

**DRAFT**  
**By-Laws of**  
**Santa Teresa Music and Arts Association, Inc.**  
**December 2003**

A Non-Profit Corporation Organized Pursuant to the Laws of the State of California

**Article I**

**PURPOSES:** The primary objectives and purposes of this corporation shall be:

1. To promote positive, enriching, year-round, quality music education through individual and group instruction and to provide performance opportunities in a variety of venues and locations for students of the Santa Teresa High School community and related schools including concert bands, jazz bands, marching band, musical theatre, choral groups and other forms of the performing arts as shall be desired by the Board of Directors, Music Director and participants.
2. To support quality instruction and public performances of music the arts by acquiring and maintaining equipment and enhancing facilities.
3. To secure financial and other resources in support of students and families in the pursuit of music and arts education and performances through fundraising and other activities.
4. To encourage life-long habits for utilizing music and the arts for recreation, leisure and social development purposes.
5. To promote and develop the arts by encouraging and fostering music appreciation and instruction by students and the community through the sponsorship of performances, lessons, recordings, travel, communications and other forms of musical expression, such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**Article II:**

**OFFICE**

1. **Office:** The principal office of Santa Teresa Music and Arts Association, Inc., hereinafter referred to as the Corporation, for the conduct of its business shall be located in San Jose, Santa Clara County, California
2. **Change of Address:** The County of the corporation's principal office can be changed only by amendment of these By-Laws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these By-Laws.
3. **Other Offices:** The Corporation may change or re-establish a new office, both within and without Santa Clara County from time to time as the Board of Directors of the Corporation may require.

**Article III:**

**Conduct of Corporate Business:** The business and the affairs of the Corporation are to be conducted in accordance with the Articles of Incorporation and, where not inconsistent therewith, in accordance with these By-Laws and such other and further By-laws or

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amendments as may be adopted from time to time by the Santa Teresa Music and Arts Association, Inc. Board of Directors.

**Article IV**

**Alteration, Amendments or Repeal of By-laws:** The power to alter, amend, appeal or adopt new By-Laws shall be vested in the Board of Directors. Subject to such limitations and conditions as may be set forth in the Articles of Incorporation pertaining to the qualification or terms of office of members of the Board of Directors, a simple majority vote of the Board of Directors shall be required to alter, amend, repeal or adopt these By-Laws or adopt new By-Laws. Written or printed notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Board member within thirty days of the voting date.

**Article V**

**Board of Directors**

1. **Number of Directors:** The Board of Directors shall consist of no less than six (6) nor more than fifteen (15) members, including two ex-officio members a) the Music Director of Santa Teresa High School and b) a student representative.
2. **Terms of Office:** In order to provide for program continuity and representative leadership of the corporation during the initial start up period, the terms of office for members of the Board of Directors are established as follows: At the December 2003 organizational meeting, Directors determined the initial term of office. The term of office for directors elected at the December 2003 meeting shall expire on May 31, 2005. After the December 2003 meeting, seats shall be filled for a two-year term or portion of the unexpired term of office for a vacated seat (see item 16).
3. **Qualifications:** Persons eligible to serve on the Board of Directors must have a student registered at Santa Teresa High School who is currently a participant in the music program with the exception of the Community Representative as defined in Article VI.
4. **Nomination of Directors:** Any parent or guardian of a music program participant may submit to the Board of Directors the name of any qualified person (as defined above) for election. The nominee shall appear before the Board or a Nominating Committee appointed by the Board to state his/her qualifications and respond to questions. Nominating Committee recommendations will be submitted to the full Board of Directors for consideration and voting.
5. **Election:** New Directors shall be elected by a simple majority vote of the complete Board.

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6. **Removal of a Director:** At a Board meeting at which removal of a Director is being considered, there shall be no less than 75% of the Board Members present and no less than two-thirds (2/3) of these present must vote for removal.
  
7. **Duties:** The management and administration of this Corporation shall be vested in the Board of Directors. The Board shall transact all of the business of the Corporation. The Board will assure quality and continuity of the programs. The Board will establish priorities with the Music Director, and shall monitor the scheduling of events to insure quality programs. The Board is responsible for authorizing fund-raising events held in the name of Santa Teresa Music and Arts Association; contractual obligations; and the use of the Santa Teresa Music and Arts Association name. The Board shall, to the best of its ability, adhere to East Side Union High School District and Santa Teresa High School policies, and will act as guardian of all Santa Teresa Music and Arts Association funds and material assets. The Directors shall serve without compensation but may be reimbursed for all reasonable and proper expenses incurred by them in the interest of the Corporation, subject to approval of the Board.
  
8. **Meetings:**
  - a. The Corporation's Board of Directors initial organization meeting shall be conducted in December 2003. Thereafter, the annual organization meeting shall occur in May of each year.
  - b. The Board shall annually adopt and publish a schedule of regular monthly meetings.
  - c. Special or Emergency Meetings may be called by the President or by any two members of the Board.
  - d. The person(s) calling such meetings shall designate the time and place of such meetings and provide a minimum forty-eight (48) hours notice to Board members and other interested persons.
  - e. Meetings of the Board shall be presided over by the President. In the President's absence, a temporary Chairperson shall be chosen by a majority of the voting members present.
  - f. Roberts Rules of Order shall govern meetings in so far as such rules are not inconsistent with these By-laws, or the Articles of Incorporation, or with the law.
  
9. **Quorum at Directors Meetings:** Quorum for the transaction of business shall consist of any number larger than 50% of the existing Board of Directors. Unless otherwise provided, a majority vote of the Directors present at a meeting shall be the vote of the Board, provided those present constitute a quorum.
  
10. **Meeting Attendance:** Should a member of the Board of Directors be absent from two consecutive meetings of the Board of Directors without valid excuse in the

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opinion of the Board, the Board of Directors shall, by a majority vote, declare the office vacant.

11. **Action by Unanimous Written Consent:** If and when the Directors shall severally or collectively unanimously consent in Writing to any action to be taken by the Corporation, such action shall be valid Corporate action as though it had been authorized at a meeting of the Board of Directors. Such written consent shall be required to document and confirm any votes by telephone or other electronic means.
12. **Delegation of Powers:** For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board of Directors may delegate all of any of the powers and duties of any office to any other officer or director.
13. **Power to Require Bonds:** The Board of Directors may require any officer or agent to file with the Corporation a satisfactory bond conditioned upon the faithful performance of their duties.
14. **Board Liability:** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.
15. **Nominating Committee for Election of Officers:** The Nominating Committee shall consist of a minimum of two members of the Board of Directors. Its responsibility is to recruit and receive names of persons interested in being nominated for office. It shall submit a list of names to the Board for review two weeks prior to the annual meeting for election of officers. The initial Election of officers shall occur at the December 2003 meeting and officers elected at that meeting shall serve until May 31, 2005. Thereafter, the election of officers shall take place at the annual organization meeting conducted in May. The term of office shall be June 1 through May 31.
16. **Terms of Office for Board Members:** Each Board member shall serve a two (2) year term, unless he/she resigns or is removed from office. Board Members may serve no more than two (2) consecutive terms. After a lapse of one (1) year, a person may be eligible for re-election as a Director.

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**Article VI**  
**OFFICERS**

1. **Panel of Officers:** The Officers of the Corporation shall consist of the following, who shall be elected or appointed annually by a majority of the Board of Directors:
  - a. **President:** The President shall preside at all meetings of the Board of Directors; shall be an ex-officio member of all committees, they may call special meetings of the Board of Directors, as herein provided, they shall perform all such duties as are incidental of the office and are properly required of the office.
  - b. **Director of Fundraising:** Shall act as Chairperson of the Fundraising Committee; and shall perform such other duties as are incidental of that office and as required by the President and Board.
  - c. **Director, Community Representative:** Shall be a member of the general Santa Teresa community (such as a neighbor or local business owner). Further, this member should not be directly associated with the Santa Teresa music program or with Santa Teresa High School (does not have a student in the program or be an employee of Santa Teresa High School), so that they can represent the interests of the general community.
  - d. **Director of Communications:** Shall act as Chairperson of the Communications Committee and oversee all communications activities such as publicity, newsletter, web page, telephone tree and other efforts to provide the efficient dissemination of information among all program participants, the community and interested persons and shall perform such other duties as are incidental of that office and as required by the President and Board.
  - e. **Director of Food Services:** Shall act as the Coordinator of the program to oversee all activities related to food services which support the various concerts, events, competitions and other program activities and shall perform such other duties as are incidental of that office and as required by the President and Board.
  - f. **Director of Trips and Transportation:** Shall act as the Coordinator of the program to oversee all activities related to student transportation and lodging which support and carry out the various concerts, events, competitions and other program activities and shall perform such other duties as are incidental of that office and as required by the President and Board.

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- g. **Director of Equipment:** Shall act as Chairperson of the Equipment Committee and oversee the acquisition, maintenance, transportation, and operations of equipment necessary to support and carry out the various concerts, events, competitions and other program activities and shall perform such other duties as are incidental of that office and as required by the President and Board.
- h. **Secretary:** The Secretary shall have charge of and keep all Corporate papers, records and other documents as required by law; shall make reports including the keeping of minutes of all meetings of the Board of Directors; shall maintain and publish a roster of music program participants while preserving confidential student information; maintain records and documents utilizing secure methods; and shall perform such other duties as are incidental of that office and as required by the President and Board.
- i. **Treasurer:** The Treasurer shall be custodian of the funds and all subsequent records of the Corporation and shall conduct its financial business. Checks shall be signed by the Treasurer or other designated officers. Two (2) officers shall sign checks issued for over two hundred dollars (\$200.00). The Treasurer's duties shall include: a) to compile and distribute to the Board of Directors a monthly financial report for their review and approval; b) to compile and present for the Board of Director's approval within sixty (60) days after the conclusion of each fiscal year of the Corporation, or as soon as completed, an Annual Statement of Revenue and Expenses, a Corporate Balance Sheet and other financial statements as necessary regarding the corporations financial condition; c) to arrange for the completion of required State and Federal Tax Returns at the conclusion of each fiscal year with copies of such being distributed and approved by the Board of Directors; d) to perform such other duties as are incidental of that office and as required by the President and Board.
- j. **Historian:** The Historian shall be responsible to document the events and performances of the Santa Teresa High School Music Program, shall be the custodian of such records and documents and shall perform such other duties as are incidental of that office and as required by the President and Board.
- k. **Parent Representatives** – the Board of Directors shall include one (1) Parent Representative for all grade levels (Freshman, Sophomore, Junior and Senior). The Class Representatives shall be responsible to foster parental involvement and support for the Santa Teresa Music programs

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and shall perform such other duties as are incidental of that office and as required by the President and Board.

1. **Director, Volunteer Coordinator:** Shall act as the Coordinator of the program to identify and obtain volunteers for all activities of the program which support and carry out the various concerts, events, competitions and other program activities and shall perform such other duties as are incidental of that office and as required by the President and Board.
  - m. **Director, Member at Large:** Shall act in the general interest of the program and its activities to support and carry out the various concerts, events, competitions and other program activities and shall perform such other duties as are incidental of that office and as required by the President and Board.
  - n. **Student Representative:** The students of the music programs will be represented on the Board by an ex-officio member nominated through the Student Band Council
  - o. **Music Director:** The Music Director of the Santa Teresa High School music programs shall be an ex-officio member of the Board of Directors
2. **Removal of Officers:** the Board of Directors may remove any officer or agent elected or appointed to the Board of Directors. At a Board meeting which removal of an officer is being considered, there shall be no less than 75% of the Board Members present and no less than two-thirds (66 2/3%) of those present must vote for removal.
3. **Terms of Office for Officers:** Officers elected at the initial organizational meeting in December 2003 may serve until May 31, 2005. Thereafter, officers shall serve for a period of one (1) years beginning June 1<sup>st</sup> of each year, (June 1 through May 31 annually), unless they resign or are removed from office by the Board.

**Article VII**  
**Committees**

1. **Executive Committee:** The Board of Directors may, by a majority vote of Directors, designate four or more of its members (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

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- a. The approval of any action, which, under law or the provisions of these Bylaws, requires the approval of the members or a majority of all of the members.
- b. The filling of vacancies on the board or on any committee which has the authority of the board
- c. The fixing of compensation of the directors for serving on the board or on any committee
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws
- e. The amendment or repeal of any resolution of the board which by its express terms is not so amendable or repeal able
- f. The appointment of committees of the board or the members thereto
- g. The expenditure of corporate funds to support a nominees for director after there are more people nominated for director than can be elected
- h. The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.
- i. The term of office for Executive Committee members shall be one year beginning June 1<sup>st</sup> of each year, (June 1 through May 31 annually), unless they resign or are removed from office by the Board.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

2. **Audit Committee:** The Board of Directors may, by a majority vote of Directors, designate four or more of its members (who may also be serving as officers of this corporation) to constitute an Audit Committee. The Treasurer shall not be eligible to serve as a member of the Audit Committee. The Audit Committee shall each year arrange for the completion of an audit by a Certified Public Accountant (CPA) with copies of such being distributed, reviewed, and approved by the Board of Directors. The term of office for Audit Committee members shall be one year beginning June 1<sup>st</sup> of each year, (June 1 through May 31 annually), unless they resign or are removed from office by the Board.
3. **Fundraising Committee:** The Fundraising Committee shall be composed of persons from the community as designated by the Board and chaired by the Director of Fundraising. Its primary responsibilities are to conduct fundraising activities to assure adequate funding and resources for the various programs; to submit an annual fundraising program to the Board for approval in June of each

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year for next fiscal year; and to advise the Board on matters regarding efforts to raise funds and other resources necessary to support the various music programs.

4. **Finance Committee:** The Finance Committee shall be composed of persons from the community as designated by the Board and chaired by the Treasurer. Its primary responsibilities are to submit an annual budget to the Board for approval in June of each year for next fiscal year, to oversee the funds and investments of the Corporation and to advise the Board on fiscal matters.
- 5.
- 6.
- 7.
- 8.
9. **Special and Ad-hoc Committees:** The Board shall form and designate members to such special and ad-hoc committees as it may determine from time to time as necessary to meet the needs, goals, and objectives of the music program and Corporation.

**Article VIII**

**RECORDS:** All books, records, minutes, By-Laws, Articles of Incorporation and any other documents relating to the Corporation shall be open to inspection by all Officers and Directors or other interested persons upon written request at any reasonable time upon request. The Secretary shall allow inspection of such records while maintaining the security of the documents and the confidentiality of student and personal records.

**Article IX**

**FISCAL YEAR:** The Fiscal year of this corporation shall be July 1 through June 30 until changed by action of the Board of Directors.

**Article X**

**RESTRICTION ON USE OF CORPORATE NAME:** No Officer, Director or member of the Corporation shall use the name or its official insignia for other than strictly Corporate purposes without prior authorization of the Board of Directors, which must be confirmed in writing by the President or Secretary of the Corporation.

**Article XI**

**EXPENDITURES:** All non-budgeted expenditures of any nature, whatsoever, in excess of two hundred dollars (\$200.00) shall first have the approval of the Board of Directors. The Music Director is authorized to have a petty cash fund of two hundred dollars (\$200.00) and approve expenditures of two hundred dollars (\$200.00) or less for program operations. Such expenditures shall be reviewed and approved by the Treasurer or other authorized Officer.

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**Article XII**

**DEPOSITS:** All funds of the Corporation shall be deposited to its credit from time to time in such federally insured banks, depositories or other financial institutions as the Board of Directors may select.

**Article XIII**

**GIFTS:** The Board of Directors may accept on behalf of the Corporation any contributions, gifts, bequests, or device for the general purpose or for any proper purpose of the Corporation.

**Article XIV**

**SEAL:** The Board of Directors shall provide a Corporation seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, the words "Corporation Seal" and such design as the Board of Directors may adopt.

**Article XV**

**Music Director**

1. **Music Director:** The Music Director appointed, or approved if provided by other agency, annually by the Board of Directors of the Santa Teresa Music and Arts Association, Inc. is the duly authorized representative of Santa Teresa High School to administer the music programs for Santa Teresa High School. As such, this person has the permission of Santa Teresa High School to organize, conduct and promote such music programs and to use the logo and assets of the Corporation for the benefit of the students enrolled in the Santa Teresa High School music programs. He/she is responsible to the Board of Directors of the Santa Teresa Music and Arts Association, Inc. Earlier reference in this paragraph to "if provided by another agency", creates inherent in the position of Music Director a dual reporting responsibility of the Board of Directors and "other appointing agency."
2. **Board Membership:** The Music Director will serve as a non-voting member of the Board and an ex-officio member of all Board committees. The Music Director is expected to attend all Board meetings, except for executive sessions or any meetings whose topic is the Music Director.
3. **Duties:** The Music Director shall be responsible for the coordination and execution of the Santa Teresa High School Music programs. The Director shall meet annually with the Board to plan and evaluate the music programs.

**Article XVI**

**Membership**

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1. **Determination of Members:** If this corporation makes no provision for members, then pursuant to Section 5310(b) of the Non-profit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or By-laws of this corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.
  
2. **Written Consent of Directors Adopting By-Laws:** We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of Santa Teresa Music and Arts Association, a California non-profit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of --- ( ) pages, as the Bylaws of this corporation.

Dated: \_\_\_\_\_