

BYLAWS
for the
LAGUNA BEACH SCHOOLS
PERFORMING ARTS BOOSTERS

ARTICLE I:

NAME OF ORGANIZATION AND LOCATION

The name of this corporation is the Laguna Beach Schools Performing Arts Boosters.

The principal office for the transaction of the business of the Corporation is fixed and located as Laguna Beach, Orange County, California. The Performing Arts Boosters Board of Directors, also known as the PAB Board or Executive Board, may at any time or from time to time change the location of the principal office from one location to another within the boundaries of the Laguna Beach Unified School District.

When used, the terms *Boosters*, *PA Boosters*, and *PAB* shall be considered to be identical with the Corporation.

ARTICLE II:

CORPORATE PURPOSE

The Laguna Beach Schools Performing Arts Boosters, a non-profit California corporation is organized exclusively for charitable and educational purposes as a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code (FEIN 20-1557073; C 2668214; CT 130132).

The PA Boosters' primary purpose is to support the performing arts programs in Laguna Beach public schools, including drama, dance, chorus, and instrumental music (referred to as the "Programs"). With the understanding that the artistic direction of each Program is managed by its individual Program Director as governed by the Laguna Beach Unified School District (LBUSD) Trustees, the PA Boosters coordinates volunteer services to enhance the operation of the Programs, support the students in their engagement in the performing arts, and may solicit and raise funds to further promote student participation in the performing arts within our local schools and throughout the broader community.

ARTICLE III:

MEMBERSHIP

Section 1: Eligibility for Membership

Membership in the PA Boosters shall be open to any adult interested in supporting the Performing Arts. There shall be no membership fees or other mandatory dues associated with membership in the PA Boosters unless

approved, in advance, by the PA Boosters. Participation and support from the parents of performing arts students is especially encouraged.

Section 2: Meetings of the Membership

- (a) Regular meetings shall be held quarterly, or as deemed necessary by the PAB Board of Directors.
- (b) Quorum for an initial meeting of the members shall be five (5) voting members of the PAB Board. If quorum is not met, a subsequent meeting can be called to conduct the business of the association with a quorum requirement of three (3) voting members of the PAB Board.
- (c) Annual Meetings: An annual meeting of the members shall take place in the Spring of each year, the specific date, time, and location of which will be designated by the President. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the organization, and determine the direction of the organization for the coming year.
- (d) Special meetings of the PA Boosters may be called by the President of the PAB Board or any three (3) PAB Board members. Notice of such meetings shall state the purpose of the meeting and be given at least three (3) days prior to the date of the special meeting, either by written, email, or verbal notice to the members of the PAB Board.

Section 3: Voting Rights

All PA Boosters members shall have the right to vote (a) in an election of PAB Board members and (b) on amendments to the Bylaws; on all other matters (except as required by the Bylaws of this organization or the law), members may only express an opinion for the information of the PAB Board of Directors.

ARTICLE IV:

EXECUTIVE BOARD OF DIRECTORS

Section 1: PAB Board Members and Officers

- (a) The Executive Board of Directors of the PA Boosters (hereinafter referred to as the "PAB Board") shall, at a minimum, consist of two Representatives from each of the Programs (including drama, dance, chorus, and instrumental music), and they shall become voting members of the PAB Board.
- (b) The following officers will be selected from within that body of voting PAB Board members:
 - 1) President
 - 2) Secretary
 - 3) Treasurer

- (c) The Principal of Laguna Beach High School, or the Principal's designee, shall be a voting member of the PAB Board.
- (d) The Directors of each of the Programs plus the Laguna Beach High School Theater Manager will be non-voting members of the PAB Board.
- (e) No member of the PAB Board shall be an interested person. For the purposes of these Bylaws, the term "interested person" shall mean any person who has been compensated by the Boosters or LBUSD for services rendered within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise.

Section 2: Elections, Terms of Office, and Vacancies

- (a) The term of each PAB Board member shall be one year, beginning on July 1 and ending on June 30 of the following year, or until their successors are elected.
- (b) In the Spring, each Program will elect, appoint, or assign a minimum of two (2) Representatives to the PAB Board for the next school year. The offices of President, Secretary, and Treasurer for the PAB Board will be elected from within this group of Representatives.
- (c) In the event of a PAB Board vacancy, such positions may be filled by a person appointed by the President, with the confirmation by a majority of the officers who are present at any meeting, or by an email vote.

Section 3: Fees and Compensation

PAB Board members and members of committees shall serve without salary, wages, or monetary compensation, except to cover expenses (through advance payment or reimbursement) as approved by the PAB Board.

Section 4: Officer Duties

- (a) President: The President shall preside at meetings, act as the chief executive officer, exercise general supervision over all the affairs of the PA Boosters, rule on procedures and jurisdiction, summarize voting measures and decisions, and prepare the agenda for each meeting.
- (b) Secretary: The Secretary shall keep the permanent records for the organization, prepare meeting minutes for presentation and approval at the next scheduled meeting, and keep a copy of these Bylaws and any amendments thereto available to present at any reasonable time to any member of the PAB Board, attorney, or agent.
- (c) Treasurer: The Treasurer shall maintain the current fiscal records of the PA Boosters and provide the members with a general fund fiscal report twice yearly; and prepare, or cause to be prepared, and certify or cause to be certified, financial statements as the PAB Board shall determine. In the

absence of the President, this officer will conduct the business meetings of the organization.

- (d) Program Representatives: Program Representatives shall act as liaisons for the Program they have been selected to represent; and perform such other duties as may be deemed necessary by the PAB Board.

Section 5: Special Meetings

Special meetings of the PAB Board of Directors may be called by or at the request of the President or any three (3) members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location within the boundaries of LBUSD as the place for holding any special meeting of the Board called by them.

Section 6: Notice

Notice of any special meeting of the Board of Directors shall be given at least three (3) days in advance of the meeting by telephone, email, or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

ARTICLE V:

AMENDMENTS

These Bylaws may be amended by a majority vote of the PAB Board present at a meeting provided that at least a one-week notice of the intent to amend the Bylaws is given prior to such meeting. Bylaws should be reviewed at least every four (4) years.

ARTICLE VI:

LIABILITIES OF MEMBERS

No person who is now, or later becomes, a member of the corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

ARTICLE VII:

DISSOLUTION

The Laguna Beach Schools Performing Arts Boosters shall be dissolved by a resolution voted on and approved by 2/3 of the eligible members at a




General Meeting called in accordance with the Bylaws. The organization shall then carry out promptly all proceedings necessary or desirable for the purpose of dissolving this association.

Distribution of Assets Upon Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to the Laguna Beach High School Scholarship Foundation to establish a scholarship fund in support of graduating high school seniors who have participated in the performing arts.

ADOPTION OF BYLAWS:

The undersigned Officers of the Laguna Beach Schools Performing Arts Boosters do hereby adopt these Bylaws.

	<i>Dec. 4/2018</i>
Laura Keyser, President	Date
	<i>12-4-2018</i>
Agnes Firouz-Bell, Treasurer	Date
	<i>Dec. 4th, 2018</i>
Dina Waters, Secretary	Date