

HOPKINS BAND AND ORCHESTRA BOOSTERS BYLAWS

Adopted May 31, 2015

Amended December 13, 2015

SECTION I: ORGANIZATION NAME

This nonprofit Organization shall be known as Hopkins Band and Orchestra Boosters (“HBOB” or “Organization”), located in the city of Fremont, County of Alameda, State of California.

SECTION II: FISCAL YEAR

The fiscal year of the Organization shall begin on July 1 and end on June 30 of the following year.

SECTION III: OBJECTIVES

Without in any way limiting the general purposes and powers of the Organization set forth in the Articles of Incorporation of the Organization (the “Articles”), the objectives of this Organization are:

- A. Financial administration, fundraising, and operational support for the band and orchestra programs conducted at William Hopkins Junior High School, Fremont, California.
“Financial administration” includes, but is not limited to, the establishing of banking relationships, the processing of payments, and the handling of receipts.
- B. The Organization will remain independent of the Fremont Unified School District.

SECTION IV: MEMBERSHIP

The Organization shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law.

SECTION V: BOARD OF DIRECTORS

Subject to any limitations stated in these Bylaws and the Nonprofit Corporation Law, and subject to the duties of Directors as prescribed by the Nonprofit Corporation Law, all corporate powers shall be exercised by, or under the direction of, and the business and affairs of the Organization shall be

managed by the Board of Directors (“Board”). The individual Directors will act only as members of the Board, and the individual Directors will have no power as such.

- A. The authorized number of Directors of the Organization shall not be less than five (5) or more than fifteen (15) Directors. The exact number of Directors shall be set by the Board from time to time.
- B. Directors will be elected to serve three-year terms. Directors may be elected at any regular meeting of the Board. There are no limits on the number of terms a Director may serve.
- C. Each year, the Board of Directors will hold at least one meeting, at a time and place fixed by the Board of Directors, for the purposes of election of Directors and Officers, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in the Bylaws as the “annual meeting.” Other regular meetings of the Board of Directors may be held at such time and place as the Board may fix from time to time by resolution.
- D. A majority of Directors then in office, but no fewer than two Directors, shall constitute a quorum for the transaction of business, except to adjourn.
- E. Vacancies on the Board may be filled at the Board’s discretion, but, such vacancies must be filled either by a majority vote of the Directors then in office or by the sole remaining Director.
- F. One calendar day notice shall be given to reschedule a regular meeting as deemed necessary by the Board of Directors. Except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted by Section V.C.), notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:
 - 1. Personal delivery of oral or written notice;
 - 2. First-class mail, postage-paid;
 - 3. Telephone, including a voice messaging system, text messaging, or other system or technology designed to record and communicate messages; or
 - 4. Facsimile, electronic mail (“e-mail”) or other means of electronic transmission if the recipient has consented to accept notices in this manner.
 - 5. All such notices shall be given or sent to the Director’s address, phone number, facsimile number or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.
- G. Special meetings of the Board of Directors may be called at its discretion without notice.
- H. A meeting must be chaired by an officer.
- I. Meetings may be held virtually through a conference call. Attending in this manner constitutes presence in person in the meeting.
- J. Excluding the election of officers and directors, any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all board members, individually or collectively, consent in writing to the action. Such written consent will have the same force and effect as majority vote of the Board of Directors taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

K. **Limitation on power:**

The Board of Directors will **not** have any power or authority to borrow money to incur indebtedness to encumber any future Board of Directors of this non-profit Organization.

SECTION VI: OFFICERS

- A. The officers of the Organization shall be President, Secretary, and Treasurer.
- B. The officers shall be elected by the Board of Directors for a term of one (1) year. Officers may be elected for unlimited consecutive terms.
- C. The officers will assume their official duties immediately when the Organization is formed and then going forward July 1 after their election.
- D. The Board of Directors may empower the President to create additional offices as the business of the Organization may require. Such positions may be filled by a vote of the Executive Board. Each such officer will hold office for such period, have such authority, and perform such duties as delegated by the Executive Board or as the Board of Directors from time to time may determine. The Executive Board **may not** delegate any authority that it has not been granted by these Bylaws or by the Board of Directors.
- E. Each officer will serve at the discretion of the Board of Directors until his or her successor shall be elected, or his or her earlier resignation or removal. Any Officer may be removed, with or without cause, by:
 - 1. the Board of Directors, or
 - 2. an Officer on whom such power of removal may be conferred by the Board of Directors.
- F. A vacancy occurring in any office may be filled for the unexpired term by a person nominated by a majority of the Executive Board.

SECTION VII: ELECTION OF OFFICERS

- A. Any member of the Board of Directors may nominate a person to serve as an officer.
- B. Any member of the Executive Board may nominate a person to serve as an officer.
- C. The Board of Directors may appoint a nomination committee at its discretion.
 - 1. Such a committee will have the authority to nominate persons to serve as officers.
 - 2. Such a committee shall provide all nominations at the annual meeting.
 - 3. Such a committee shall consist of at least three (3) persons, including one (1) member of the Board of Directors, one (1) member of the Executive Board, and one (1) other person who is at least eighteen (18) years of age.
- D. Nominations from the floor will be accepted at the annual meeting.
- E. All nominees must have given their consent prior to having their names placed in nomination.
- F. Election of Officers shall take place at the annual meeting. Newly-elected officers shall assume their duties as of July 1.

SECTION VIII: DUTIES OF THE OFFICERS

A. PRESIDENT

1. The President shall preside at all meetings of the Organization and its Executive Board.
2. The President will perform all other duties as prescribed in these Bylaws or assigned to him/her by the Organization or its Executive Board.
3. The President shall assume the duties of any vacant office until such time that the vacant position is filled.
4. The President shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may from time to time be assigned to the President by the Board of Directors. If no other person is designated as the chief executive, the President shall, in addition, be the chief executive and shall have the powers and duties as may be prescribed by the Board of Directors.

B. SECRETARY

1. The Secretary shall keep the minutes of all official meetings and maintain the corporate minute book.
2. The Secretary shall keep the minutes of all meetings of the Board of Directors, Executive Board, and all committees with board-delegated powers pursuant to the Organization's Conflict of Interest Policy. The minutes of any meeting addressing a conflict of interest must contain, including but limited to, the information described in Article IV (Records of Proceedings) of the Conflict of Interest Policy of the Organization. (Attached as Appendix A.)
3. The Secretary will certify, and keep or cause to be kept, the original or a copy of these Bylaws as amended to date at the principal office of the Organization.
4. The Secretary shall prepare correspondence as directed by the Organization or its Executive Board.
5. Corporate Records:
Upon request, the Secretary shall exhibit, or cause to be exhibited, these Bylaws and the minute book at a reasonable time to any Director.
6. Other Duties:
The Secretary will have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board of Directors or these Bylaws.

C. TREASURER

1. The Treasurer will keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account in written form or any other form capable of being converted into written form.
2. The Treasurer will deposit or provide for the deposit of all monies and other valuables in the name and to the credit of the Organization with such depositories as may be designated by the Board of Directors.

3. The Treasurer will disburse or provide for the disbursement of all Organization funds as requested by the Board of Directors. The Treasurer will not be the sole signatory on any check.
4. All checks, drafts, and other orders for the payment of money out of Organization funds and all notes or other evidences of indebtedness of the Organization must be signed on behalf of the Organization by at least two (2) officers.
5. The Treasurer will prepare or cause to be prepared, any and all tax forms and liabilities.
6. The Treasurer will give to the President and the Board of Directors, whenever either requests it, a written accounting of all of the Treasurer's transactions as Treasurer and of the financial condition of the Organization.
7. The Treasurer will present, or cause to present, a statement of accounts and expenditures as they relate to the budget, at every Board meeting and at other times requested by the Board of Directors.
8. If required by the Board of Directors, the Treasurer will give the Organization a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of this office and for restoration to the Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under his/her control on the death, resignation, retirement, or removal from office of the Treasurer.
9. All requests for disbursement of funds will be deducted from the applicable budgeted line item unless pre-approved by a majority vote of the Executive Board members.
10. The Treasurer will have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

D. ALL OFFICERS

1. All officers will deliver to their successors all official material no later than ten (10) calendar days following the election of new officers.
2. All officers will perform the duties defined above in accordance with the parliamentary authority as set forth in these Bylaws.
3. All officers will serve on the Executive Board.

SECTION IX: EXECUTIVE BOARD

- A. The Executive Board will be comprised of the Officers ~~and the Hopkins Director(s) of Band and Orchestra.~~
- B. The Executive Board may invite other non-voting participants to their meetings as needed.
- C. The Executive Board will meet at least once per calendar quarter. These meetings should be scheduled in order to orient new Board members for the following year, develop a budget and make decisions regarding fundraisers, and to schedule regular meetings and business for the year.
- D. Each member of the Executive Board will have one (1) vote in all matters brought before it.

- E. Meetings of the Executive Board may be called, with or without notice, by the President or by a majority of the members of the Executive Board.
- F. A majority of the Executive Board members present will constitute a quorum.
- G. General Duties:
 - 1. The Executive Board will transact necessary business between regular meetings of the Board of Directors.
 - 2. The Executive Board will conduct or cause to conduct an internal audit of the books once per year. The Executive Board will report its finding at a meeting of the Board of Directors.
 - 3. The Executive Board will have the authority to create additional committees as needed. Such Committees will **not** have any authority or powers beyond those of the Executive Board or its constituents.

SECTION X: BUDGET

The Executive Board will prepare, or cause to be prepared, a budget for the next fiscal year and submit it to the full Board of Directors for approval no later than the annual meeting.

- A. A copy of the approved budget will be kept with the minutes of the annual meeting.
- B. Such a budget must conform to the policies set forth by these Bylaws as well as any additional policies set forth by the Board of Directors. The Board of Directors will review, and amend if they so choose, any such policy prior to the annual meeting.
- C. From time to time, the needs of the Organization may require that the budget be amended. Such amendments may be approved by the Executive Board, so long as:
 - 1. the total amount of budgeted expenditures do not increase beyond the total amount of budgeted expenditures most recently approved by the Board of Directors, and so long as;
 - 2. no individual budget line item is reduced to less than 90% of the funds allocated in the budget most recently approved by the Board of Directors.

Any amendments not conforming to these provisions may only be adopted with approval of the Board of Directors.

SECTION XI: GIFTS

- A. The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or devise for the nonprofit public benefit purposes of this Organization. The Board of Directors has the right to refuse a donation.
- B. The Board of Directors may accept on behalf of the Organization a designated gift for a specific purpose of this Organization. In the event the gift cannot be used for the specific purpose within

one (1) year of receipt, the Board of Directors will direct the Treasurer to return the gift to the donor, if possible.

SECTION XII: COMPENSATION

Compensation and other financial arrangements, if any, with officers, directors, employees, and independent contractors, are subject to and must comply with the Conflict of Interest Policy adopted by the Organization. (Attached as Appendix A.)

SECTION XIII: PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised will govern this Organization in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

SECTION XIV: AMENDMENTS TO BYLAWS

The Board of Directors may amend the Bylaws. Such power is subject to the following limitations:

- A. Amendments to these Bylaws must be presented to the Executive Board prior to a regular meeting of the Organization. The Executive Board will give its recommendation, either favorable or unfavorable, at the next regular meeting of the Organization.
- B. A motion to recommend changes to the Bylaws must be made and seconded at a noticed, regular meeting.
- C. An amendment must be approved by a two-thirds (2/3) majority vote of the Board of Directors.

SECTION XV: AMENDMENTS TO CONFLICT OF INTEREST POLICY

The Board of Directors may amend the Conflict of Interest Policy. (Attached as Appendix A.) Such power is subject to the following limitations:

- D. Amendments to the Conflict of Interest Policy must be presented to the Executive Board prior to a regular meeting of the Organization. The Executive Board will give its recommendation, either favorable or unfavorable, at the next regular meeting of the Organization.
- E. A motion to recommend changes to the Conflict of Interest Policy must be made and seconded at a noticed, regular meeting.
- F. An amendment must be approved by a two-thirds (2/3) majority vote of the Board of Directors.

Adopted by resolution of the Board of Directors on: 05/31/2015

Amended by the Board of Directors (Section IX: Executive Board, A) on: 12/13/2015