and reports, and
- f) Provide tax returns filed from the previous year at the September meeting for inspection.

**Article X – Board of Directors**

- a) **Number of Directors:** The Board shall consist of no less than five (5) and no more than nine (9) members and no more than one BUSD elementary school teacher and one BUSD middle school teacher.
- b) **Member(s)-at-Large:** The Board may appoint a Member or Members-at-Large to participate and represent the general membership at Board Meetings.
- c) **Terms of Office:** The terms of office for members of the Board are one-year terms with the option to serve consecutive terms.
- d) **Transaction of Business**
  - 1) **Action at Meetings** – Business shall be conducted in compliance with Article V (Voting Authorities and Requirements) of these Bylaws.
  - 2) **Action by Unanimous Written Consent.** Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively consent in writing or electronic response to such action. Such written consent or consents shall have the same force and effect as the unanimous vote of the Directors.
- e) **Resignation and Vacancies**
  - 1) **Resignation.** A Director may resign at any time by submitting a written resignation to the President or Secretary of BMB.
  - 2) **Declaration of Vacancy.** If a Director becomes ineligible for membership in BMB during his or her term as Director, the Board shall declare a vacancy on the Board.
  - 3) **Filling Vacancies.** Should a vacancy occur on the Board, at the next regularly scheduled meeting of members, the members shall elect a Director to serve for the unexpired term.

**Article XI – Fiscal Matters**

- a) **Fiscal Year.** The fiscal year for the association shall be July 1 to June 30.
- b) **Records and Accounts.** BMB shall keep adequate and correct written records of accounts and of minutes of the proceedings of all meetings.
- c) **Donations/Gifts.** The Board may accept on behalf of the BMB any contribution, gift, bequest, or device for the nonprofit public benefit purposes of this organization as established in Article I, Section c) of these Bylaws.
  - 1) The Board may accept a designated gift for a specific purpose of this organization.
  - 2) The Board has the right to refuse a donation.

- 3) All required paperwork must be completed.
- d) **Proceeds.** The proceeds of the year's donations to the corporation shall be used solely to benefit music programs as set forth in Article I, Section c, of these Bylaws
- e) **Expenditures.** Eligible expenditures shall be determined by a business vote and in accordance with Article I of these Bylaws. From time to time, operating guidelines may be established, by vote of the members, to accommodate expediting payment. However, all expenditures will be presented for approval at meetings.
- f) **Reimbursement.** Reasonable, legitimate and administrative expenses will be reimbursed. Reimbursement of expenses shall be in the form of a reimbursement request with an original receipt. Request for invoices to be paid must confirm goods were received or services were performed prior to payment of invoice.
- g) **Signatures Authority and Account Type.** The President, Treasurer and Secretary shall have signature authority for the disbursement of funds of the corporation. Two signatures shall be required on all checks to disburse any funds of the association. One signature must be the current President or Treasurer. No credit cards or debit cards may be taken out in the organization's name
- h) **Limitation on Power.** Neither the general membership nor the BMB Board shall have any power or authority to borrow money or incur indebtedness to encumber any future Board or member of this non-profit corporation.
- i) **Compensation.** Board members shall serve without any compensation.
- j) **Annual Report.** At the Annual Meeting, the Board shall make an annual report to the general membership containing a statement of the revenues and expenses of the corporation, a statement of the assets and any liabilities of the corporation at the end of the fiscal year.
- k) **Annual Audit/Review.** At the end of the fiscal year, an independent audit or review should be completed by a qualified Auditor and written results should be presented to the Board as soon as available but no later than November in conjunction with filing of taxes. Taxes must be filed by November 15<sup>th</sup> each year. The independent auditor /reviewer shall be chosen by the Board. The independent Auditor must be qualified with a financial or accounting background and must make written reports available to BUSD upon request.

#### **Article XII -- Power Limitations**

- a) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.
- b) No part of the net funds of the corporation shall benefit, or be distributed to, its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to reimburse reasonable and proper expenses encumbered in the course of furthering the aims and objectives of the BMB.

### **Article XIII -- Dissolution**

Upon the dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining liquid assets shall be distributed to a 501(c)(3) organization associated with the BUSD. Property held by the BMB will be donated to this organization.

### **Certification**

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title of these Bylaws and those Bylaws were duly amended by the Berryessa Music Boosters, Inc., a California non-profit corporation on November 5, 2018.

Dated: November 5, 2018

By: Jai Srinivasan  
President

By: Miriam E. Meeker  
Secretary