

ADAMS MIDDLE SCHOOL MUSIC BOOSTERS
ARTICLES OF ASSOCIATION AND BYLAWS

Article I – NAME AND LOCATION

Section 1. Name

The name of this organization is the Adams Middle School Music Boosters' Club, also known as, the Adams Music Boosters, hereinafter referred to as "Boosters" or "AMB".

Section 2. Location

The AMB Board (hereinafter referred to as the "Board") shall have full power and authority to select and change the principle office location of the Boosters from one location to another so long as said principle office remains within the County of Contra Costa, State of California.

There is an Adams Music Boosters box in the band room at Adams Middle School campus, hereinafter referred to as "AMS". The address of Adams Middle School is 401 American Avenue, Brentwood, California 94513.

Article II – PURPOSE

The Adams Music Boosters is a Public Benefit unincorporated organization.

Section 1. Specific Purpose

The purpose of the Boosters is to encourage and sponsor music activities at AMS, and to provide such equipment, materials, and support for such activities as may be deemed advisable by the Boosters and acceptable to the AMS administration and the Brentwood Union School District.

Section 2. Special Purpose

A special purpose of the Boosters is to raise and disseminate funds in support of the AMS music activity programs in a fashion deemed advisable by the Boosters and acceptable to the AMS administration and the Brentwood Union School District.

Section 3. Non-profit Status

The organization is organized exclusively for the charitable, scientific, literary or educational purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE III – BASIC POLICIES

The following are the basic policies of the Boosters:

- a. The Boosters shall be noncommercial, nonsectarian and nonpartisan.
- b. The name of the organization or the names of any members in their official capacities shall not endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to the promotion of the purpose of the organization.
- c. The organization shall not enter into membership with other organizations except with the approval of the Executive Committee, but may cooperate with other organizations and agencies concerned with the welfare of musicians and other students.
- d. The Boosters shall not – directly or indirectly – participate or intervene in any way in any political campaign on behalf of, or in opposition to, any candidate for public office.
- e. No part of the net earnings of the Boosters shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation of services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.
- f. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable or educational purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. Preference shall be given to such organization(s) whose work specifically supports the activities of Adams Middle School and its students.

ARTICLE IV – MEMBERSHIP AND DUES

Section 1. Eligibility

Membership in the Boosters shall be open to parents, guardians, and family members of students, graduates of AMS, and any other individual or

organization supporting the purposes of the Boosters. Membership shall be made available without regard to race, color, creed, sexual orientation or national origin.

Section 2. Terms of Membership

Membership shall be annual for a school year (July 1 to June 30); shall become effective for a year or portion thereof and shall remain effective until the following June 30.

Section 3. Honorary Membership

Honorary membership shall be awarded at the discretion of the executive committee. Honorary members shall be entitled to all privileges of regular membership.

Section 4. Ex Officio Membership

The principal or his designee, the music director, and the choir director shall be ex officio members of Adams Music Boosters without vote. They may choose to join as regular members and will then be entitled to all privileges of regular membership.

Section 5. Dues

Membership will be determined by the presiding Board. Any change in membership dues must be approved by a majority vote of those members present and voting at a regular membership meeting.

ARTICLE V – OFFICERS AND THEIR ELECTION

Section 1. Eligibility

The privilege of holding office shall be limited to the members of the organization who have been members of the organization for at least thirty (30) days previous to nomination.

Section 2. Executive Committee Officers

The Executive Committee Officers of this organization shall be the president and vice president (the term shall consist of serving one year in each role); the treasurer and assistant treasurer (the term shall consist of serving one year in each role); and the secretary who shall serve for one (1) year.

Section 3. Nomination and Election

- a. Current Board members have the right to remain or resign from their position.
- b. Current Board members may also choose to volunteer to switch to a different position. Approval of the switch will be decided by a majority vote of the other members in the existing Board.
- c. Candidate(s) for office shall be made on a voluntary basis based on current position vacancy.
- d. All vacant Board positions will be posted available at the last Booster meeting of the school year (May).
- e. Nomination for the vacant Board position will be elected by a majority vote of the existing Board.

Section 4. Term of Office

- a. Officers shall be elected to serve for a term of one (1) year, or until successors have been elected.
- b. Officers may be elected for a maximum of three (3) consecutive terms in one position.
- c. No person may hold more than one elected office.
- d. Terms shall commence on July 1 and end on June 30.
- e. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the Board.

ARTICLE VI – EXECUTIVE OFFICERS’ DUTIES

Section 1. President

The president shall:

- a. Preside at all meetings of the Boosters, the Boosters’ Board, and Executive Board.
- b. Be a member ex officio of all committees with the exception of the nominating committee.

- c. Appoint all committee chairmen subject to the ratification of the Board.
- d. Coordinate the work of officers and committees in order that the purposes may be promoted; and
- e. Be the official lead contact for Adams Music Boosters.

Section 2. Vice President

The vice president shall:

- a. Act as aide to the president and shall perform the duties of the president in the absence or inability of the officer to act
- b. Coordinate with uniform monitor(s):
 - i. in the assigning of volunteers to check uniforms at key events
 - ii. communicating with social media chair the uniform requirements
- c. Have such other powers and perform such other duties as from time to time may be prescribed by the president or by the Board

Section 3. Secretary

The secretary shall:

- a. Keep an accurate record of the proceedings of all meetings of the membership, Booster Board, and executive committee.
- b. Record all expenditures in the minutes.
- c. Prepare and disseminate minutes of the meetings to appropriate administrative staff, the band director, choir director and Board members.
- d. Keep a current copy of the Bylaws and the Standing Rules.
- e. Provide the “hard copy” of the Bylaws and the Standing Rules with the Treasurer and a “soft copy” for the website.
- f. Be responsible for the preparation and counting of any necessary ballots.
- g. Send correspondence deemed necessary by the president and the Board.
- h. Perform such other duties as may be delegated to the secretary.

Section 4. Treasurer

The treasurer shall:

- a. Receive monies of the Boosters, keeping an accurate record thereof, and shall deposit them in the name of the Adams Music Boosters in a bank or banks approved by the Board.
- b. Pay all bills as authorized by the booster Board or the organization.
- c. Keep an accurate record of receipts and disbursements that are a permanent record of the Boosters. All other financial records must be retained for seven years, including the current year.
- d. Present a statement of account at every meeting of the Board and general membership meeting, and when otherwise requested by the Board.
- e. Make an annual financial report in August to the membership that includes gross receipts and disbursements for the previous year, July 1 – June 30.
- f. File such annual reports with the Internal Revenue Service, the State for California, and local agencies as required by law.
- g. Prepare an annual budget to be presented at the first general membership meeting of the fiscal year in August.
- h. Order and distribute uniforms. Including being present at any event in which uniforms are sold (typically Walk Thru and Back to School Night).
- i. Manage online accounts. Including: Paypal, Square and Charms
- j. Reconcile and balance all accounts.

Section 5. Assistant Treasurer

The assistant treasurer shall:

- a. Act as aide to the treasurer and shall perform the duties of the treasurer in the absence or inability of the officer to act.
- b. Shadow the treasurer throughout the year ensuring a smooth transition to treasurer position at the end of the school year.

- c. Review all files created by the treasurer as a way to learn how to create each file and as a way to edit and assure accuracy.
- d. Attend all events required for the treasurer to attend.

Section 6. Failure to Attend Meetings

When an officer or committee chairperson fails to attend three (3) consecutive meetings without adequate excuse or when an officer fails to perform the prescribed duties of the office, the Board may declare the office vacant.

Section 7. Expiration of Term or Resignation

Each officer or committee chairperson, upon expiration of his or her term or office or in case of resignation, shall turn over to the president, without delay, all record, books and other materials pertaining to the chairmanship, and shall return to the treasurer, without delay, all funds belonging to the Boosters.

ARTICLE VII – BOOSTER MEETINGS

Section 1. Meetings

General Booster meetings shall be held quarterly during the school year unless otherwise ordered by the Board.

Section 2. Annual Election Meeting

The annual election meeting shall be held in May in conjunction with the regular meeting of that month, with the exception of the treasurer which election meeting shall be held in April of that school year.

Section 3. Special Membership Meetings

Special meetings may be called at any time, for any reason, in any of the following ways:

- a. By the Booster president.
- b. By a request to the president of at least three (3) booster Board members.
- c. By a written petition signed by at least fifteen (15) general members of the Boosters. Such petition shall be presented to the president who shall call such meeting within one week after notification of members.

Section 4. Participation

The privilege of making motions, debating and voting shall be limited to members of the Boosters who are present and who have been members of the organization for at least ten (10) days.

Section 5. Quorum for General Meetings

A quorum for general membership meetings shall consist of at least three (3) officers and at least seven (7) members in total. The officers may be counted as part of the seven.

Section 6. Voting

At general membership meetings, all members of the Boosters may vote by voice or written ballot as directed by the president. The membership may, by majority vote, request a written ballot vote on any item. Proxy and absentee voting are expressly prohibited. Everyone is allowed one vote except Band Director who shall be allowed to vote in tie-breaking decisions.

ARTICLE VIII – BOOSTERS’ BOARD OF DIRECTORS

Section 1. Composition

The Boosters’ Board of Directors shall consist of the duly elected officers and the committee chairpersons. The AMS principal or his designee, the band director, and the choir director shall be non-voting ex officio members of the Board and are welcome at all regular Booster meetings.

Section 2. Duties

The Boosters’ Board:

- a. Shall transact necessary business between meetings of the organization and shall transact such other business as may be referred to it by general membership.
- b. May authorize the payment of organization bills within the limits of the budget adopted by the organization. Such action shall be ratified at the next organization meeting and must be recorded in the minutes.
- c. May authorize the payment of other non-budgeted organization bills not to exceed \$1,000 between meetings of the organization. Ratification of payment of these bills must occur at the next organization meeting and must be recorded in the minutes.

- d. Shall create such committees as are deemed necessary to carry out the work of the organization.
- e. Shall fill all vacancies in the office, including that of president.
- f. Shall receive a financial report from the treasurer at each meeting.

Section 3. Quorum

A majority of Board members (or 50% when there is an even number of Board members) shall constitute a quorum for Board meetings. A majority of Board or general members present who vote on any particular issue will suffice to pass that issue.

Section 4. Special Action

For situations requiring Boosters' Board action that occur where there is not time to constitute a quorum at a meeting, the president may poll the Board on an issue. In this instance, a majority of the Board membership must vote affirmatively for the action to be declared passed. A Board member not voting is counted as not voting affirmatively, whether by abstention or by being unavailable for contact at the time of polling.

Section 5. Year End Reports

At the end of each term of office and/or upon completion of a specific responsibility, each officer or committee chairman of the Boosters is responsible for submitting a comprehensive written report of the activity for which he or she was responsible. This is to become part of the permanent record of the Boosters to aid subsequent persons in each area.

Section 6. Permanent Records of the Boosters

The president shall be responsible for maintaining the permanent records of the Boosters during his or her term of office, and for passing it on to the next president. The treasurer shall be responsible for maintaining all financial records of the Boosters during his or her term of office and for passing it on to the next treasurer. A hard copy of seven years of financial records, minutes and agendas must be kept in the AMS Band room.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee consists of the elected officers of the Boosters' Board: the president, vice president, secretary, treasurer and the assistant treasurer.

Section 2. Meetings

The Executive Committee shall meet when called by the president. The president must call a special meeting upon the written request of the three (3) members. Meetings must be held within one week of receipt of a written request. All Executive Committee members must be notified of special meetings as soon as possible.

ARTICLE X – COMMITTEES

Section 1. Required Committees

The Board shall create such committees necessary to carry on the work of the Boosters. The quorum for a committee meeting shall be a majority of its members.

Section 2. Chairmen

The president, subject to the ratification of the Board, shall appoint the chairmen of committees. The chairmen shall be considered to be members of the Boosters' Board.

Section 3. Term of Office

The term of office for a chairman shall be one (1) year or until a successor has been appointed.

Section 4. Plan of Work

The chairmen shall consult with the president or designated elected officer concerning plans of work.

Section 5. Reports

Reports shall be compiled annually by all chairmen and filed with the president.

ARTICLE XI – FUNDS

Funds required for the purposes of the Boosters shall be raised by donations and such other fundraising activities as the Boosters may undertake from time to time. The Board will establish methods of designation and distribution of said funds taking into account the stated preferences of donors, the requests of the band director, choir director and the school administration.

ARTICLE XII – STANDING RULES

Specific Standing Rules designating operational details of the Booster shall be maintained separately from these Bylaws and shall govern certain policies and procedures of the Boosters. They shall in no case be in conflict with these Bylaws, and these Bylaws shall always take precedence over such Standing Rules.

The Standing Rules may be changed by a majority vote at any Board or General Membership Meeting, providing the required quorum is present. Such changes will take effect immediately. The Standing Rules will be updated and maintained by the Booster secretary who is responsible for recording and dating each official modification of Booster policy and procedure.

ARTICLE XIII – BYLAWS

Section 1. Articles of Organization

The articles of organization of the Boosters comprise these Bylaws, as from time to time amended.

Section 2. Revision and Amendment

These Bylaws may be amended by a majority vote of those present and voting at a General Membership meeting. Proposed amendments must first be approved by the Board, whose members shall receive them at least one (1) month prior to the meeting at which they will be voted upon. The membership shall receive notification at the previous meeting that Bylaws revisions and/or amendments are to be voted upon at a General Membership meeting.

Section 3. Review

These Bylaws shall be reviewed every year by the Boosters' Board.

ARTICLE XIV – FISCAL YEAR AND IRS NUMBER

Section 1. Fiscal Year

The fiscal year of the Boosters shall begin July 1 and end June 30.

Section 2. IRS Number

The Internal Revenue Service Employer Identification number for Adams Music Boosters is: **27-2348716**.

ARTICLE XV – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly revised shall govern this organization in all cases in which they are applicable and in which they are not in conflict with these Bylaws.

ARTICLE XVI – DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ADOPTED BY THE: **Adams Middle School Music Boosters:**

Laura Burgdoerfer, President

Joe Goldstein, Vice President

Joanna Pattugalan, Secretary

Sierra Palmer, Treasurer

Lucinda Brainerd, Assistant Treasurer