

MPS By-Laws 2022

Music Parents' Society of Castro Valley, Inc.

ARTICLE I

NAME AND PURPOSE

Section 1.01. Name The name of this organization shall be Music Parents' Society of Castro Valley, Inc.

Section 1.02. Purpose. The organization is organized and operated for the charitable and educational purposes of supporting the students, teachers, and administrators of the Castro Valley Unified School District's music departments and programs by engaging in charitable, civic, and educational activities that contribute to the organization by encouraging kindness, social participation, and etiquette.

Section 1.03. Non-Profit Policies. This organization shall be non-profit, noncommercial, nonsectarian, and nonpartisan. No commercial enterprises and no political candidate shall receive any endorsement from this organization or its representatives. The name of the organization, or its officers in their official capacity, shall not appear in support of any commercial concern or with any partisan interest or for any other purpose than the regular work of the organization.

No part of the income or property of MPS shall be used to benefit any individual or member except as herein authorized, and the affairs of this organization shall be regulated so as to qualify for exemption from federal taxes under the appropriate sections of the Internal Revenue Code, and the State of California as amended and supplemented annually.

ARTICLE II

MEMBERSHIP

Section 2.01. Qualification . All parents, guardians or other persons of a music student enrolled and attending Castro Valley Unified may be considered voting members of the organization. All staff members shall be included as associate Board members without voting rights. There will be no discrimination as to sex, race, or religion. Membership fees shall be set by the Board of Directors annually.

Section 2.02 Rights and responsibilities . The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees and be nominated and elected to office. Voting members shall have the right to vote for the officers, review and approve the annual budget and approve amendments to these by-laws.

Section 2.03. Quorum . The members present at any membership meeting of the organization, provided at least five (5) members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action. In that event, any matter brought before the membership at a meeting at which a quorum is not present shall be discussed and decided by the Executive Board.

Section 2.04. Meetings . The board shall meet monthly, September to June (with the exception of December). These meetings are open to all members of MPS. The day and time of these regular meetings shall be calendared annually by the Board of Directors, no later than August of the subsequent year.

ARTICLE III

EXECUTIVE BOARD

Section 3.01. Membership. The Executive Board shall consist of the elected officers of the organization.

Section 3.02. Authority . The affairs, activities and operation of the organization shall be managed by the Executive Board.. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these Bylaws. It may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.

Section 3.03. Quorum. A quorum of the Executive Board for the conduct of business shall consist of at least three (3) officers in attendance.

Section 3.04. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.05. Participation in Meeting by Conference Telephone or digital communication. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can all participate.

Section 3.06. Failure to Perform Duties. ;When a member of the board fails to perform the duties and responsibilities of his/her office, the Board shall have the right to remove said officer from the board whenever, in its judgment, the best interests of MPS would be served thereby.

Section 3.07. Reimbursement. Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

Section 3.08. Records. Each member of the board shall, upon the expiration of term, or in case of resignation or removal from office, surrender to the board all records, books, funds, and other supplies or materials pertaining to the office.

ARTICLE IV

OFFICERS AND THEIR ELECTIONS

Section 4.01. Officers. The officers of this organization shall include one President, one or more Vice Presidents, a Secretary and a Treasurer and such additional officer(s) as may be elected or appointed by the Executive Board from time to time.

Section 4.02. Election . A nominating committee composed of the current President and at least one additional officer shall begin seeking nominees in April of the year in which the candidates will be elected and develop a slate of candidates. The candidates shall be announced to the membership as soon as possible. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor.

Officers shall be elected at the June meeting of the organization by the members present. Officers shall assume their official duties on the last day of the current school year following their election.

Section 4.04. Term . Officers shall serve a one-year term. Officers may be elected for up to two consecutive terms in the same office.

Section 4.05. Vacancies . A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board.

ARTICLE V

DUTIES OF OFFICERS

Section 5.01. President The President shall be the principal executive officer of the organization and, subject to the control of the Executive Board shall in general supervise and control all of the activities of the organization. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the membership. The President shall vote only in the case of a tie in a vote of the Executive Board or the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization.

Section 5.02. Vice-President(s) . The Vice-President shall be a member of the Executive Board and, in the absence of the President, shall perform the duties of the President. The Vice-President shall perform such other duties as are assigned by the President or the Executive Board.

Section 5.03. Secretary . The Secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these Bylaw, shall manage and keep an accurate tally members in attendance at meetings, and in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board.

Section 5.04. Treasurer . The Treasurer shall be a member of the Executive Board. The Treasurer shall have charge of and be responsible for all funds of the organization in accordance with the organization's financial policies. The Treasurer shall receive and give receipts for monies due and payable to the organization from all sources and shall deposit such funds in such banks or other organizations as are selected by the Executive Board. The Treasurer shall make disbursements as authorized by budget as approved, or amended, by the membership. The Treasurer shall present a written

financial report, prepared in accordance with the organization's financial policies, at each Meeting of the membership and at other times as requested by the Executive Board.

ARTICLE VI

FINANCES

Section 6.01. Budget . The Executive Board shall present to the membership at the first regular meeting of the membership after the officers have been elected or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership.

Section 6.02. Obligations . The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization.

Section 6.03. Loans. No loans shall be made by the organization to its officers or members.

Section 6.04. Checks . All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer and one other officer as authorized in writing by the Executive Board.

Section 6.05. Banking . The Treasurer shall deposit all funds of the organization to the credit of the organization in such banks, trust companies or other depositories as the Executive Board may select and shall make such disbursements as authorized by the Executive Board in accordance with the budget adopted by the membership. All deposits and/or disbursements shall be made as soon as practicable upon receipt of the funds and/or orders of payment.

Section 6.06. Financial controls . The organization shall adopt appropriate financial controls to ensure the integrity of its funds. Specifically, without limitation, the organization shall maintain separation of financial controls so that, minimally:

(a) all expenses must be approved by the membership by way of approval of an annual budget, or amendments thereto, or be approved by separate resolution of the Executive Board

(b) all checks require two signatures

(c) an officer or other person without check signing authority designated by the Board shall review all bank statements; and,

(d) a committee of at least two (2) persons without check signing authority shall annually audit all corporate finances, or hire and supervise an outside accountant or auditing firm to conduct a review of corporate financial records.

Section 6.07. Financial Report . The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the organization's financial policies. The Executive Board shall have the report and the accounts examined annually. If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The internal audit committee shall consist of two or more board or voting members of the organization who are not involved in the routine handling of the organization's finances, including not having signature authority on bank accounts or approval authority over disbursements. If the organization grosses between \$100-200,000 in receipts, an external professional, such as a certified public accountant (CPA), may be hired by the audit committee to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$200,000.

Section 6.08. Fiscal Year . The fiscal year of the organization shall be from July 1 to June 31 but may be changed by resolution of the Executive Board.

Section 6.09. Record retention . All records of the organization shall be maintained and destroyed in accordance with law, and standard record retention guidelines. Financial records shall be maintained as follows:

RECORD	HOW TO STORE	PERIOD OF TIME
Year end Treasurer's financial report/statement	Store in corporate record book.	<u>Permanent</u>
Treasurer's reports, periodic	Compile & file records on yearly basis.	<u>Three Years.</u> Store w/financial records. Destroy after three years.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile & file records on a yearly basis.	<u>Seven Years.</u> Store w/financial records. Destroy after seven years.

ARTICLE VII

CONFLICTS OF INTEREST

Section 7.01. Existence of Conflict, Disclosure. Directors, officers, employees and contractors of Corporation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Corporation. A conflict of interest may

exist when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the Corporation. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

Section 7.02. Nonparticipation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

Section 7.03. Minutes of Meeting. The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 7.04. Annual Review. A copy of this conflict-of-interest statement shall be furnished to each director or officer, employee and/or contractor who is presently serving the corporation, or who hereafter becomes associated with the corporation. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

ARTICLE VIII

INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE IX

AMENDMENTS

These bylaws may be altered, amended, or repealed and new by-laws adopted by two-thirds of the members present and voting at any regular meeting or any special meeting, if at least 30 days written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting.