

# **Bylaws of the Edison High School Band Booster Association**

*Established 1975*

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***Ratified April 29, 2020***

## **ARTICLE I – NAME**

The name of this organization (for tax purposes) is the Edison High School Band Booster Association ("Association"), which includes and encompasses the school's instrumental music and colorguard programs ("programs"). The Association is a non-profit organization bound by the guidelines of the Associated Student Body (ASB) of Edison High School, Huntington Beach Union High School District ("District"), Huntington Beach, California.

## **ARTICLE II – MISSION STATEMENT AND PURPOSE**

*Our mission is to build and support a collaborative community  
of parents, teachers and students of the Edison High School  
Instrumental Music and Colorguard programs in the pursuit of  
excellence in music education.*

The Edison High School Band Booster Association is a group of volunteer parents who support the Band Director and high school's co-curricular programs.

Our Association strives to provide both organizational and financial support, enhance communication between school personnel and the community, as well as foster a collaborative relationship between parents/guardians, promote student welfare, support the membership, and act in the best interest of the students, the Band Director and the school through involvement.

As a booster organization, we are not involved in the day to day program decisions; however, members do assist the Band Director, coaches and/or advisors in fulfilling the goals of the Instrumental Music and Colorguard programs.

## **ARTICLE III – LIMITATIONS**

**Sec. 1: Political Activities:** The Association has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article II, and it shall be nonprofit and nonpartisan. No substantial part of the

activities of the Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

**Sec. 2: Prohibited Activities:** The Association shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article II. The Association may not carry on any activity for the profit of its Officers, Advisors, Members or other private persons or distribute any gains, profits or dividends to its Officers, Advisors, Members or other persons as such. Furthermore, nothing Article II shall be construed as allowing the Association to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 502(c)(3) of the Internal Revenue Code of 1986, as amended (the "Coe") or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

#### **ARTICLE IV - DEDICATION OF ASSETS**

**Sec. 1:** The property of Edison High School Band Booster Association is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this organization shall ever directly benefit any director, officer, or member thereof, or to the benefit of any private persons. Upon dissolution of the Association by its members and Board, its assets remaining after payment, or provision for payment of, all debts and liabilities of this Association, shall be distributed to the Edison High School Band Department for the benefit of music education; if it is then in existence and exempt under Section 501( c)(3) ; but if not, then in existence or exempt, to another Edison High School organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501( c)(3) of the Internal Revenue Code. (Adopted March 2003.)

#### **ARTICLE V – MEMBERSHIP**

**Sec. 1:** The general membership of this Association shall automatically include program participants and their parents/guardians. Alumni and other persons interested in the progress and development of the programs may also support the Association as an auxiliary member. The Association has no formal membership procedure.

**Sec. 2:** The Board may create one or more advisory committee(s) to serve at the pleasure of the Board. Appointments to such advisory committee(s) need not, but may, be Officers, Band Directors, Coaches, or persons considered to be experts in their field. The Board shall appoint and discharge advisory committee

members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

**Sec. 3:** Membership in this Association shall be made available without regard to race, color, creed, or national origin.

## **ARTICLE VI – ASSOCIATION MEETINGS AND VOTING**

**Sec. 1:** The Regular Meetings of the Association shall be held once each calendar month, September through June.

**Sec. 2:** Special Meetings may be called by the President or any Vice-President with a minimum notice of forty-eight (48) hours. A good-faith effort to contact the entire membership shall be made by U.S. mail, telephone, e-mail, personal contact or any combination thereof.

**Sec. 3:** Voting Membership shall consist only of parents/guardians of current program participants, with each family unit having only one vote.

**Sec. 4:** A quorum for all Regular and Special Meetings shall consist of at least three (3) of the General Voting Membership, plus a minimum of three (3) Executive Board members must be present. Simple-majority voting will take place for all motions and elections.

## **ARTICLE VII – EXECUTIVE BOARD**

**Sec. 1:** The Executive Board shall be made up of the following Officers: President, Vice President of Marching Band, Vice-President of Concert Programs, Vice-President of Colorguard, Vice-President of Percussion/Drumline, Secretary, Treasurer, Parliamentarian, Volunteer Coordinator, and Fundraising Coordinator.

**Sec. 2:** Any Executive Board Office can be shared by two or more people, with only one vote allowed per office. With the exception of a shared Office, no two Executive Board members shall be related by marriage or family unless both members were unopposed for their positions. The exception applies to the Offices of President, Secretary and Treasurer, which cannot be held by the same person at the same time, nor can the so-named Officers reside in the same house or be of the same family.

**Sec. 3:** An Executive Board member may chair a committee.

**Sec. 4:** The Executive Board shall have general supervision of the affairs of the Association.

**Sec. 5:** The Executive Board shall meet at times determined by the President or by a majority of the Executive Board. A simple majority of the Executive Board members must be present for voting to take place.

**Sec. 6:** The Executive Board may approve any business matter before it with a simple majority vote of the Executive Board members present.

**Sec. 7:** In the event that a business matter must be approved prior to the next Executive Board meeting, the Executive Board shall have the option to propose, second and vote on motions via email. Motions that are approved in this manner shall be announced via email and shall be entered into the minutes of the next Executive Board meeting.

**Sec. 8:** The Executive Board shall be responsible for updating and distributing the Handbook and Standing Rules of the Association.

**Sec. 9:** The Executive Board shall serve as the Bylaw Review Committee, with the addition of other members upon Board approval.

**Sec. 10:** The Executive Board shall not be personally liable for the debts, liabilities, or other obligations of the Association.

## **ARTICLE VIII – DUTIES OF OFFICERS**

**Sec. 1:** The President shall:

1. Preside at all meetings of the Association.
2. Oversee all activities of the Executive Board.
3. Oversee Communication.
4. With input from the Executive Board, appoint all committee chairs and ad-hoc committee chairs.
5. With input from the Executive Board, create new committees as necessary.
6. Be an ex-officio member of all committees.
7. Serve as liaison with school and district officials.

**Sec. 2:** The Vice-President of Marching Band shall:

1. Assume all the duties of the President in his/her absence
2. Manage all Fundraising and Volunteer activities and committees relating to his/her program.
3. Work with Executive Board to name Fundraising and Volunteer committee chairs that are associated with the Marching Band activities.
4. Be an ex-officio member of all Fundraising and Volunteer committees that are associated with the Marching Band.
5. Manage, or identify another individual to manage, any Marching Band competitions, performances, festivals, and events as needed.
6. Coordinate any trips or transportation associated with the Marching Band.

**Sec. 3:** The Vice-President of Concert Programs shall:

1. Assume all the duties of the President in the absence of both the President and Vice-President of Marching Band.
2. Manage all Fundraising and Volunteer activities and committees relating to his/her program. Concert programs include, but may not be limited to, Concert Band, Orchestra, and Jazz Band.
3. Coordinate, or identify another individual to coordinate, the Spring Gala or any other spring events.
4. Work with Executive Board to name Fundraising and Volunteer committee chairs that are associated with the Concert program activities.
5. Be an ex-officio member of all Fundraising and Volunteer committees that are associated with the Concert programs.
6. Manage, or identify another individual to manage, any Concert program performances, festivals, competitions and events as needed.
7. Coordinate any trips or transportation associated with Concert programs.

**Sec. 4:** The Vice-President of Colorguard shall:

1. Assume all the duties of the President in the absence of the President, the Vice-President of Marching Band and the Vice-President of Concert Programs.
2. Manage all Fundraising and Volunteer activities and committees relating to his/her program. The Colorguard program includes, but may not be limited to, Colorguard, Winterguard, and Junior Colorguard.
3. Work with Executive Board to name Fundraising and Volunteer committee chairs that are associated with the Colorguard program.
4. Be an ex-officio member of all Fundraising and Volunteer committees that are associated with Colorguard program activities.
5. Manage, or identify another individual to manage, any Colorguard competitions, performances, festivals, or events as needed.
6. Coordinate any trips or transportation associated with the Colorguard program.

**Sec. 5:** The Vice-President of Percussion/Drumline shall:

1. Assume all the duties of the President in the absence of the President, the Vice-President of Marching Band, the Vice-President of Concert Programs and the Vice President of Colorguard.
2. Manage all Fundraising and Volunteer activities and committees, relating to his/her program. The Percussion/Drumline program includes, but may not be limited to Indoor Drumline.
3. Work with Executive Board to name Fundraising and Volunteer committee chairs that are associated with the Percussion/Drumline program.

4. Be an ex-officio member of all Fundraising and Volunteer committees that are associated with the Percussion/Drumline program.
5. Manage, or identify another individual to manage, any Percussion/Drumline performances, festivals, competitions, or events as needed.
6. Coordinate any trips or transportation associated with the Percussion/Drumline program.

**Sec. 6:** The Secretary shall:

1. Take the minutes of all Regular and Special meetings, and provide copies for all Members, no more than two (2) weeks following any meeting. Minutes may be distributed or provided in electronic format.
2. Take the minutes of all Executive Board meetings, and provide copies for all Executive Board Officers, no more than two (2) weeks following any Executive Board meeting. Minutes may be distributed or provided in electronic format.
3. Enter into the Executive Board meeting minutes any matters that have been decided via email communication since the previous Executive Board meeting.
4. Keep membership and meeting attendance records, plus a record of all volunteer hours. Maintain all corporate and historical records, and upon request, exhibit or cause to be exhibited at all reasonable times, these records to any Officer or Voting Member.
5. Attend to any correspondence on behalf of the Association, including the acknowledgement of donations and contributions to the Association.

**Sec. 7:** The Treasurer shall:

1. Receive and deposit all monies accruing to the Association.
2. Disburse funds per the Approved Budget and/or as directed by the Executive Board.
3. Keep accurate and complete records of all receipts and disbursements.
4. Create and manage a list of donors and their donations levels for each fiscal year, and distribute written acknowledgement of all monetary donations at the end of the calendar year or as requested.
5. Provide monthly financial reports to the membership at all Regular Meetings.
6. Conduct an internal mid-year budget review in coordination with the President and the Band Director. Submit to membership any item(s) requiring immediate attention for approval.
7. Prepare a year-end financial report and provide all records for a third-party financial review.
8. Prepare and file any and all tax returns.

9. Provide a financial report at the request of the Edison High School Administration or Edison High School ASB.
10. Serve as Chair of the Budget Committee.

**Sec. 8:** The Parliamentarian shall:

1. Ensure that all meetings are conducted according to the principles of "Robert's Rules of Order". Ensure that all policies and procedures are consistent with the Bylaws of the Association.
2. Oversee and act as Chair of the Bylaw Review Committee for review of and revisions to the Bylaws every two (2) years.
3. Oversee and act as Chair of the Nominating Committee annually, and conduct elections.

**Sec. 9:** The Volunteer Coordinator shall:

1. Oversee and confirm volunteer needs for all programs for any competitions, performances, festivals, and events, except where the Executive Board determines the Vice Presidents of individual programs are responsible for those duties.
2. Coordinate with the Band Director to determine needs for performances and events.
3. Utilize an acceptable format that ensures communication to all member families for volunteer signups.
4. Cooperate with the Secretary in accurately tracking and recording volunteer hours.

**Sec. 10:** The Fundraising Coordinator shall:

1. Maintain a current list of fundraising opportunities to supplement what will be obtained from hosted competitions, events and booster pledges.
2. Propose new opportunities to the Executive Board and General Membership for approval.
3. Manage or identify another individual to manage, maintain, and develop the Association's chosen fundraising programs, including but not limited to, SCRIP, See's candy sales, fireworks stand, candle sales, Snap raise, Mattress Sale, restaurant nights, or others listed in (4) Section 10. The Executive Board maintains authority to determine the chosen activities that may or may not include those described herein.
4. Solicit, encourage and instruct members on how to use online/ongoing fundraising opportunities to raise funds including Amazon Smile, Ralph's Community Programs or any other new opportunities that arise.
5. Serve as the liaison between these fundraising events and Edison High School administration requirements, and apply for approval to conduct fundraising if needed.

## **ARTICLE IX – QUALIFICATIONS, ELECTION OF OFFICERS, AND TERMS OF OFFICE**

**Sec. 1:** For the office of President, preference shall be given to a nominee who has served for at least one year on the Executive Board. In the event no nominee is identified who meets this qualification, said qualification shall be waived.

**Sec. 2:** No one may hold the same Executive Board office for more than two consecutive years, except in cases where there is no nominee for that office. An officer who holds one office for two consecutive years may return to that office after one year break in term.

**Sec. 3:** At the Regular Meeting held in February, the Parliamentarian shall form and Chair the Nominating Committee to consist of five (5) Voting Members of the Association.

**Sec. 4:** The Nominating Committee shall make a good faith effort to contact each Voting Member of the Association to ascertain his/her interest in being nominated for an Executive Board position.

**Sec. 5:** At the Regular Meeting held in March, the Nominating Committee shall present its Slate of Officers to consist of a nominee for each Executive Board position.

**Sec. 6:** The Slate of Officers shall stand until the Regular Meeting to be held in April. At that time, nominations will be entertained from the floor. If no nominations are forthcoming, the Slate of Officers shall be considered elected at that time and no formal election shall be required. If any nominations are received from the floor, said nominations shall stand until the Regular Meeting in May, at which time an election by ballot shall be conducted. Prior to the May election, each candidate shall have an opportunity to present his/her qualifications to the Voting Membership. The time and parameters of the presentation shall be determined by the Executive Board. When necessary, a committee of three (3) members will be appointed by the Executive Board for the purpose of distributing, collecting, and counting written ballots. No current member of the Executive Board may serve on this committee.

**Sec. 7:** There will be no proxy voting. The Executive Board will make provisions for absentee ballots if warranted by the circumstances. Members may request an absentee ballot if they are not able to attend the election, but still wish to place a vote. Requests for absentee ballots must be made to the Parliamentarian one (1) week prior to the scheduled election, with a deadline to submit by the start of the May election meeting, in order to be counted. Absentee ballots received after the May election meeting is in session will not be counted.

**Sec. 8:** In the event the Office of President becomes vacant, the Vice President of Marching Band shall be asked to assume the Office. If the Vice

President of Marching Band is unable or unwilling to assume the Office, the invitation shall be extended to the Vice President of Concert Programs, Vice President of Colorguard, Vice President of Percussion/Drumline, Secretary, Treasurer, Parliamentarian, Volunteer Coordinator, and Fundraising Coordinator, in that order. In the event the Office of President is not filled by another Executive Board Officer or in the event any other office becomes vacant, the Executive Board shall provide a nominee to the Voting Membership at the next Regular Meeting, at which time election by the Voting Membership shall take place.

**Sec. 9:** Officers shall be elected annually and shall take office on July 1 and serve through June 30 of the following year.

## **ARTICLE X – COMMITTEES**

**Sec. 1:** With input from the Executive Board, the President shall establish or collapse committees, and appoint Committee Chairs, in order to facilitate the various activities of the Association.

**Sec. 2:** Each Committee Chair shall report to either the President, or to an Executive Board member identified by the President.

## **ARTICLE XI – BUDGET AND FUNDRAISING**

**Sec. 1:** A Budget Committee consisting of the Executive Board, Band Director, and any others invited by the Executive Board shall convene in February. The Treasurer shall serve as the Chair of the Budget Committee.

**Sec 2:** The Budget Committee shall present a Budget for the next year's fiscal term to the Association at a Regular Meeting held in or before June for approval.

**Sec. 3:** If a budget is not approved by the Voting Membership, the Budget Committee shall gather feedback from the Voting Membership and will consider that feedback to prepare a modified Budget. The modified Budget shall then stand until the Regular Meeting held in October, when it will be submitted to the Voting Membership for approval.

**Sec. 4:** Approval of the Executive Board shall be required for the disbursement of any non-budgeted Association funds in excess of \$200.

**Sec. 5:** All Fundraising activities must be approved by the Executive Board.

**Sec. 6:** Any fundraising activity requiring upfront costs in excess of \$1500 must be presented at a Regular Meeting and approved by a majority of the Voting Membership present at said meeting.

## **ARTICLE XII – GENERAL FUNDS**

**Sec. 1:** All funds created under the sponsorship of the Association shall be deposited by the Treasurer in a depository approved by the Executive Board.

**Sec. 2:** The President, Treasurer and at least one other Executive Board member shall be authorized to sign checks, with two (2) signatures required per check.

**Sec. 3:** A tax-deductible assessment shall be requested from each member family to support the operation of each program sponsored by the Association. These programs include but are not limited to: Marching Band, Concert Band, Orchestra, Jazz Band, Colorguard, Winterguard, Junior Guard, Percussion and Indoor Drumline. These donations shall be voluntary. Students shall be permitted to participate in Association sponsored activities regardless of the amount donated by any member family.

**Sec. 4:** Various assessments shall be charged to each participating student as permitted by District policy and California state law, and as determined by the Executive Board.

**Sec. 5:** No student shall be denied the opportunity to participate in an Association-Sponsored activity because of partial payment or non-payment of an assessment or requested donation.

**Sec. 6:** The Executive Board, at its discretion, may define a program to recognize donors for their contributions to the Association, where contributions can be defined as either a) monetary donations or b) individual fundraising efforts that result in the receipt of monetary donations. Such recognition can be in the form of public recognition and/or a gift or other item or service of value. In the event that a gift, item or service is provided to recognize a certain level of contribution, the value of the gift, item or service shall be documented for the donor on the same document used to recognize the value of yearly tax deductible contributions. Furthermore, the value of the gift, item or service shall not exceed the greater of either a) the amount of the contribution that exceeds the amount of requested contributions for the fiscal year, or b) \$30.

## **ARTICLE XIII – FINANCIAL REPORTS**

**Sec. 1:** The Treasurer shall be required to prepare a monthly financial reports and an annual financial report. These reports shall become a part of the permanent records of the Association.

**Sec. 2:** Copies of the above mentioned financial reports shall be filed by the Treasurer with the Executive Board and with such other persons or groups as the Executive Board shall direct.

**Sec. 3:** A third-party review of the financial records shall be made in June

of each fiscal year. The Executive Board shall select or retain a qualified individual to conduct the review. The Executive Board may also retain the services of an accountant or other qualified individual to prepare and file all tax returns.

**Sec. 4:** The report of the third-party annual review shall be submitted by the outgoing Treasurer and given to the current fiscal year's Treasurer when turning over financial records. The deadline to turn over records is July 1.

**Sec. 5:** The Association's Fiscal Year shall be July 1 through June 30.

## **ARTICLE XIV – BYLAWS**

**Sec. 1:** The Bylaws are to be reviewed every two years by the Executive Board, with the addition of other members upon Board approval, under the direction of the Parliamentarian.

**Sec. 2:** Amendments to the Bylaws must be presented in writing to all Voting Members of the Association for approval. Such presentation may take the form of an e-mail attachment, website link, etc.

**Sec. 3:** The Bylaws may be amended by a two-thirds majority vote of the Voting Membership present at any Regular Meeting or Special Meeting. A quorum need not be present for voting to take place during a Regular Meeting, but must be present for voting in a Special Meeting.

**Sec. 4:** Copies of the Bylaws shall be provided to each member family upon request. A copy of the Bylaws also shall be displayed on the web site at all times, if available. Additionally, a copy shall be filed in the principal's office.

**Sec. 5:** The rules contained in the Modern Edition of "Robert's Rules of Order" shall govern the Association in all cases where said Rules are not contained in the Bylaws or in Special Rules of Order adopted by the Association.

## **ARTICLE XV - INDEMNIFICATION of OFFICERS**

**Sec. 1:** The Executive Board shall purchase and maintain liability insurance on behalf of the Association's Directors and Officers, naming the Huntington Beach Union High School District as additionally insured, in accordance with the requirements of Edison High School ASB and the Huntington Beach Union High School District. Limited coverage is extended to any non-executive general members, coaches, volunteer workers, employees, or other persons, even those contracted and financially supported by the Association and the Executive Board, within the scope of their employment by the Association while performing duties related to the conduct of the Association. (Article XV was amended and further ratified on May 20, 2020.)

## **CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the presently elected and acting Recording Secretary of the Edison High School Band Booster Association, a California Nonprofit Association, and the Bylaws attached to this Certificate are the Bylaws of this Association as adopted at a meeting of the membership.

Olga Nadler

Signature of Secretary

5/25/2020

Date