



## **BYLAWS OF THE CENTENNIAL BAND BOOSTER CLUB**

**Proposed March 28, 2019 – Approved May 7, 2019**

### **ARTICLE 1**

#### **NAME AND ADDRESS**

##### **SECTION 1 NAME OF ORGANIZATION**

The name of the organization shall be the Centennial Band Boosters, hereinafter called the "Band Boosters."

##### **SECTION 2 PRINCIPLE OFFICE**

The principal office of the organization for the transaction of its business shall be: Centennial High School 1820 Rimpau Ave.  
Corona, CA 92881

##### **SECTION 3 PRINCIPLE MAILING ADDRESS**

The principal mailing address of the organization shall be:  
P.O. Box 78941  
Corona, CA 92877

### **ARTICLE 2**

#### **PURPOSE AND OBJECTIVES**

##### **SECTION 1 IRC SECTION 501(C)(3) PURPOSES**

This organization is organized and operated exclusively for charitable purposes within the meaning of Sections 501(c)(3) and 509(a)(2) of the Internal Revenue Code, pursuant to the provisions of the Nonprofit Public Benefit Organization law of the State of California.

##### **SECTION 2 SPECIFIC PURPOSES AND OBJECTIVES**

The purpose of the Band Boosters shall be to serve and support the students and promote the activities of the Centennial High School Band, Drumline and Colorguard, hereinafter called the PROGRAM.

The objectives of the Band Boosters are:

- a) to lend all possible financial, moral, organizational, logistical and personnel support to the Program;
- b) to advance the education of the youth enrolled in the Program by promoting and encouraging musical excellence, teamwork and cooperation in an environment of mutual respect and dignity;
- c) to cooperate with the band, drumline, and colorguard, their members, adult representatives, and the Band Director and staff whenever possible. The contribution by the Band Boosters of time, goods, services, and/or finances to the Program is intended to augment the Program and not to serve as a substitute for the legal financial obligations of the State of California, the County of Riverside, or the Corona Norco Unified School District to provide for the basic needs of the Program.

In pursuit of these objectives, the Band Boosters will neither seek to direct the administrative activities of the Program or control its policies. Notwithstanding the Bylaws, the Band Boosters shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code. The Band Boosters shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this organization.

### **ARTICLE 3** **MEMBERSHIP**

#### **SECTION 1 CLASS, QUALIFICATION AND RIGHTS OF MEMBERS**

- a) **Active Members:** Parents or guardians of students actively enrolled in the Program, who are willing to subscribe to the purpose and bylaws of the Band Boosters, and are not excluded as defined in this section. These active members shall have all the rights and privileges of Membership including the right to vote and/or serve on the Board of Directors. Families are limited to two active members, regardless of the number of children in the Program. Each active member shall have one vote, except for the Parliamentarian who shall not vote and the President, who shall only vote in case of a tie vote of the Board of Directors.
- b) **Associate Members:** Individuals, who are not parents or guardians of students actively enrolled in the Program and are interested in promoting the purposes and functions of the Band Boosters will be known as Associate Members. Their membership will be approved by the Board, but does not include the right to vote or serve on the Board of Directors.
- c) **Qualifications of Booster Members:**
  - 1) **Age Requirements:** All booster members must be at least 18 years of age.
  - 2) **Membership Application:** All prospective members shall submit a Membership Application to the Board of Directors, which will include their current home address, an active phone number, and an email address if available.

## **SECTION 2 MEMBERSHIP ROSTER**

The Band Boosters shall keep a Membership Book containing the name and address of each member. The Membership Book shall be kept at the organization's principal office and shall be available for inspection by any Director or member of the Band Boosters during regular business hours.

The record of names and addresses of the members of the Band Boosters shall constitute the Membership list of this organization and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

## **SECTION 3 MEMBERSHIP FEES, DUES AND ASSESSMENTS**

- 1) Dues: There are no Membership dues.
- 2) Fundraisers: There are two types of fundraisers – those that are designed to benefit the entire booster club (Booster Fundraisers), and those that are designed to benefit a specific group, (Group Fundraisers).
  - a) Booster Fundraisers: Participation in these fundraisers is expected of all member families. If a family is not able to participate in a fundraiser, donations are gladly accepted.
  - b) Group Fundraisers: The band, colorguard, jazz band, and drumline may occasionally run a fundraiser for their respective group. Funds raised in this fashion are deposited into the general fund and earmarked to be spent for the benefit of the named group. Examples of such fundraisers are car washes and candy sales.

## **SECTION 4 NON-LIABILITY OF MEMBERS**

Members are not personally liable for the debts, liabilities, or obligations of the organization.

## **ARTICLE 4 DIRECTORS**

### **SECTION 1 NUMBER OF DIRECTORS**

The Band Boosters shall have eleven Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or

by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

The Board of Directors shall be composed of: the President, the Vice President, the Director of Ways and Means, the assistant Director of Ways and Means, the Director of Public Relations, the Treasurer; the Secretary, the Director of Hospitality, the Assistant Director of Hospitality, the Uniform Manager, and the Parliamentarian.

### **SECTION 2 POWERS**

Subject to the provisions of the California Nonprofit Public Benefit Organization law and any limitations in these Bylaws relating to action required or permitted to be

taken or approved by the members, if any, of this organization, the activities and affairs of this organization shall be conducted and all organization powers shall be exercised by or under the direction of the Board of Directors. Each Director shall have one vote on any matter requiring the approval of the Board of Directors, except the Parliamentarian who will not vote, and the President, who will only vote in the case of a tie vote among the other nine voting Directors.

### **SECTION 3 DUTIES OF DIRECTORS**

It shall be the collective duty of the Directors to:

- 1) Review and approve the annual expense budget submitted by the Band Director at the annual Budget Meeting. The approved budget must be submitted to the general Membership at the first general meeting of fiscal year for ratification;
- 2) Perform any and all duties imposed on them collectively or individually by law or by these Bylaws;
- 3) Supervise all officers and agents of the organization to assure that their duties are performed properly;
- 4) Meet at such times and places as required by these Bylaws;
- 5) Approve the appointment of chairpersons for all Committees.

General duties of each respective Director are listed in sections 4 through 11 of this Article. Job descriptions may be modified at regular or special meeting of the Board of Directors through a majority vote.

### **SECTION 4 DUTIES OF THE PRESIDENT**

The President shall:

- 1) Serve as the chief executive officer of the organization and shall, subject to the control of the Board of Directors, supervise the affairs of the organization and the activities of the officers. The scope of the President's authority is limited. He or she shall have no governing authority in making policies or rules without the approval of the Board of Directors;
- 2) Perform all duties incident to his or her office and such other duties as may be required by law, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors;
- 3) Set the agenda and preside at all meetings of the Board of Directors and at all general Membership meetings;
- 4) Act as liaison between the Band Boosters and the Centennial High School administration;
- 5) With the approval of the Board of Directors, appoint chairpersons of all Committees;
- 6) Be ex-officio a member of all Committees except the Nominating Committee;
- 7) Keep the Vice President informed on all issues;
- 8) Prepare an end-of-year report to aid the incoming President;
- 9) Perform additional duties as documented in the job description for the President, subject to modifications approved by the Board of Directors.

## **SECTION 5 DUTIES OF THE VICE PRESIDENT**

The Vice President shall:

- 1) In the absence of the President, perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President;
- 2) Have other powers and perform such other duties as may be prescribed by law, or by these Bylaws, or as may be prescribed by the Board of Directors;
- 3) Organize and supervise chaperones at Band & Colorguard events; ensure that all chaperones are approved by Centennial High School and the Corona Norco Unified School district;
- 4) Prepare an end-of-year report to aid the incoming Vice President;
- 5) Perform additional duties as needed, subject to approval by the Board of Directors.

## **SECTION 6 DUTIES OF THE DIRECTOR OF WAYS AND MEANS**

The Director of Ways and Means shall:

- 1) Organize and be responsible for the fundraising projects of the organization in compliance with Centennial High School policy and Corona Norco Unified School District policy, and represent them to the Board of Directors;
- 2) Co-chair Bingo events, Spaghetti Dinner, and vendors for Circle City Classic (CCC), with appropriate committees and Directors of Hospitality;
- 3) Keep detailed records of all fund-raising projects;
- 4) Remit the bills, receipts, expense forecasts and proceeds for all Ways and Means events to the Treasurer in a timely fashion;
- 5) Prepare an end-of-year report to aid the incoming Director of Ways and Means; 5) Perform additional duties as needed, subject to approval by the Board of Directors.

## **SECTION 7 DUTIES OF THE ASSISTANT DIRECTOR OF WAYS AND MEANS**

The Assistant Director of Ways and Means shall:

- 1) Assist the Director of Ways and Means with the organization of fundraising projects for the organization in compliance with Centennial High School policy and Corona Norco Unified School District policy, including but not limited to:
  - a) Help prepare fundraising materials for hand out to all members of the organization;
  - b) Assist the Director of Ways and Means with the collection and organization of all fundraising activities;
  - c) Be held accountable to the same standards of participation as the Director of Ways and Means. This position is a voting position.

## **SECTION 8 DUTIES OF THE DIRECTOR OF PUBLIC RELATIONS**

The Director of Public Relations shall:

- 1) Be responsible for all press contacts prior to and after events as appropriate; provide news stories and photographs to the Corona Norco Unified School District Communications Office and local media publicizing all band Program activities and achievements.
- 2) Be responsible for collection of material, production and distribution of the newsletter, and maintenance of the newsletter mailing list.

- 3) Manages, in conjunction with the Band Director and the President, the Centennial Band Booster Internet website, and any Booster related social media accounts for the Program.
- 4) Be responsible for the creation of any flyers, invitations, and or programs for Band & Colorguard events, as deemed necessary by the Board of Directors.
- 5) Be responsible to send the Parliamentarian the communications, social media, and publications of the Band Boosters to ensure they are directed toward supporting the Band and Colorguard program and maintain a respectful nature at all times and are proofread;
- 6) Shall chair the Membership and Alumni Committee and guide all new member activities.
- 7) Perform additional duties as needed, subject to approval by the Board of Directors.

### **SECTION 9 DUTIES OF THE TREASURER**

The Treasurer shall:

- 1) Keep at the principle office of the organization at all times the current and up-to date Organization Records Book. The Organization Records Book shall contain all original records of the organization, including, but not limited to: The Bylaws and any amendments; tax exemption applications and determination letters; bulk mail permit; annual state and federal tax returns; legal contracts; insurance policies; motor vehicle registration certificates; and all official correspondence of the organization;
- 2) Be responsible for all funds of the organization, and deposit all such funds in the name of the organization in such banks or other depositories as shall be selected by the Board of Directors;
- 3) Receive and give receipt for monies due and payable to the organization from any source whatsoever;
- 4) Disburse, or cause to be disbursed, the funds of the organization as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- 5) Keep and maintain adequate and correct accounts of the organization's properties and business transactions, including accounts of its assets, liabilities, receipts, and disbursements;
- 6) Exhibit at all reasonable times the books of account and financial records to any Director of the organization, on request therefore;
- 7) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the organization;
- 8) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
- 9) It shall be the responsibility of the Treasurer who was in office for the fiscal year to prepare and distribute to the Directors the annual report defined in Article 10, Section 5. This Treasurer shall also file the IRS and Franchise Tax Board reports no later than November 15 of each year.
- 10) Be responsible for preparing and submitting the annual federal and state financial reports for the fiscal year under which he or she served. The outgoing Treasurer shall report to the newly-elected Treasurer until such time when the

annual federal and state financial reports and tax statements are completed and filed, at which time the duties of the outgoing Treasurer shall cease.

11) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, of the organization, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors;

12) Cooperate with the Financial Review Committee in their annual review of the organization's financial records;

a) Prepare an end-of-year report to aid the incoming Treasurer;

b) Perform additional duties as needed, subject to approval by the Board of Directors.

### **SECTION 10 DUTIES OF THE SECRETARY**

The Secretary shall:

1) Certify that the Treasurer has at all times the current and up-to-date Organization Records.

2) Keep at the principal office of the organization at all times a Membership Roster containing the name and address of each and any members;

3) Keep at the principal office of the organization at all times a Book of Meeting Minutes for all meetings of the Board of Directors and for general Membership meetings, recording therein the time and place of holding, whether regular or special, how called, the names of those present or represented at the meeting, and the proceedings thereof;

4) At general and Board meetings, present for approval the minutes of the previous meeting;

5) Exhibit at all reasonable times to any Director of the organization, on request therefore, the Organizational Records Book, the Membership Book, and the Book of Meeting Minutes of the organization;

6) Shall conduct all official correspondence for the Band Boosters, and file copies in the Organization Records Book;

7) Prepare an end-of-year report to aid the incoming Secretary;

8) Perform additional duties as needed, subject to approval by the Board of Directors.

### **SECTION 11 DUTIES OF THE DIRECTOR OF HOSPITALITY**

The Director of Hospitality shall:

1) Chair the Welcome Back Barbeque and Banquet Committee;

2) Co-chair Spaghetti Dinner with Spaghetti Dinner Committee and the Director of Ways and Means;

3) Be responsible for planning, stocking, and running any and all snack bars for various events throughout the year, including procuring necessary donations and purchasing (or coordinating purchasing) any necessary snack bar products;

4) Oversee the Hospitality Suite at the Circle City Classic.

### **SECTION 12 DUTIES OF THE ASSISTANT DIRECTOR OF HOSPITALITY**

The Assistant Director of Hospitality shall:

1) Co-Chair the Welcome Back Barbeque and Banquet Committee.

2) Assist the Director of Hospitality in planning, stocking, and running any and all snack bars for various events throughout the year, including procuring necessary

donations and purchasing (or coordinating purchasing) any necessary snack bar products.

3) Assist the Director of Hospitality to oversee the Hospitality Suite at Circle City Classic (CCC).

4) Be held accountable to the same standards of participation as the Director of Ways and Means. This position is a voting position.

### **SECTION 13 DUTIES OF THE PARLIAMENTARIAN**

The Parliamentarian shall:

- 1) Attend all parent meetings and meetings of the Board of Directors;
- 2) Proofread the communications, social media, and publications of the Band Boosters to ensure they are directed toward supporting the Band and Colorguard program and maintain a respectful nature at all times;
- 3) Carry a copy of the current Band Booster Bylaws to all meetings, and advise the Board when necessary with regard to following said bylaws;
- 4) Monitor all meetings to ensure they follow the rules laid down in Robert's Rules of Order;
- 5) Oversee the Nominating Committee, and provide any assistance requested;
- 6) The Parliamentarian has the authority to end any meeting the he or she judges to be no longer functioning properly or that has resulted in extended arguments or confrontations;
- 7) Perform additional duties as needed, subject to approval by the Board of Directors.

### **SECTION 14 DUTIES OF THE UNIFORM MANAGER**

The Uniform Manager shall:

- 1) In conjunction with the Band Council Uniform Manager, to coordinate and record uniform distribution at the beginning of the season for all groups;
- 2) To coordinate and/or perform as necessary any alterations of uniforms;
- 3) To coordinate and/or perform any uniform repairs;
- 4) In conjunction with the Band Council Uniform Manager, to coordinate and record uniform return at the end of the season for all groups.
- 5) Assist with measuring and fitting winter guard and drum line uniforms.
- 6) Supervise grooming the students for performances.
- 7) Be responsible for communicating with the band director about needs and concerns.

### **SECTION 15 TERM OF OFFICE**

- 1) Each Director shall hold office of a period of one year.
- 2) The term of office for Directors shall commence at the start of the fiscal year, and conclude with the ending of the fiscal year.

### **SECTION 16 COMPENSATION**

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.

### **SECTION 17 DIRECTOR QUALIFICATIONS AND RESTRICTIONS**

- 1) Each director shall be an Active Member during the fiscal year in which they serve.

- 2) No individual may hold more than one position on the Board of Directors concurrently. However, Directors may chair Committees while still maintaining their vote as Directors.
- 3) Associate Members are prohibited from serving as Directors of the organization if they meet any of the following conditions:
  - a) Any employee of the Corona Norco Unified School District whose primary job site is Centennial High School;
  - b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.
- 4) The following Elected Officers cannot be related or live in the same household: President, Vice President, Ways and means, or Treasurer.
- 5) If elected Board Officers live in the same household, they cannot be involved with or count money together at any time.

### **SECTION 18 BOARD MEETINGS**

- 1) Place of Board Meetings. Meetings shall be held at the principal office of the organization unless otherwise provided by the Board or at such place that has been designated from time to time by resolution of the Board of Directors.
- 2) Regular Board Meetings. Regular meetings of the Board of Directors shall be held monthly. The date and time of the first regular meeting of the new fiscal year shall be determined by the newly elected President, and communicated to the other directors and the Band Director prior to the commencement of the new fiscal year.
- 3) Special Board Meetings. Special meetings of the Board of Directors may be called by the President, the Vice President, Band Director, or by any two directors, and such meetings shall be held at the place designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the organization.
- 4) The Band Director shall be informed of, and invited to attend, any and all meetings of the Board of Directors.
- 5) Quorum. A quorum shall consist of a minimum of six of the Directors (excluding the Parliamentarian in that count). The act of a majority of Directors present at a meeting in which a quorum is in attendance shall constitute the act of the Board, unless law requires the act of a greater number, or by these bylaws. Except as otherwise provided in these Bylaws or by law, no business shall be considered by the board at any meeting at which a quorum, as defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.
- 6) Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President, or, in his or her absence, by the Vice President or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the organization shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.
- 7) Rules of Order. Meetings shall be governed by Robert's Rules of Order; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, or with provisions of law. The

Parliamentarian shall monitor all proceedings to ensure that they meet the parameters of Robert’s Rules of Order.

8) Order of Business. The President shall establish the Order of Business for Board meetings at the first meeting of each fiscal year.

### **SECTION 19 VACANCIES**

- 1) Vacancies on the Board of Directors shall exist
  - a) on the death, resignation or removal of any director, and
  - b) whenever the number of authorized directors is increased.
- 2) Resignation: Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the organization would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.
- 3) Removal. Causes for removal of a director shall be:
  - a) **Legal Cause.** The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Organization Law.
  - b) **Incompetence.** This is subjective and will be left to the discretion of the Board of Directors. One warning followed by an opportunity for response shall constitute due process.
  - c) **Attendance.** Failure to attend two (2) consecutive Board meetings without just cause shall constitute reason for removal.
  - d) **Recall.** A recall of an elected officer or representative may be initiated by any voting member of the constituency by whom the director was elected. A petition signed by ¼ of the voting members of the constituency will constitute cause for such recall election. Notice to the entire constituency must be given at least 30 days before the general meeting on which it will be voted. Removal must be by 2/3 vote of the members present and eligible to vote.
- 4) Any vacancy occurring in the Board, whether by increase in the number of Directors or otherwise, shall be filled by appointment by the president of an active member in good standing, subject to approval by a majority of the Directors then in office though less than a quorum of the Board.
- 5) A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

### **SECTION 20 NON-LIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the organization.

## **ARTICLE 5** **COMMITTEES**

### **SECTION 1 TYPES OF COMMITTEES**

There shall be:

- 1) Standing Committees that are appointed for the entire fiscal year,

- 2) Select Committees that are appointed for a special purpose and duration.

## **SECTION 2 COMMITTEE MEMBER QUALIFICATIONS**

- 1) All committee chairpersons and committee members must be either active members or associate members.
- 2) Directors may serve as committee chairpersons while retaining their voting rights on the Board of Directors.
- 3) The President shall be ex-officio a member of all committees except the Nominating Committee.

## **SECTION 3 GENERAL POWERS AND RESTRICTIONS**

- 1) An outline of the responsibilities of each committee shall be prepared by the Board of Directors, and may be amended at any regular or special board meeting.
- 2) No Committee shall enter into any contract or incur any indebtedness of financial obligation of any kind, except under the express authorization of the Board of Directors.
- 3) Subject to the approval of the Board of Directors, each Committee shall have the power to adopt such rules as may be necessary for the conduct of the work entrusted to it.
- 4) Except as allowed under Article 9, Section 1, all contracts and other obligations of the organization must be approved by a majority of the Board of Directors. Such contracts shall be signed by both the President and Treasurer. The Vice President shall sign for either the President or Treasurer, but not both, in the event either is unavailable.
- 5) Committee chairpersons shall be appointed or removed by the President with the approval of a majority of the Board of Directors.
- 6) Each Committee shall have the power to set up sub-committees for carrying on the work under its direction as it may deem necessary.

## **SECTION 4 STANDING COMMITTEES**

- 1) Standing Committee chairpersons are appointed by the President at the start of the fiscal year, and approved by a majority vote of the Board of Directors.
- 2) Standing Committees shall keep records of Committee expenses and procedures, and shall submit an end-of-the-year report to the Board of Directors to aid incoming chairpersons for the following year.
- 3) The Standing Committees shall be:
  - a) Alumni Relations and Membership:**
    - 1) Shall serve as liaison to the alumni of the Band Program to provide news of activities and achievements, and to enlist financial and operational support by the alumni. Maintains an alumni directory for communicating by phone, mail and e-mail.
    - 2) Shall be responsible for enlisting new members. Shall arrange for all first-year Booster parents to be matched up with experienced Booster parents. Shall provide hotline support to all newcomers. Shall be responsible for organizing and implementing a system of communicating by telephone with the students and parents of the organization. Such communications shall be initiated at the request of the Board of Directors.

**b) Archives and Publicity:**

1) Responsible for creating audio, video and photographic records of all performances, and those rehearsals as requested by the Band Director. Compiles an annual historical and pictorial record of the year's activities. Supplies photos for publicity director for press releases. Coordinates with the student historians as needed.

2) Makes all press contacts prior to and after events as appropriate; provide news stories and photographs to the local media publicizing all band Program activities and achievements. All publications must be approved by the Band Director before submission for publication. Shall be responsible for collection of material, production and distribution of the newsletter, and maintenance of the newsletter mailing list. Manages, in conjunction with the Band Director, the Centennial Band Booster Internet website.

**c) Bingo:** Organize and administer ticket sales and publicity for bingo events hosted by the Band Boosters. Maintain bingo game equipment and supplies owned by the Band Boosters. Coordinate all bingo games with other clubs at Centennial High School in accordance with State Law, Corona Norco Unified School District and Corona Police Department policies. Submit a list of bingo dates to the Corona Police Department prior to August 1<sup>st</sup> and update that list as necessary. Report all activities to the Director of Ways and Means.

**d) Colorguard:** Shall be responsible for aiding in organization, uniform management, and fundraising specifically for the guard, during both fall and winter seasons.

**e) Equipment:** Shall be responsible for the construction, preventative and corrective maintenance and storage of all props/equipment for the band, colorguard and drumline. Chairperson is responsible for enlisting and training appropriate personnel to load and unload equipment; and move equipment/props onto and off field or court. Shall be responsible, in coordination with the Band Director, for organizing all storage areas.

**f) Percussion:** Shall be responsible for aiding in organization, uniform management, and fundraising specifically for the percussion, during both fall and winter seasons.

**g) Sponsorship:** Responsible for acquiring sponsorships outside of the band Program. This includes extended Program, local civic organizations, vendors, and organization sponsors. Design a "schedule" of rewards for various financial levels of sponsorship. Coordinate with the Band Director to have part or all of the band perform for any sponsors who donate a minimum of \$1,000.

**h) Parking Lot:** Organize and Supervise the parking lot for home football games, field show, festival, and other events as needed. Coordinate fee collection with the Treasurer. Coordinate logistic with the Band Director.

**i) Transportation:** Shall be responsible for securing transportation of all instruments, props and equipment of the band. Shall be responsible for preventative and corrective maintenance of all motor vehicles and trailers owned and operated by the Band Boosters. Chairperson shall be responsible for enlisting and training adequate personnel to drive

equipment and prop vehicles; Shall be responsible for coordinating across all groups the scheduled use of the Band Booster motor vehicles and trailers throughout the year.

- j) Uniforms:** Shall be responsible for the maintenance, repair, distribution, and collection of the marching band uniforms. Shall assist with measuring and fitting winter guard and drum line uniforms. Shall supervise grooming the students for performances. Shall be responsible for communicating with the band director about needs and concerns.
- k) Spaghetti Dinner:** Assist Directors of Ways and Means to organize and administer ticket sales for Spaghetti Dinner event hosted by the Band Boosters. Assist Directors of Hospitality with décor. Recruit volunteers to help serve dinner and support at the event.

## **SECTION 5 SELECT COMMITTEES**

There shall be the following Select Committees, appointed for the special purposes described in this Section:

- a) Welcome Back Barbeque and Banquet Committee:**
  - 1) Organize and oversee the Annual Welcome Back Barbeque.
  - 2) Organize and administrate the annual Awards Banquet. Meet with the Band Director to coordinate the program.
  - 3) Obtain Board approval for all expenditures.
- b) Circle City Classic Committee:** The CCC Committee shall be responsible for organizing and administering all Band Booster activities at the annual field show, including, but not limited to: snack bar, admissions, hospitality, and parking lot.
- c) Nominating Committee:** It is the responsibility of the Nominating Committee to accept and qualify nominations for the officers who serve on the Board of Directors. The role of the Nominating Committee is described under Article 8, Section 4, and Election Procedures. The Parliamentarian shall oversee the Committee and provide assistance as needed.
- d) Financial Review Committee:** The Financial Review Committee shall consist of one to three members, other than officers, who shall, with the cooperation of the Treasurer, conduct an annual review of the funds and financial records of the organization. The Financial Review Committee shall present their findings to the general Membership at the June general booster meeting.

## **SECTION 6 OTHER COMMITTEES**

The Board of Directors may at any time appoint such other committees as required.

## **ARTICLE 6** **ADVISORS**

Advisors shall:

- 1) Consist of the Centennial High School Band Director and Assistants or their appointed representatives.
- 2) See that the Band Boosters operate in accordance with the policies of Centennial High School and the Corona Norco Unified School District for booster organizations.

- 3) Aid and advise the Band Boosters where needed.
- 4) Prepare a projection of budgetary needs for the upcoming fiscal year.

## **ARTICLE 7**

### **MEMBER MEETINGS**

#### **SECTION 1 PLACE OF MEETINGS**

Meetings of members shall be held at the principal office of the organization or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

#### **SECTION 2 ANNUAL MEETING**

The members shall meet in May of each year for the purpose of electing directors and transacting other business as may come before the meeting. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.

#### **SECTION 3 REGULAR MEETINGS**

Regular meetings of the members, also referred to as Booster meetings or general Membership meetings, shall be held monthly, at dates and times to be determined by the Board of Directors at the start of each fiscal year. Meeting dates will be published on the band website and in the Band Boosters monthly email message.

#### **SECTION 4 CONDUCT OF MEETINGS**

Meetings of members shall be presided over by the President of the organization or, in his or her absence, by the Vice President of the organization or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members present. The Secretary of the organization shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, or with any provision of law.

#### **SECTION 5 QUORUM FOR MEETINGS**

The Active members holding a majority of the votes that may be cast at any meeting shall constitute a quorum at such meeting. The minimum number of Active Members required to meet a quorum shall be equal to 50% +1 of the total number of Directors and Committee Chairpersons serving at the time of the meeting.

#### **SECTION 6 VOTING**

- 1) Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot.
- 2) Members are permitted to vote or act by proxy.
  - a) Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the organization.

- b) All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of directors, shall list those persons who were nominees at the time the notice of the vote for election of directors was given to the members.

## **ARTICLE 8** **ELECTIONS**

### **SECTION 1 CONSTITUENCIES**

- 1) The officers on the Board of Directors (President, Vice President, Secretary, Treasurer, Director of Public Relations, Director of Ways and Means, Assistant Director of Ways and Means, Director of Hospitality, Assistant Director of Hospitality, Uniform Manager, and Parliamentarian) are elected by the vote of all Active Members of the Band Boosters.
- 2) Committee chairpersons are appointed by the President, upon the approval of a majority of the Board of Directors.

### **SECTION 2 VOTER ELIGIBILITY**

- 1) To be eligible to vote, one must be an Active Member, declared on the Membership Application.
- 2) Each Active Member may cast one vote only for each qualified position; regardless of the number of children that member may have in the Band Program.

### **SECTION 3 CANDIDATE ELIGIBILITY**

Prospective candidates must:

- 1) Be Active Members of the Band Boosters.
- 2) Nominees must expect to have a student in the program during the next fiscal year.
- 3) Have read and understood the responsibilities of their position.
- 4) Meet the requirements for Directors as identified in Article 4.
- 5) Consent to serve before being nominated.

### **SECTION 4 ELECTION PROCEDURES**

- 1) By March 1, the Parliamentarian shall assign four Active Members to the Nominating Committee.
  - a) The Committee shall consist of four Active Members not currently serving on the Board of Directors.
- 2) The President shall announce the members of the Nominating Committee at the April general booster meeting.
- 3) The Nominating Committee shall assemble the slate of candidates.
  - a) During the month of March, the Nominating Committee shall prepare a ballot containing at least one nominee for each directorship.
  - b) To be nominated, an individual must meet the qualifications set forth in Article 8, Section 3.
  - c) The Nominating Committee must accept all qualified nominations.
- 4) The Nominating Committee shall present the slate of candidates to the general Membership.

- a) The Chairperson shall present all nominations at the April general meeting.
- b) After the report of the Nominating Committee, the Chairperson shall accept additional nominations from the floor, subject to Section 4 of this Article.
- 5) During the month of April, nominees will be afforded the opportunity to communicate to the members the nominee’s qualifications and the reasons for the nominee’s candidacy.
- 6) The election will be held at the May general Membership meeting.
  - a) Members will be afforded an opportunity to pose questions to any of the candidates. After all questions have been answered, a vote will take place by ballot.
  - b) The Parliamentarian shall appoint at least two tellers who may not be currently serving on the Board of Directors and may not be running for a position for the upcoming year.
  - c) The tellers will distribute ballots after verifying the eligibility of each active member present.
  - d) Ballots will be collected and counted by the tellers, who will report the results to the President, who will announce the results to the assembly. The candidate with the most votes shall be declared the winner.
  - e) Where there is only one candidate for a position, the President shall ask the members for consent to authorize the Secretary to cast the vote of the assembly for that position. If anyone objects, however, it is necessary to ballot in the usual way.
  - f) In counting the ballots all blanks are ignored.

## **ARTICLE 9**

### **INSTRUMENTS AND FUNDS**

#### **SECTION 1 EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. All contracts and other legal instruments which bind the organization must be approved by the Board of Directors, and co-signed by both the President and Treasurer.

#### **SECTION 2 CHECKS**

- 1) The primary funds of the organization shall be managed by the Treasurer in a checking account referred to as the Booster General Fund. These checks shall be signed by the Treasurer and cosigned by the President. The Vice President may cosign in the event that either the President or Treasurer is unavailable.
- 2) The Board of Directors may authorize additional checking accounts as needed to facilitate the receipt and disbursement of funds.
- 3) The Treasurer shall manage all booster funds deposited into all accounts.

- 4) In the case of resignation or disqualification of the President, Vice-President, or Treasurer, the Director of Ways & Means may be designated as a signer on the Booster account, subject to approval of the Board of Directors.
- 5) All Band Booster checking accounts shall require two signatures on all checks.
- 6) The Treasurer shall be an authorized signer for all of the Band Booster checking accounts.
- 7) Authorized signatures on all Band Booster checking accounts shall be reviewed and approved at the start of each fiscal year by the Board of Directors. Authorized signers must be Active Members serving on the Board of Directors.
- 8) All checkbooks are subject to inspection and audit by the Financial Review Committee.

### **SECTION 3 DEPOSITS**

All funds of the organization shall be deposited in a timely manner to the credit of the organization in such banks, trust companies, or other depositories as the Board of Directors may select.

### **SECTION 4 GIFTS**

The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for the charitable or public purposes of this organization.

## **ARTICLE 10**

### **ORGANIZATION RECORDS AND REPORTS**

#### **SECTION 1 MAINTENANCE OF ORGANIZATION RECORDS**

The organization shall keep at its principal office:

- 1) Minutes of all meetings of Directors, Committees of the Board and, if this organization has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- 2) Adequate and correct books and records of account, including, but not limited to: accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements; contracts; insurance policies; and motor vehicle registrations;
- 3) The most recent annual reports, federal and state tax returns, and tax-exempt determination letters;
- 4) A record of its members, if any, indicating their names and addresses and, if applicable, the class of Membership held by each member and the termination date of any Membership;
- 5) A copy of the organization's and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the organization at all reasonable times during office hours.

#### **SECTION 2 DIRECTORS' INSPECTION RIGHTS**

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the organization.

### **SECTION 3 MEMBERS' INSPECTION RIGHTS**

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or Committees of the Board, upon written demand on the organization by the member, for a purpose reasonably related to such person's interests as a member.

### **SECTION 4 RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

## **ARTICLE 11** **FISCAL YEAR**

### **SECTION 1 FISCAL YEAR OF THE ORGANIZATION**

The fiscal year of the organization shall begin on the first day of June and end on the 31<sup>st</sup> day of May of each year.

## **ARTICLE 12** **AMENDMENT AND ACTIVATION OF BYLAWS**

### **SECTION 1 AMENDMENT**

Subject to any provision of law applicable to the amendment of these Bylaws, may be altered, amended, or repealed and new Bylaws adopted at any regular general Membership meeting provided that:

- a) Proposed changes must be submitted in writing to the Board.
- b) Changes must be approved by a two thirds (2/3) vote of those members present at any regular meeting of the Boosters, provided notice of the proposed amendment or revision shall be given at the previous regular meeting at which the amendment is to be acted upon, written (letter or email) or verbal notice shall be given to each member not less than ten (10) days prior to the meeting at which the amendment is to be acted upon.
- c) Amendments and revisions to these bylaws may be presented by any Active Member or the Band Director.

### **SECTION 2 ACTIVATION OF BYLAWS**

These bylaws shall take effect upon the first day of June following the approval by 2/3 of the voting members at the meeting held in May, 2019. Thereafter they shall remain in effect until such time as they are amended or revised as stated in Section 1 of this Article.

## **ARTICLE 13** **PROHIBITION AGAINST SHARING ORGANIZATION PROFITS AND ASSETS**

**SECTION 1 PROHIBITION AGAINST SHARING ORGANIZATION PROFITS AND ASSETS**

No member, director, officer, or other person connected with this organization, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the organization, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the organization in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the organization assets on dissolution of the organization.

**SECTION 2 PAYMENT TO MEMBERS FOR PRODUCTS & SERVICES**

Any Active Member or Associate Member may be contracted as a vendor. No member of the Board of Directors shall be compensated for products and/or services provided to the Band Boosters.

**ARTICLE 14**  
**DISSOLUTION OF THE ORGANIZATION**

**SECTION 1 AUTHORITY TO DISSOLVE THE ORGANIZATION**

- 1) The Board of Directors may recommend to dissolve the organization, subject to a 2/3 vote of members present at a special meeting.
- 2) The Principal of Centennial High School and the Superintendent of the Corona Norco Unified School District have the authority to dissolve the Organization, following a special meeting with the Board of Directors.
- 3) The Band Director may recommend dissolution of the Organization to the Principal of Centennial High School, provided he or she demonstrates that the Centennial Band Boosters no longer operate for the benefit of the Program, or that major financial irregularities deem it necessary to remove control of funds from the Organization.

**SECTION 2 DISTRIBUTION OF FUNDS**

All members, if any, of the organization shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the organization, whether voluntarily or involuntarily, the assets of the organization, after all debts have been satisfied, shall be distributed to the Centennial High School ASB account #2305.

***CERTIFICATE***

*This is to certify that the foregoing is a true and correct copy of the Bylaws of the Centennial Band & Colorguard Boosters, Inc. and that such Bylaws were duly adopted by the Board of Directors and members of the Centennial Band Boosters, Inc. on May 31, 2019*