

**BYLAWS OF THE
LOARA BAND BOOSTER CLUB, INCORPORATED**

A CALIFORNIA PUBLIC BENEFIT CORPORATION

AMENDED October 12, 2009

**ARTICLE 1
NAME AND ADDRESS**

SECTION 1 NAME OF ORGANIZATION

The name of the corporation shall be the Loara Band Booster Club, Inc., hereinafter called the **BAND BOOSTERS**.

SECTION 2 PRINCIPLE OFFICE

The principal office of the corporation for the transaction of its business shall be:

Loara High School
1765 West Cerritos Avenue
Anaheim, California 92804

Loara High School is located in Orange County, California.

**ARTICLE 2
PURPOSE AND OBJECTIVES**

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

This corporation 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 Corporation 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 Loara High School Band, Drumline and Color Guard, 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 color guard, their officers, representatives, and the musical director 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 Orange, or the Anaheim Unified High 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 any other provision of the Articles of Incorporation or 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

1) Classes of Membership. The Band Boosters shall have two classes of membership: Active Members and Associate Members. Membership in the Band Boosters is open to any individual satisfying the criteria of either class of membership.

a) Active Members: Parents, guardians or other individuals providing mandatory financial sponsorship of students actively enrolled in the Program, who is 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. Each active member shall have one vote. Active members are identified for each student on the Band Booster Registration form, and are recorded in the Membership Book.

b) Associate Members: those individuals, who are interested in promoting the purposes and functions of the Band Boosters, have been approved by the Board, but who are not eligible to vote or serve on the Board of Directors.

2) Age Requirements: None.

3) Residency Requirements: None.

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 corporation'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 corporation 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) Fund Raisers: There are three types of fundraisers. There are those designed to benefit the entire booster organization. Some benefit specific groups; and others benefit the individual.
 - (a) Booster Fundraisers: Participation in some of these fundraisers is mandatory and shall be declared in the Band Family registration papers. These are the activities designed to address the financial needs outlined in the annual budget. Some fundraisers require monetary contributions; some allow labor to be substituted for monetary contributions through solicitation efforts; others require labor in the form of working an event. Individuals who cannot contribute labor due to scheduling or other conflicts shall make an equivalent monetary contribution. All proceeds from booster fundraisers are deposited into the booster general fund.
 - (b) Group Fundraisers: The band, color guard and drumline may occasionally run a fundraiser for their respective group. Funds raised in this fashion are deposited into the general fund of that group. Examples of such fundraisers are car washes and candy sales.
 - (c) Individual Fundraisers: These fundraisers are not mandatory because they are designed as an opportunity for individuals or families to help defray the personal expenses connected with participation in the Program. Proceeds are credited to family accounts. Examples of individual fundraisers include earnings from scrip and e-Scrip.

SECTION 4 NONLIABILITY OF MEMBERS

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

ARTICLE 4 DIRECTORS

SECTION 1 NUMBER OF DIRECTORS

The Band Boosters shall have nine 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:

- 1) Five Elected Officers: the President; the Vice President; the Secretary; the Treasurer, and Ways and Means.
 - 2) Three Representatives selected by their respective groups of parents: the Band Representative; Representative; the Color Guard Representative; and the Drumline Representative.
- The procedure by which the directors are elected is defined in Article 8, Elections.

SECTION 2 POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate 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.

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 Musical 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, by the Articles of Incorporation of the corporation, or by these Bylaws;
- 3) Supervise all officers and agents of the corporation 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 12 of this Article.

Detailed duties of each respective Director are listed in job descriptions that are filed with, but are not a part of, the Bylaws. 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 corporation and shall, subject to the control of the Board of Directors, supervise the affairs of the corporation 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, by the Articles of Incorporation of the corporation, 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 Loara 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, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors;
- 3) Be in charge of the annual awards banquet;
- 4) Prepare an end-of-year report to aid the incoming Vice President;
- 5) Perform additional duties as documented in the job description for the Vice President, subject to modifications approved by the Board of Directors.

SECTION 6 DUTIES OF THE SECRETARY

The Secretary shall:

- 1) Certify that the treasurer has at all times the current and up-to-date Corporate Records.
- 2) Keep at the principal office of the corporation at all times a Membership Roster containing the name and address of each and any members;
- 3) Keep at the principal office of the corporation 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 corporation, on request therefore, the Corporate Records Book, the Membership Book, and the Book of Meeting Minutes of the corporation;
- 6) Shall conduct all official correspondence for the Band Boosters, and file copies in the Corporate Records Book.
- 7) Oversee the Nominating committee, and provide any assistance requested;
- 8) Prepare an end-of-year report to aid the incoming Secretary;
- 9) Perform additional duties as documented in the job description for the Secretary, subject to modifications approved by the Board of Directors.

SECTION 7 DUTIES OF THE TREASURER

The Treasurer shall:

- 1) Keep at the principle office of the corporation at all times the current and up-to-date Corporate Records Book. The Corporate Records Book shall contain all original records of the corporation, including, but not limited to: The Articles of Incorporation and any amendments; 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 corporation, and deposit or have deposited all such funds in the name of the corporation 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 corporation from any source whatsoever;
- 4) Disburse, or cause to be disbursed, the funds of the corporation 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 corporation'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 corporation, 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 corporation;
- 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. These duties shall remain the responsibility of the outgoing Treasurer even as the newly elected Treasurer begins to serve on the Board at the start of the new fiscal year.
- 10) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors;
- 11) Cooperate with the Financial Review committee in their annual review of the organization's financial records;
- 12) Prepare an end-of-year report to aid the incoming Treasurer;
- 13) Perform additional duties as documented in the job description for the Treasurer, subject to modifications approved by the Board of Directors.

SECTION 8 DUTIES OF THE WAYS AND MEANS CHAIRPERSON

The Ways and Means Chairperson shall:

- 1) Be responsible for meeting the financial needs of the organization as set forth in the budget;
- 2) Organize and be responsible for the fund-raising projects of the organization in compliance with Loara High School policy and Anaheim Union High School policy; including, but not limited to, scrip, e-Scrip, charitable donation websites, and web-based charity shopping malls; and represent them to the Board of Directors;
- 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 Ways and Means Chairperson;
- 6) Perform additional duties as documented in the job description for the Ways and Means Chairperson, subject to modifications approved by the Board of Directors.

SECTION 9 DUTIES OF THE BAND REPRESENTATIVE

The Band Representative shall:

- 1) Oversee and represent the interests of the band to the Board and General Membership at all meetings;
- 2) Be responsible for communicating with the band director about concerns and/or problems that should be brought to the Board's attention;
- 3) Assist standing committees in identifying and scheduling chaperones, drivers, prop carriers, equipment movers and other help as needed for band performances;
- 4) Supervise the annual Turkey Day celebration;
- 5) Supervise scheduling of personnel for chaperones, drivers, prop carriers, equipment movers;
- 6) Prepare an end-of-year report to aid the incoming Band Representative;
- 7) Supervise the annual drum major competition hosted by Loara;
- 8) Perform additional duties as documented in the job description for the Band Representative, subject to modifications approved by the Board of Directors.

SECTION 10 DUTIES OF THE COLOR GUARD REPRESENTATIVE

The Color Guard Representative shall:

- 1) Oversee and represent the interests of the color guard to the Board and general membership at all meetings;
- 2) Be responsible for communicating with the band director about concerns and/or problems that should be brought to the Board's attention;
- 3) Schedule and supervise chaperones, drivers, prop carriers and other help as needed for color guard performances;
- 4) Be responsible, with the support of Ways and Means, for financial and operational aspects of color guard competitions hosted by the Boosters, without conflicting with the duties and responsibilities of the band director or instructional staff;
- 5) Prepare an end-of-year report to aid the incoming Color Guard Representative;
- 6) Perform additional duties as documented in the job description for the Color Guard Representative, subject to modifications approved by the Board of Directors.

SECTION 11 DUTIES OF THE DRUMLINE REPRESENTATIVE

The Drumline Representative shall:

- 1) Oversee and represent the interests of the drumline to the Board and general membership at all meetings;
- 2) Be responsible for communicating with the band director about concerns and/or problems that should be brought to the Board's attention;
- 3) Schedule and supervise chaperones, drivers, prop carriers, equipment movers and other help as needed for drumline performances;
- 4) Be responsible, with the support of Ways and Means, for financial and operational aspects of drumline competitions hosted by the Boosters, without conflicting with the duties and responsibilities of the band director or instructional staff;
- 5) Prepare an end-of-year report to aid the incoming Drumline Representative;
- 6) Perform additional duties as documented in the job description for the Drumline Representative, subject to modifications approved by the Board of Directors.

SECTION 12 SUBORDINATE OFFICERS AND OTHER AGENTS

The Board of Directors may appoint such other officers or agents from its membership as it may deem desirable, and such officers or agents shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 13 TERM OF OFFICE

- 1) Each director shall hold office of a period of one year.
- 2) There is no limit to the number of consecutive one-year terms a duly elected or appointed director may serve.
- 3) The term of office for directors shall commence at the start of the fiscal year, and conclude with the ending of the fiscal year.
- 4) The outgoing Treasurer is 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.

SECTION 14 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 as specified in Sections 3 through 12 of this Article.

SECTION 15 DIRECTOR QUALIFICATIONS AND RESTRICTIONS

- 1) All directors shall be active Band Booster members during the fiscal year in which they serve.
- 2) No individual may hold more than one position on the board of directors. However, Directors may chair committees while still maintaining their vote as Directors.
- 3) Interested persons are prohibited from serving as directors of the corporation. For purposes of this section, "interested persons" means either:
 - (a) Any employee of the Anaheim Union High School District excluded from serving on a booster board of directors by the policy of the Anaheim Union High School District;
 - (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) None of the five elected officers (president, vice-president, secretary, treasurer, Ways and Means) may be related to another elected officer as brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law.

SECTION 16 BOARD MEETINGS

- 1) Place of Board Meetings. Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place within or without the State of California 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 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, the Secretary, 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 corporation.
- 4) Quorum. A quorum shall consist of a majority of the Directors. 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, by the Articles of Incorporation, or by these bylaws. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.
- 5) 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 corporation 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.
- 6) 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, with the Articles of Incorporation of this corporation, or with provisions of law.
- 7) Order of Business. The President shall establish the Order of Business for Board meetings at the first meeting of each fiscal year.

SECTION 17 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 corporation 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 Corporation 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 $\frac{1}{4}$ 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 $\frac{2}{3}$ 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 18 NON-LIABILITY OF DIRECTORS

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

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 in good standing of the Band Boosters.
- 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) A written charter 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:

Alumni Relations: Shall serve as liaison to the alumni of the Band Family 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.

Archives: 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.

Membership: 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.

Newsletter: Shall be responsible for collection of material, production and distribution of the newsletter, and maintenance of the newsletter mailing list.

Props Shall be responsible for the construction, preventative and corrective maintenance and storage of all props for the band, color guard and drumline. Chairperson is responsible for enlisting and training appropriate personnel to load and unload props; and move props onto and off field. Shall be responsible for organizing all storage areas.

Public Relations: Makes all press contacts prior to and after events as appropriate; provide news stories and photographs to the local media publicizing all band family activities and achievements. All publications must be approved by the Band Director before submission for publication. Manages the Loara Band Booster Internet website.

Script: Shall be responsible for the operation and administration of the scrip programs as directed by the Ways and Means.

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; load and unload equipment; and move percussion equipment onto and off field. Shall be responsible for coordinating across all groups the scheduled use of the Band Booster motor vehicles and trailers throughout the year.

Uniforms: Shall be responsible for the maintenance, repair, passing out, and collection of the band marching and concert uniforms. Shall be responsible for finding chaperones for the band, and help with grooming the

students for performances. Shall be responsible for communicating with the band director about needs and concerns. Shall supervise and coordinate band chaperones.

SECTION 5 SELECT COMMITTEES

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

Nominating Committee: It is the responsibility of the Nominating Committee to accept and qualify nominations for the officers and the representatives that serve on the Board of Directors. The role of the Nominating Committee is described under Article 8, Section 4, and Election Procedures. The secretary shall oversee the committee and provide assistance as needed.

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 corporation. 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 Loara High School Band Director and Assistants or their appointed representatives.
- 2) See that the Band Boosters operate in accordance with the policies of Loara High School and the Anaheim Union High 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 corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

SECTION 2 ANNUAL MEETING

The members shall meet in June 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 in the Band Booster's monthly newsletter mailed to each member.

SECTION 4 CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation 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 corporation 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, with the Articles of Incorporation of this corporation, or with any provision of law.

SECTION 5 QUORUM FOR MEETINGS

The members holding a majority of the votes that may be cast at any meeting shall constitute a quorum at such 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 corporation.
 - (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 and Ways and Means) are elected by the vote of all active members of the Band Boosters.
- 2) The Band Representative, Color Guard Representative and Drumline Representative are elected only by the

active members of their respective groups.

(a) If a student belongs to the Color Guard, or Drumline, and also belongs to the Band, then that student's parents or guardians may vote for representatives in each group to which the student belongs. Drumline students are, by definition, also in the Band.

SECTION 2 VOTER ELIGIBILITY

1) To be eligible to vote, one must be an active member, declared on the Booster Registration Sheet submitted at the start of the year, whose current financial obligations to the Band Boosters have been satisfied.

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 Family.

SECTION 3 CANDIDATE ELIGIBILITY

Prospective candidates must:

1) Be active members of the Band Boosters.

(a) Nominees for the positions of band representative, color guard representative or drumline representative must currently have a student in that respective group.

(b) Nominees must expect to have a student in that group during the next fiscal year.

2) Have read and understood the responsibilities of their position.

3) Meet the requirements for Directors as identified in Article 4 Section 16.

4) Have satisfied all current financial obligations to the Band Boosters.

5) Consent to serve before being nominated.

SECTION 4 ELECTION PROCEDURES

1) During March, the Band, Color Guard and Drumline parent representatives shall each appoint an individual 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 April, the Nominating Committee shall prepare a ballot containing at least one nominee for each directorship to be filled.

(b) To be nominated, an individual must meet the qualifications of 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 May 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.

(c) The slate of candidates, including those nominated from the floor, will be published in the final monthly newsletter distributed prior to the June booster meeting.

5) During the month of May, nominees will be afforded the opportunity to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.

(a) Nominees shall have the right to obtain from the Secretary, upon written demand, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors. The demand shall state the purpose for which the list is requested and the membership list shall be made available no later than five (5) business days after the demand is received.

(b) If the corporation distributes any written election material soliciting votes for any nominee for director at the corporation's expense, it shall make available, at the corporation's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

6) The election will be held at the June 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 President shall appoint at least two tellers who may not be active members

(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 report the results to the President, who announces 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 corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, 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 corporation 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 corporation 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 countersigned by the President.

The Vice President may co-sign 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, and may authorize agents as identified in Article 4, Section 12 to administer these checking accounts

3) Family accounts shall be administered in separate checking account managed by the family account

Administrator.

4) All Band Booster checking accounts shall required two signatures on all checks.

5) The Treasurer shall be an authorized signer for all of the Band Booster checking accounts.

6) 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 or associate members in good standing.

7) All checkbooks are subject to periodic inspection and audit by the Treasurer.

SECTION 3 DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation 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 corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

SECTION 5 FAMILY ACCOUNTS

Family accounts are established for each active member family in the Program. Associate members may also establish family accounts.

1) Funds are earned by member participation in various approved individual fundraisers and/or direct contributions by members.

2) Funds placed into family accounts may only be applied to Program-related expenses: (ex: uniforms, band camp or other required expenses.) or payment of fundraisers that benefit the General Fund. (ex: Cow Chip, OC Fair and Tournament Buy Outs.) They may not be used to pay for school activities not associated with the Program.

3) Any money that is left in a family account when a family leaves the Program remains the property of the Boosters and will not be refunded. The family may request in writing, that the account remain open for future program-related expenses they may incur as an associate members or if there is an incoming student that will be in the Program within two years.

4) It is the responsibility of families to audit their accounts and resolve any disputes in a timely fashion. All transactions are final 30 days after the close of the fiscal year in which they are recorded.

5) Accounts are transferable to other members with the written consent of member whose account is being transferred.

6) The Board of Directors shall empower agents as defined in Article 4 Section 13 to serve as Family Account Administrators. These agents, operating under the authority and oversight of the Treasurer, shall execute all transactions and maintain family account balances. Family account administrators must be an Active Member.

7) Family account administrators have the right to debit family accounts for any financial obligations defined in the annual Band Family registration papers.

ARTICLE 10

CORPORATE RECORDS AND REPORTS

SECTION 1 MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

1) Minutes of all meetings of directors, committees of the board and, if this corporation 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 corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation 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 corporation.

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 corporation 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.

SECTION 5 ANNUAL REPORT

1) As stipulated by Section 6321 of the California Corporations Code, the board shall cause an annual report to be

furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and to any member who request it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
 - (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
 - (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
 - (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- 2) The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE 11 FISCAL YEAR

SECTION 1 FISCAL YEAR OF THE CORPORATION

The fiscal year of the corporation shall begin on the first day of July and end on the 30th day of June of each year.

ARTICLE 12 AMENDMENT OF BYLAWS

SECTION 1 AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, 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 shall be given at the previous regular meeting at which the amendment is to be acted upon, written or verbal (teleparent) 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.

ARTICLE 13 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation 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 corporate assets on dissolution of the corporation.

All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Loara Band Booster Club, Inc., and that such Bylaws were duly adopted by the Board of Directors and members of the Loara Band Booster Club, Inc. on October 12, 2009.

LOARA BAND BOOSTER CLUB, INCORPORATED