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**BYLAWS
of the
BRANHAM HIGH SCHOOL MUSIC BOOSTERS ASSOCIATION
A California Nonprofit Public Benefit Association**

ARTICLE I. TITLE.

Section 1. TITLE.

The name of this Association shall be Branham High School Music Boosters Association (hereinafter referred to as “the Association”). The Music Boosters has been organized under the Nonprofit Public Benefit Association Law of the State of California.

ARTICLE II. PURPOSE.

Section 1. PURPOSE.

(a) The specific and primary purpose for which this Association is formed is to act for the benefit of the Branham High School Music Program, a California public school, that is exempt under section 501 (c) (3) of the Internal Revenue Code, (1) by receipt of grants, bequests, donations, contributions, and memorials on behalf of Branham Music Department, (2) by making contributions and donations to and providing fund raising support for Branham Music Department, and (3) by otherwise rendering support to said school and supporting the advancement of music education.

(b) The general purposes and powers are to have and to exercise all rights and powers conferred on nonprofit Associations, under the laws of California, provided, however, that this Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Association.

(c) No part of the net earnings of this Association shall inure to the benefit of any private individual or entity.

(d) No substantial part of the activities of this Association shall be carrying propaganda or otherwise attempting to influence legislation.

(e) This Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

(f) No person shall on the ground of race, color, sex, sexual orientation, religion, national origin, or any other characteristic protected under the law, be excluded from participating in, be denied the benefits of, or be subjected to discrimination under any program or activity of this Association.

ARTICLE III. OFFICES.

Section 1. PRINCIPAL OFFICE.

The principal office of the Association shall be located at such place in Santa Clara County, California, as may be designated by the Executive Board.

ARTICLE IV. MEMBERS.

Section 1. MEMBERS.

The parents or guardians of any student enrolled in the Branham High School Music Department shall become a member of this Association. Each member shall be entitled to one vote; irrespective of the number of children of one family enrolled in the Department. All members shall be considered active members whose children are currently enrolled in the music department.

Section 2. DUTIES OF MEMBERS.

1. To attend and participate in Association meetings
2. To develop and monitor the annual budget
3. To formulate and supervise fundraising efforts
4. To organize and chaperone student music events
5. To raise funds for the purpose of supporting the Association
6. To contribute toward student musical development

Section 3. MEETINGS OF THE MEMBERSHIP

- (a) Regular meetings shall be held without call or notice on such dates and at such times as may be fixed by the Members.
- (b) Special meetings may be called by the President, any two (2) of the Officers of the Executive Board, or any three (3) of the Members.
- (c) Special meetings of the Membership shall be held upon two (2) days' notice by first-class mail or twenty-four (24) hours' notice given personally or by telephone, fax, e-mail or other similar means of communication. Any such notice shall be addressed or delivered to each Member at such address as it is shown upon the records of the Association or as may have been given to the Association by the Member for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Membership are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate to the receiver.

(d) The Association shall hold an annual meeting, during the last four (4) weeks of the school year, for the purpose of organization, election of Officers and the transaction of other business. Annual meetings of the membership shall be held with at least 30 days notice.

(e) Meetings of the Membership shall be held at any place within or without the State of California, which has been designated from time to time by the Membership. In the absence of such designation, regular meetings shall be held at the principal office of the Association.

Section 4. VOTING.

(a) A majority of the Members present shall be empowered to transact business except to adjourn as provided hereafter. Every act or decision done or made by a majority of the Membership present at a meeting duly held shall be regarded as the act of the Membership, unless a greater number required by law or by the Articles, except as provided in the next sentence.

Action to wind up and dissolve the Association shall require a vote of the majority of all Members.

Section 5. RIGHT OF INSPECTION.

A Member shall have the right at any reasonable time to inspect all books, records, documents, and physical properties of the Association.

Section 6. ADJOURNMENT.

A majority of the Members present may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Members if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than forty-eight (48) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Members who were not present at the time of the adjournment.

Section 7. ACTION WITHOUT MEETING.

Any action required or permitted to be taken by the Members may be taken without a meeting if a majority of members who respond shall individually or collectively consent to such action. Such consent or consents shall be recorded within the minutes of the proceedings of the Association.

Section 8. COMPENSATION AND EXPENSES.

The Association Members and its Officers shall receive no compensation for their services as Members. Any expenses incurred in connection with the performance of his or her official duties may be reimbursed to a Member upon approval by the Membership.

ARTICLE V. EXECUTIVE BOARD

Section 1. OFFICERS POWERS AND RESPONSIBILITIES.

Subject to limitations of the Articles and these Bylaws, the activities and affairs of the Association shall be conducted and all official powers shall be exercised by or under the direction of the Executive Board, hereinafter referred to as “the Board.” The Board may delegate the management of the activities of the Association to any person or persons, a management company or committees however composed, provided that the activities and affairs of the Association shall be managed and all official powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers and responsibilities, in addition to the other powers enumerated in these Bylaws:

- (a) To conduct, manage and control the affairs and activities of the Association and to make such rules and regulations therefore not inconsistent with law, the Articles or these Bylaws, as they may deem best.
- (b) To carry on business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage.
- (c) To provide directions and to participate in planning, operation and fund raising activities of the Association consistent with the Articles and these Bylaws.
- (d) The standard of performance expected of a Board Member is the exercise of ordinary and reasonable care in the performance of one’s duty.
- (e) It is expected that a Board Member will maintain regular attendance at meetings and will exercise due diligence in carrying out responsibilities.

(f) May authorize payment of Association bills within the limits of the budget adopted by the membership. Such action must be ratified at the next Association meeting and must be recorded in the minutes.

(g) May authorize the payment of other unbudgeted Association bills not to exceed a cumulative total of \$ 500 between meetings of the Association. Ratification of such payments must occur at the next Association meeting and be recorded in the minutes. !

(h) Each officer shall be responsible for keeping an up-to-date book of records and documentation and turn it in to the incoming officer at the end of term of office.

Section 2. NUMBER OF BOARD MEMBERS.

The authorized number of Board members shall be not less than four (4) nor more than seven (7) until changed by amendment of the Articles or by a Bylaw.

Section 3. Nominating Process:

(a) The purpose of the nominating committee is to recognize and seek qualified nominees for the elected leadership to serve on the Board of the Music Boosters.

(b) The nominating committee is comprised of members who volunteer at an Association meeting at least two (2) months prior to the annual election meeting. The BHS Music Director and a board officer may serve on the nomination committee in an advisory capacity.

(c) There should be two (2) or more committee members.

(d) The chairman and the committee should review requirements for nominees and duties of each elected officer as outlined in the Bylaws.

(e) Only those persons who are members and who have given their consent to serve, if elected, shall be nominated for office. Members of the committee are not excluded from becoming nominees for elected office. During nominating committee meetings, if a committee member is being considered, the member should be excused from the meeting during the discussion regarding that office.

(f) The committee shall submit the names of nominees to the membership 30 days prior to the election.

(g) The nominating committee continues to serve until the annual meeting for election.

(h) Nominating Committee Chairperson: The nominating committee elects it's own chairman. It is the responsibility of the nominating committee chairman to fully explain the duties of a position to a prospective nominee. The nominating committee chairperson, advises the nominees to attend the election meeting and the installation of officers. The chairperson reads the nominating committee report to the membership at the Association meeting 30 days prior to the annual meeting for election.

Section 4. ELECTION AND TERMS OF OFFICES.

- (a) The term of office for each Officer shall be one (1) fiscal year defined by these bylaws. Each Officer shall serve until such time as a successor has been elected.
- (b) Election of Officers shall take place at the annual meeting of the Membership.
- (c) Each Member shall have one (1) vote to cast for each seat to be filled. There shall be no cumulative voting.

Section 5. HONORARY MEMBERSHIP.

The Board may appoint to Honorary Membership prominent and interested citizens of the community who have made a substantial contribution to the Association. Honorary Members shall be non-voting members.

ARTICLE VI. OFFICERS.

Section 1. OFFICERS.

The Officers of the Board, shall be a President, a Vice President, Secretary and a Treasurer. The Association may also have, at the discretion of the Board, one or more Co-officers or other officers as may be elected or appointed in accordance within the provisions of Section 2 below. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws and except that neither the Secretary nor the Treasurer may serve concurrently as the President. At minimum, two Officers of the Board shall be signatories on the checking account, and the Treasurer must be one of the officers. Signors cannot be related by blood, marriage or live in the same household. !

Section 2. ELECTION.

The Board Officers shall be elected annually by, and shall serve at the pleasure of, the Membership, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. SUBORDINATE OFFICERS.

The Members may elect, and may empower the President to appoint, such other Officers as the business of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. REMOVAL AND RESIGNATION.

Any Officer may be removed, either with or without cause, by the Membership at any time or, except in the case of an Officer appointed by any Officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the Officer under any contract to which the Officer is a party.

Any Officer may resign at any time by giving written notice to the Association, but without prejudice to the rights, if any, of the Association under contract to which the Officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES.

A vacancy in any office because of death resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or Appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. PRESIDENT.

- a) The President is the general manager and Chairperson of the Association and has, subject to the control of the Membership, general supervision, direction and control of the business and the Board.
- b) The President shall preside at all meetings of the Membership.
- c) The President presides over elections at the Annual Meeting.
- d) The President has the general powers and duties of management usually vested in the office of President and general manager of an Association and such other powers and duties as may be prescribed by the Membership.

Section 7. VICE PRESIDENT.

- (a) In the absence or disability of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. If there should be more than one (1) Vice President of the Association, the Trustees shall designate the order in which they shall perform the duties of the President in his/her absence or disability.
- (b) Direct assistant to the President in management of the Association.
- (c) The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 8. SECRETARY.

- (a) The Secretary shall keep or cause to be kept, at the principal office or such other place as the Membership may order, Book of Minutes of all meetings of the Membership and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and Association meetings.
- (b) The Secretary shall keep the original or copy of the Association's Articles and Bylaws, as amended to date.
- (c) The Secretary shall keep the Book of Historical Documents of the Association.

- (d) The Secretary shall give, or cause to be given, notice of all meetings of the Board and membership thereof required by these Bylaws or by law to be given.
- (e) The Secretary shall have such other powers and perform such other duties as may be prescribed by the Membership.

Section 9. TREASURER.

- a) The Treasurer is the Chief Financial Officer of the Board.
- b) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Association. The books of account shall at all times be open to inspection by any Member.
- c) The Treasurer shall deposit all money and other valuables in the name and to the credit of the Association with such depositaries as may be designated by the Membership.
- d) The Treasurer shall disburse the funds of the Association as may be ordered by the Membership.
- e) The Treasurer shall render to the President and the Members an accounting of all transactions and of the financial condition of the Association, at each Association meeting.
- f) The Treasurer prepares the operating budget for adoption by the Association at the start of the fiscal year and must oversee other budget preparations.
- g) The Treasurer must retain financial records for seven (7) years, be responsible for purchasing any Association insurance, and filing any required tax returns or other forms required by government agencies.
- h) The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Membership.

ARTICLE VII. COMMITTEES.

Section 1. COMMITTEES.

The Board may appoint one or more committees, each consisting of two (2) or more Members who consent. The Board may delegate to such committees any of the authority of the Board except with respect to:

- (a) approval of any action for which the California Nonprofit Public Benefit Association Law also requires approval of members or approval of a majority of all members.
- (b) filling of vacancies on the Board or in any committee;
- (c) amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) amendment or repeal of any resolution of the Board, which by its express terms is not so amendable or repealable;
- (e) appointment of other committees of the Board or members thereof;
- (f) approval of any self-dealing transaction, as such transactions are defined in the California Nonprofit Public Benefit Association Law.

Any such committee must appointed by a majority of the authorized number of Officers, provided a quorum is present. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article VII applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee. This section shall not apply to any committee, which does not exercise the authority of the Board.

Each appointed committee chairperson shall be responsible for keeping an up-to-date book of records and documentation and turn it in to the incoming chairperson or the Executive Board at the end of term of office.

Section 2. EXECUTIVE COMMITTEE.

The Executive Committee shall consist of the Board, plus such other Members as may be designated by the Membership. The Executive Committee shall have all the power to transact business of an emergency nature between Membership meetings. A majority of the Executive Committee shall constitute a quorum. All transactions of the Executive Committee shall be reported in full at the next regularly scheduled meeting of the Association.

ARTICLE VIII. MISCELLANEOUS PROVISIONS.

Section 1. FISCAL YEAR.

The fiscal year of the Association shall be from July 1 through June 30.

Section 2. AMENDMENT OF BYLAWS.

These Bylaws may be amended or repealed at any regular or special meeting by approval of the Membership, providing a quorum has been established.

Section 3. ENDORSEMENT OF DOCUMENTS; CONTRACTS.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment of endorsement thereof executed or entered into between the Association and any other person, when signed by the President or any Vice President and the Secretary, and the Treasurer or any Co-Officer of the Association shall be valid and binding on the Association in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board,

and, unless so authorized by the Membership, no Officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose of amount.

Section 4. CONSTRUCTION AND DEFINITIONS.

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Association Law and in the California Nonprofit Public Benefit Association Law shall govern the construction of these Bylaws.

ARTICLE IX. INDEMNIFICATION.

Section 1. DEFINITIONS.

For the purpose of this Article, “agent” means any person who is or was a Member, Officer, or other agent of the Association, or is or was serving at the request of the Association as an Officer or agent of another foreign or domestic Association, partnership, joint venture, trust or Association, or was a director, officer, employee or agent of a foreign or domestic Association which was a predecessor Association of the Association or of another enterprise at the request of such predecessor Association; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Sections 4 or 5 (b) of this Article VII.

Section 2. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES.

The Association shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Association to procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation), by reason of the fact that such person is or was an agent of the Association, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interest of the Association and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Association or that the person had reasonable cause to believe that the person’s conduct was unlawful.

Section 3. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE ASSOCIATION.

The Association shall have the right to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Association, or brought under Section 5233 of the California Nonprofit Public Benefit Association Law, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Association, against expenses actually and reasonable incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interest of the Association and with such care, including reasonable injury, as an ordinarily prudent person in like position would use under similar circumstances. No indemnification shall be made under similar circumstances. No indemnification shall be made under this Section 3.

(a) In respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the Association in the performance of such person's duty to the Association, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action with or without court approval; or . . .

(c) Of expenses incurred in defending a threatened or pending action, which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 4. INDEMNIFICATION AGAINST EXPENSES.

To the extent that an agent of the Association has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. REQUIREMENT DETERMINATIONS.

Except as provided in Section 4 of this Article any indemnification under this Article shall be made by the Association only if authorized in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article , by:

(a) A Majority vote of a quorum consisting of Members who are not parties to such proceeding; or . . .

(b) The court in which such proceeding is or was pending upon application made by the Association or the agent or the attorney or other person rendering services in connection

with the defense, whether or not such application by the agent, attorney or other person is opposed by the Association.

Section 6. ADVANCE OF EXPENSES.

Expenses incurred in defending any proceeding may be advanced by the Association prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7. OTHER INDEMNIFICATION.

No provision made by the Association to indemnify it or its Members or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or Trustees, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than such Member and Officers may be entitled by contract or otherwise.

Section 8. FORMS OF INDEMNIFICATION NOT PERMITTED.

No indemnification or advance shall be made under this Article, except as provided in Sections 4 or 5(b) in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or. . .

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. INSURANCE.

The Association shall have power to purchase and maintain insurance on behalf of any agent of the Association against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Association would have the power to indemnify the agent against such liability under the provisions of this Article, provided, however, that an Association shall have no power to purchase and maintain such insurance to indemnify any agent of the Association for a violation of Section 5322 of the California Nonprofit Public Benefit Association Law.

Section 10. DRIVERS AND TRANSPORTATION.

Drivers must have filled out and have on file with the Association, the following 4 items:

1. CUSHD Driver's/Carpool Form
2. Indemnification and liability Form
3. Copy of Valid Driver's License
4. Copy of Proof of Insurance as required by the school district
 - (a) Trailer drivers will be subject to a driving evaluation before being approved for transporting equipment.
 - (b) All vehicles used to pull band trailers must have adequate towing capacity and proper towing electronic break control wiring.

September 10, 2003

Amendments adopted March 2, 2006

Amendments adopted July 15, 2012

Amendments adopted March 13, 2014