

# **MISSION VIEJO HIGH SCHOOL INSTRUMENTAL MUSIC BOOSTERS ASSOCIATION BY-LAWS**

## **ARTICLE I - NAME**

The name of the organization shall be "Mission Viejo High School Instrumental Music Boosters Association" or "MVHSIMBA" hereinafter referred to as the "Music Boosters", or "The Association."

## **ARTICLE II - PURPOSE**

The purpose of the Music Boosters is to promote the *Mission Viejo High School Instrumental Music Program* and related group activities by providing financial and moral support deemed appropriate by the Instrumental Music Faculty and the membership of the Music Boosters and outside the domain and purpose of the school district revenue. Groups so supported include Marching Band, Color Guard, Winter Guard, Wind Ensemble, Symphonic Band, Orchestra, Jazz Band, Drum Line and any other instrumental group established at Mission Viejo High School and is hereinafter referred to as "Music Groups."

The Music Boosters will work collaboratively with the district administration, school officials, and the Music Director in pursuit of these objectives.

## **ARTICLE III – MEMBERSHIP**

Membership in the Music Boosters shall be open to any interested person or legal guardian who subscribes to the objectives and policies of this organization. Parents or guardians of students currently enrolled in the Music Groups are automatically members and any interested persons should contact a Board Member. It is expected that all members will play an active role in organization sponsored activities to ensure the overall success of the stated purposes of the organization; all members are expected to actively participate in the many committees that are necessary to ensure success of the organization, based on one's ability.

MVHS Music students may attend meetings of the general membership when accompanied by their parent or guardian but will have no voting rights. From time to time, students may be asked to leave the meetings, if matters are to be discussed that are deemed inappropriate by a majority vote of those adult members present.

All current Member(s) shall have one vote for any vote taken at a Booster meeting and only one vote per family regardless of the number of family members in attendance. Members must be present to vote.

## **ARTICLE IV- COMMITTEES**

MVHSIMBA Committees are made up of Elected Officers, Standing Committees, and Committee Chairs.

### **SECTION 1- ELECTED OFFICERS** (*Hereinafter referred to as the Executive Committee*)

The Elected Officers will be elected annually for a twelve (12) month period; (June Booster meeting to June Booster meeting; installation is directly after the vote at the end of the June meeting) and shall consist of a President, Vice President, Director of Operations, Director of Ways and Means, Secretary, Treasurer, and one (1) Member At Large. Elected Officers must be related to a currently enrolled student in the MVHS Music Program as set forth in Article III. An Executive Committee position may be filled midyear as approved by the board. Roles and responsibilities for Elected Officers are listed in the MVHS Music Boosters Policies and Procedures.

## **SECTION 2-STANDING COMMITTEES**

The Elected Officers shall appoint the following Standing Committee Chairs to serve as members of the Board of Directors for a twelve (12) month term commencing July 1st and ending June 30th: Color Guard Manager, Drumline Manager, Hospitality Manager, Jazz Band Manager, Marching Band Manager, Orchestra Manager, Parliamentarian, and Uniform Manager. All Standing Committee Chairs must be related to a currently enrolled student in the MVHS Music Program as set forth in Article III. A Standing Committee position may be filled midyear as approved by the board. Roles and responsibilities for Standing Committees are listed in the MVHS Music Boosters Policies and Procedures.

## **SECTION 3- COMMITTEE CHAIRS**

The Elected Officers shall appoint the following Committee Chairs to serve as board members for a twelve (12) month term commencing July 1st and ending June 30th. The following positions make up the Committee Chairs: Alumni Liaison, Auditor, Communications Manager, Photo Manager, Video Manager, Volunteer Manager, Webmaster, and Financial Secretary. Committee Chairs must be related to a currently enrolled student in the MVHS Music Program as set forth in Article III. A Committee Chair position may be filled midyear as approved by the board. Roles and responsibilities for Committee Chairs are listed in the MVHS Music Boosters Policies and Procedures.

All Elected Officers, Standing Committee, and Committee Chairs agree to abide by the code of conduct for MVHSIMBA Boosters as outlines in the policy and procedures. Each Elected Officer, Standing Committee, and Committee Chair will sign MVHSIMBA code of conduct at the beginning of their term prior to July 1<sup>st</sup> each year.

## **ARTICLE V – Executive Board and Board Members**

The Executive Board shall consist of the Elected Officers and Standing Committee and have general supervision of the affairs of The Association between its business meetings.

Board Members will comprise of Committee Chairs and Executive Board.

The Executive Board has the following duties:

During its term, the **Executive Board** shall be vested with authority over all facets of management and operation of the Music Boosters, which authority it may delegate to officers at its sole discretion. This authority shall include decisions concerning financial matters and authorization of payment of bills within the limits of the budget adopted by the General Membership. All bills should be submitted to the appropriate manager (Marching Band, Color Guard, Drumline, Orchestra, and Jazz, etc.) for approval up to 75% of the group's approved budget or funds collected by the group if less than the approved budget. Any purchase in an amount which would exceed 75% of the group's approved budget or funds collected by the group must be approved by the Board before the expenditure is incurred. Such action must be ratified at the next MVHSIMBA Meeting and must be recorded in the MVHSIMBA Membership minutes. Any Invoice from SVUSD requires the approval of the Music Director. No Board Member shall negotiate or engage consulting services on behalf of MVHSIMBA without the prior approval of the Music Director. In addition, the Board will be responsible for decisions regarding the purchase of band equipment, loaning of MVHSIMBA property, payment to SVUSD of music coaches' salaries, fundraising, transportation, and lodging expenses and related activities.

No advisor, instructor, coach, or member of the Music Boosters, other than a duly authorized elected officer, is authorized to commit the Music Boosters to financial commitments, contracts, or agreements without prior vote of the members or its authorized officer.

All outgoing Board Members shall be responsible for the transfer of the various effects (e.g., papers, files, CD's, notes, memos, etc.) of their offices on or before June 30.

## **ARTICLE VI - ELECTION OF OFFICERS**

The Nominating Committee for the following year's slate of officers shall consist of an appointed chairperson and two (2) other members chosen from current members who have attended at least

three MVHSIMBA Meetings of the current school year and announced by the **March Board Meeting**. The President may not serve as a member of the Nominating Committee. The Nominating Committee will present its slate of officers, selected from the current membership, by the May General Membership Meeting. At the May General Membership Meeting, additional nominations must be called for from the floor. Every attempt should be made to include representatives from each Music Group on the slate of officers. A written ballot may be created by the Nominating Committee in the event of a contested position. The membership shall elect the following year's officers on or before the July General Membership Meeting. Each Member with students in the instrumental music program during the school year in which the election is held is entitled to one vote. There will be no proxy voting, absentee ballots or write-in candidates on the ballots. If the Board votes to include Candidate Statement forms for an election, a form will be designed by the Nominating Committee and will be published and provided with the ballots. Distribution of any other type of candidate statement(s) or campaign material by anyone other than the Nominating Committee shall be grounds for disqualification. The Board at its discretion may appoint a Teller Committee of three (3) people for the purpose of distributing, collecting and counting the written ballots. To the extent possible, no current Board Member should serve on the Teller Committee.

#### **ARTICLE VII – REMOVAL OF BOARD MEMBERS**

When a Board Member fails to attend three consecutive meetings without adequate excuse, or is not fulfilling the responsibilities of his/her office as prescribed in the bylaws, or engages in conduct which the Executive Committee determines to be injurious to the organization or its purposes, the Board of Directors may, by a two-thirds (2/3) vote, take such action as it deems appropriate, which may include asking for the resignation or expulsion of the Board Member. The Booster President will notify in writing, the board member, after the second meeting missed to inform them of the action of removal. The board member in question must attend the next meeting or they will be removed at that third meeting missed.

#### **ARTICLE VIII - DUTIES OF ELECTED OFFICERS**

Detailed descriptions of duties are outlined in the MVHSIMBA Policies and Procedures. The duties of the Elected Officers shall be:

**PRESIDENT:** The President shall, subject to the control of the board, have general supervision, direction, and control of the affairs of MVHS Music Boosters. He/she shall preside at all General Membership Meetings and all board meetings. He/she shall fill by appointment any vacancies on the board as they may occur, such appointments to be approved by the majority of the remaining members of the board. Possess the authority to commit the Music Boosters for amounts up to \$1,000.00 per month, providing written explanation at the next board meeting On behalf of the Boosters work directly with the Music Director to carry out the objectives of the MVHSIMBA. Supervise and work with all officers and committees. The president shall not vote on any board meetings except in the instance of a tie. The President at all times will act as a signatory on checks.

**VICE PRESIDENT:** The Vice President will assist the President in all matters pertaining to the supervision, direction, and control of the affairs of MVHS Music Boosters. The Vice President will chair the Nominating Committee each year. In the case of the President not being able to fulfill his/her duties the Vice President will serve in the place of the President's absence. The Vice President at all times will act as a secondary signatory on checks.

**DIRECTOR OF OPERATIONS:** The Director of Operations shall maintain all equipment, vehicles, props, and inventory owned by MVHSIMBA. The Director of Operations will oversee all operational matters for boosters. The Director of Operations at all times can act as a secondary signatory on checks.

**DIRECTOR OF WAYS AND MEANS:** The Director of Ways and Means shall be responsible for all fundraising activities in which the MUSIC BOOSTERS engage. The Director of Ways and Means at all times can act as a secondary signatory on checks.

**SECRETARY:** The Secretary shall keep the official written record of the proceedings of all Board and General Membership Meetings.

**TREASURER:** The Treasurer shall record all the financial transactions, and shall oversee and review that the accounts of the properties and business transactions of MVHSIMBA, including accounts of it's assets, liabilities, receipts, disbursements, retained earnings and other matters customarily included in financial statements are adequate and correct. The books and records shall a all reasonable times be open to inspection by any member.

**MEMBER AT LARGE:** The Member at Large shall assist in any areas needed as directed by the Booster President.

## **ARTICLE IX – STANDING COMMITTEES AND COMMITTEE CHAIRS**

Standing Committees are as followed:

- Color Guard Manager
- Drum Line Manager
- Hospitality Manager
- Jazz Band Manager
- Marching Band Manager
- Orchestra Manager
- Parliamentarian
- Uniform Manager

Committee Chairs are as followed:

- Alumni Liaison
- Auditor
- Communications Manager
- Financial Secretary
- Photo Manager
- Video Manager
- Volunteer Manager
- Webmaster

## **ARTICLE X - DUTIES OF CHAIRPERSONS**

### **STANDING COMMITTEES:**

Below is a general outline of responsibilities for each Standing Committee. Detailed roles and responsibilities are outlined in the MVHSIMBA Policies and Procedures.

**COLOR GUARD MANAGER:** The Color Guard Manager shall manage all aspects of the Color Guard program under the direction of the coaches.

**DRUMLINE MANAGER:** The Drumline Manager shall manage all aspects of the Drumline program under the direction of the coaches.

**HOSPITALITY MANAGER:** The Hospitality Manager shall be responsible for providing food/refreshments for music group student related activities, including but not limited to: Friday night away football games, Marching Band field shows, and other events requested by the Board.

**JAZZ BAND MANAGER:** The Jazz Band Manager shall manage all aspects of the Jazz program under the direction of the Music Director.

**MARCHING BAND MANAGER:** The Marching Band Manager shall manage all aspects of the Marching Band program under the direction of the coaches.

**ORCHESTRA MANAGER:** The Orchestra Manager shall be responsible for all facets of the preparation of the Orchestra/Wind Ensemble/Symphonic Band for performances, under the direction of the Music Director.

**PARLIAMENTARIAN:** The Parliamentarian shall attend all General Membership and Executive Board of Directors meetings and give necessary advice in parliamentary procedure when necessary

**UNIFORM MANAGER;** The Uniform Manager shall be responsible for all facets of the Marching Band fall season uniforms and Spirit wear. The uniform manager can assist the Color Guard manager, and Drumline manager with winter season uniforms if requested.

### **COMMITTEE CHAIRS:**

Below is a general outline of responsibilities for each Committee Chair. Detailed roles and responsibilities are outlined in the MVHSIMBA Policies and Procedures.

**ALUMNI LIAISON:** The Alumni Liaison acts as a consultant, resource, advocate, and liaison between the alumni and active membership of the MVHSIMBA. The Alumni Liaison shall be filled by a past MVHSIMBA alumnus having served as a Board Member or Committee Chair and does not currently have a student in the program.

**AUDITOR:** The Auditor shall audit the books and financial records annually and present audited returns at the general membership board meeting for approval.

**COMMUNICATIONS MANAGER:** The Communications Manager shall manage all aspects of the Communications program under the direction of boosters.

**FINANCIAL SECRETARY:** The Financial Secretary shall manage all bank deposits and work with the Treasurer.

**PHOTO MANAGER:** The Photo Manager shall be responsible for documenting all events, maintaining historical photos, and uploading to the Shutterfly account. The Photo Manager may be requested to attend other music events by the Booster President or Standing Committee Managers.

**VIDEO MANAGER:** The Video Manager shall be responsible for documenting all events and maintain historical video. The Video Manager may be requested to attend other music events by the Booster President or Standing Committee Managers.

**VOLUNTEER MANAGER:** The Volunteer Manager shall coordinate volunteers as needed by Board of Directors or Committee Chairs.

**WEBMASTER:** The Webmaster shall be responsible for maintaining and updating mvhsmusic.com website at all times, making changes to the website as requested by the Booster President

## **ARTICLE XI – MEETINGS**

### **Regular Meetings**

The MVHSIMBA meetings will be held monthly at Mission Viejo High School, unless otherwise indicated, and no less than eight (8) times during the school year. Special meetings may be called by the President or Vice President. Meetings of the Executive Committee shall be held when called by the President. Time and place for MVHSIMBA meetings shall be posted on the MVHSIMBA website and open to all.

### **Special Meetings**

When sensitive issues need to be discussed (Litigation, Discipline, Personnel Matters and Contract negotiation and/or contract issues requiring confidentiality) the President may call for a closed session of the Executive Committee. This meeting will be open to all Executive Committee members and may include the Music Director. Based on the issue being discussed, other attendees may be invited by the Executive Committee if their presence is deemed relevant to the issue being discussed. Meeting Minutes for any such session will be taken and a general report of any decision(s) or action(s) (redacting any sensitive and/or confidential information) will be made to the membership.

#### **ARTICLE XII – VOTING**

All Member(s) shall have one vote for any vote taken at a Booster meeting and only one vote per family regardless of the number of family members in attendance. Members must be present to vote.

#### **ARTICLE XIII - QUORUM**

The quorum for the conduct of business at any MVHSIMBA Meeting will be the simple majority of Elected Officers and/or Committee Chairs present. Any action taken at a MVHSIMBA Meeting would be taken upon a simple majority of those present, except where otherwise herein specified.

#### **ARTICLE XIV - BUDGET**

The fiscal year shall be from July 1 to June 30. Financial records shall be submitted for audit within thirty (30) days after the end of the fiscal year. If an audit is requested by the Saddleback Valley Unified School District, thirty (30) days written notice must be given, and any and all expenses incurred by SVUSD shall be paid by SVUSD.

The Executive Board (Elected Officers and Standing Committee) will review and create a new budget each year in spring to present to members for voting at the May Booster Meeting. No part of the net earnings of The Association shall be used to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that The Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, reimbursements, and distributions for the purposes set forth herein.

No substantial part of the activities of The Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and The Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these activities, The Association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under 501 (c) (3) of the Internal Revenue Code, or (b) by an association, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future deferral tax code.

#### **ARTICLE XV- ADVISORS:**

All members of the Instrumental Music Department Faculty are considered advisors and ex-officio and non-voting members to the MVHSIMBA. The Music Director shall see that the MVHSIMBA activities are conducted in accordance with SVUSD policies and encourage all members, parents, alumni and staff to support the MVHSIMBA by their attendance at meetings and music events.

#### **ARTICLE XVI – LOGO & Marks of MVHSIMBA**

The MVHSIMBA logo is the sole property of the MVHSIMBA and may not be used by any person or entity without the written authorization and vote of the Board

#### **ARTICLE XVII - AMENDMENTS TO BYLAWS**

When necessary, the President or Parliamentarian can ask for a review of the bylaws by a Review Committee, which will consist of the Parliamentarian and at least one other Board member. Recommended changes to the bylaws will be disseminated prior to a regularly scheduled MVHSIMBA

meeting and discussed at a regularly scheduled MVHSIMBA meeting; all comments or suggested changes will be discussed and considered by the Board prior to a final vote.

## **ARTICLE XVIII - DISSOLUTION**

The property of the Mission Viejo High School Instrumental Music Boosters Association is irrevocably dedicated to charitable and education purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private persons. Upon dissolution of The Association, its assets remaining after payment, or provision for payment of, all debts and liabilities of this Association, shall be distributed to the Mission Viejo High School Instrumental Music Department if it is then in existence and exempt under Section 501(c)(3); but if not then in existence or exempt, to another Mission Viejo High School organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. Proposed: June 13, 1977; Adopted: July 28, 1977; Amended: March 12, 1981, May 17, 1984, November 6, 1990, August 31, 1992, September 13, 1994, September 12, 1995, April 2, 1996, September 1998, May 2000, May 2002; October 15, 2003, July 20, 2011, June 11, 2014.

## **ARTICLE XIX – CONFLICT OF INTEREST AND WHISTLEBLOWER POLICIES**

**Conflict of Interest Purpose**-The purpose of the Conflict of Interest Policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or board member of the organization. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit organizations.

**Conflict of Interest Definition**- Conflict of Interest means a conflict, or appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include officers and members of the board. For purposes of this provision, the term "interest" shall include personal interest, interest as an officer, board member, trustee or beneficiary of any concern and having an immediate family member related by blood or marriage or member of the same household who holds such an interest in any concern.

**Conflict of Interest Policy and Practices** - No transaction of the organization shall be voidable by reason of the fact that any officer or member of the board of the organization has an interest or is related to a person that has an interest in the entity with which the transaction is entered into, provided:

- a. The interest of the officer or member of the board is fully disclosed to the members.
- b. The transaction is duly approved by the board members not interested or connected as being in the best interests of the organization.
- c. Payments to the interested officer, board member or related party are reasonable and do not exceed fair market value

Every officer and member of the board shall complete the annual questionnaire at the beginning of the fiscal year. Following full disclosure of a possible conflict of interest, the board shall determine whether a conflict of interest exists, and, if there is a conflict, the board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect the organization's best interests.

An interested officer or member of the board must recuse themselves from voting and the decision-making process of a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. They shall not participate in any discussion or debate of the board in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion at the request of the board unless objected to by any present member of the board.

Anyone in a position to make decisions about spending, who also stands to benefit from that decision, has a duty to disclose that conflict as soon as it arises or when it becomes apparent.

A copy of this policy shall be given to all officers and members of the board upon commencement of such person's relationship with the organization. Each officer and board member shall sign and date the policy at the beginning of their term. Each officer and board member shall annually sign a statement which affirms such person:

- a. Has received a copy of this conflict of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy,
- d. Understands MVHS Music Boosters is a non-profit corporation and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax exempt purposes.

**Whistleblower Purpose-** The Whistleblower Policy encourages officers and board members to come forward with credible information of illegal practices or serious violations of adopted policies of the organization and specifies that the organization will protect the person from retaliation and identifies where such information can be reported.

**Whistleblower Policies and Practices -** The organization encourages complaints, reports or inquiries about illegal practices or serious violations of the organization's policies, including illegal or improper conduct by the organization itself, by its leaders or others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations or other similar illegal or improper practices or policies. The organization prohibits retaliation by or on behalf of the organization against volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith, but prove to be unsubstantiated. Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the basis of the complaints, reports or inquiries. They should be directed to the organization's president; if the president is implicated in the complaint, report or inquiry, it should be directed to another executive board member. The organization will conduct a prompt, discreet and objective review or investigation. Volunteers must recognize that the organization may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously. Adopted: October 15, 2003. July 20, 2011, June 13, 2012, June 11, 2014

#### **DEFINITIONS:**

- Music Booster(s), MVHSIMBA, The Association – shall mean the Mission Viejo High School Instrumental Music Boosters Association
- Executive Committee/Elected Officers– shall mean the President, Vice President, Director of Operations, Director of Ways and Means, Secretary, Treasurer, and Members At Large.
- Executive Board – consist of the Executive Committee and the Standing Committee.
- Board Members- consist of Committee Chairs and the Executive Board
- MVHSIMBA Meeting, General Membership Meeting, Board Meeting – shall mean the regularly scheduled monthly meeting as posted on the MVHSIMBA website.
- Music Faculty – all members of the Mission Viejo High School Instrumental Music Department, coach, instructor.
- SVUSD – Saddleback Valley Unified School District
- Music Groups – are one or all of the following: Marching Band, Color Guard, Winter Guard, Wind Ensemble, Symphonic Band, Orchestra, Jazz Band, Drum Line and any other instrumental group established at Mission Viejo High School