

**MONTE VISTA HIGH SCHOOL
MONTE VISTA HIGH SCHOOL KEYNOTERS
BYLAWS**

MISSION STATEMENT

Monte Vista High School Keynoters has been established to support and promote (boost) the Instrumental Music Program at Monte Vista High School (MVHS) in Danville, California.

ARTICLE I: Name and Purpose of Corporation

Section 1. Name.

The Not-for-Profit Corporation shall be known as the Monte Vista High School Keynoters, Inc., hereinafter called the Keynoters.

Section 2. Purpose.

The resources provided by San Ramon Valley Unified School District (SRVUSD) are insufficient to support a superior comprehensive instrumental music program at Monte Vista High School. MVHS Keynoters is the booster organization committed to assisting and collaborating with the MVHS Music Directors to offer a range of opportunities for student-artists to participate in the MVHS Instrumental Music Program. Keynoters pursues these goals by providing and managing financial and human resources; providing logistical support; encouraging student and parent involvement; and promoting the contributions and achievements of the Instrumental Music Program at Monte Vista High School, its feeder schools and the community at-large.

ARTICLE II - Membership

Section 1. Members Defined.

Keynoters is a parent and community volunteer support group for the Instrumental Music Program at Monte Vista High School. The Membership of the Keynoters shall consist of those persons who have signed the Articles of Incorporation, together with each member of the initial Board of Directors and all persons who are hereafter received or elected to membership as hereinafter provided.

Section 2. Membership Qualifications.

Persons eligible for voting membership shall include parents or guardians of current Instrumental Music students. Individuals 18 years or older and of good character who support the purpose of this organization, including but not limited to former MVHS Instrumental Music program students, their parents/guardians, and sponsors, may become auxiliary, non-voting members of Keynoters.

Section 3. Member Donations

Donations will be requested yearly, as determined by the Executive Board. Donations shall be used to support the Instrumental Music Program and for Keynoters' operating expenses.

Section 3. Member Vote.

Members shall be entitled to one vote at Membership Meetings and through votes carried out online, as requested by the Executive Board.

ARTICLE III – GOVERNMENT

Section 1. Executive Board.

Keynoters will be managed under the direction of the Executive Board, which will be comprised of the Keynoters Officers and the Instrumental Music Director. The Keynoters Officers shall include President, Vice President, VP Fundraising, Recording Secretary, VP Communications, Treasurer, and two General Board Members, and shall be elected as provided in Article IV of these Bylaws. In the event there are more than one Instrumental Music Director, the Instrumental Music Directors are entitled to only one singular tie breaking vote as noted in Article VIII (Section 6) of the Bylaws. In the event an Executive Board position is co-chaired, the position is only entitled to one vote.

Section 2. Duties of the Board.

The Executive Board shall have general charge and management of the affairs, funds and property of the Keynoters. The Board shall have full power, and it shall be the Board's duty to carry out the purposes of the Keynoters, according to its Articles of Incorporation and Bylaws. The Board shall determine whether the conduct of any member is detrimental to the mission and purpose of the Keynoters and shall take any

necessary action, up to and including removal of that member from the Board (See Article V, Section 3). To the best of its ability, the Board shall ensure that all Keynoter activities are in compliance with current San Ramon Valley Unified School District policies. At all times, all officers shall represent the board to groups including but not limited to parents and guardians, MVHS staff, other MVHS and SRVUSD entities, and sponsors, in a manner consistent with the mission of MVHS Keynoters.

Section 3. Term of Office.

The Keynoter Officers shall assume office on July 1 of each year. The term of office shall be one year. A Keynoter Officer shall serve no more than three consecutive terms in the same position. If there is no candidate to succeed an individual Officer, the board will determine how the duties of the vacant position will be covered.

Section 4. President as Committee Member.

The President shall be a member, ex officio, of all committees.

ARTICLE IV - Election of Officers

Section 1. Election of Officers.

All Officers shall be active members of the Keynoters organization and shall be elected by a simple majority of votes of the members in an online vote of the Membership in April or May. The quorum for online voting is twenty (20) member votes. (See Article VIII, Sections 5 and 6.)

Section 2. Nominating Committee.

The Executive Board shall designate a nominating committee consisting of three members no later than March 15. The nominating committee shall work to prepare a slate of Board candidates no later than 10 days prior to the online membership vote in April or May.

Section 3. Unfilled Executive Board Positions.

Should a candidate not be nominated for a particular position within the Executive Board, or should such candidate receive insufficient votes to be elected as required under Section 1 of this Article, then the position shall remain vacant for the following

Term of Office. During such term, the Executive Board may act to fill such vacancy as allowed under Article V, Section 2. Notwithstanding the foregoing, the positions of President, Vice President, Treasurer, and Recording Secretary are required to be filled.

ARTICLE V - Resignation and Vacancies in Office

Section 1. Resignation.

Any board member may resign upon written notice to all members of the Executive Board.

Section 2. Vacancies in Office.

If a vacancy occurs among the officers of the Executive Board, the vacancy shall be filled for the unexpired term by a majority vote of the Executive Board.

Upon filling the vacant position, the general membership shall be notified of the change.

Section 3. Removal from Office.

Should it become evident that an Executive Board Member is not fulfilling his or her responsibilities, that individual may be removed from office by a simple two-thirds vote of the remaining Executive Board members. A board member who resigns pursuant Section 1 of this Article, or who is removed from office shall be ineligible to serve thereafter, unless by unanimous consent of the nominating Executive Board.

If an Executive Board Member fails to attend three meetings without adequate justification, a vote shall be automatically triggered at the next board meeting and that board member may be removed from office by a two-thirds vote of the Executive Board.

Article VI - Duties of the Executive Board Officers

Section 1. President.

The President shall be the chief executive officer of the organization and shall preside over all Membership and Executive Board Meetings and shall create or disband all committees or liaisons as necessary to carry out Keynoters objectives and purpose and shall work closely with the Instrumental Music Directors. The President shall arrange for an annual internal audit to be completed between July 1 and November 30.

The President shall work with the Treasurer to develop a preliminary budget to be submitted to the Membership for discussion and approval via online vote of the Membership before the end of May each school year. The quorum for online voting is twenty (20) member votes. (See Article VIII, Sections 5 and 6.)

Section 2. Vice President.

The Vice President shall participate in all Executive Board activities, and in the absence of the President, the Vice President shall perform his/her duties. In addition, the Vice President shall have powers and perform such duties as may be prescribed, from time to time, by the Executive Board. Where possible, the Vice President shall succeed the President, if a vacancy occurs in the office of the President.

Section 3. VP Fundraising.

The VP Fundraising shall create and present an annual plan for Keynoters fundraising activities within the first two Executive Board meetings of each school year, for approval and vote by the Executive Board. The VP Fundraising shall coordinate the identification of chairpersons for individual fundraising activities, and coordinate fundraising communications with the VP Communications.

Section 4. Recording Secretary.

The Recording Secretary shall keep the minutes and attendance of all meetings of the Membership and the Executive Board, including special closed meetings which may take place via teleconference call or email, as described in Article VIII, Section 4 herein. Minutes shall be circulated within 10 business days of meetings.

Section 5. VP Communications.

The VP Communications shall keep record of all correspondence and shall mail or email out notices to the Keynoters Members and/or Executive Board.

The VP Communications shall also update and maintain the Keynoters website and manage Keynoters' social media accounts.

Section 6. Treasurer.

The Treasurer shall be in charge of all receipts and monies of the Keynoters and deposit them in the name of the Keynoters in a bank approved by the Executive Board.

The Treasurer shall disburse funds in accordance with the cash disbursement policy outlined in Article IX, Section 3, of these Bylaws.

The Treasurer shall maintain complete and accurate records of all accounts and transactions, submit his/her record when requested and give an itemized statement at all meetings as requested.

He or she shall also be responsible for working with the current President, the President-elect, and the Treasurer-elect to develop a preliminary budget to be submitted to the Executive Board for discussion and approval.

It shall also be the Treasurer's responsibility to verify that any tax returns required are filed by Keynoters by the appropriate due date.

The Treasurer shall supply the auditor with all information required for the audit and supply information to the appointed tax preparer, if other than the Treasurer.

Section 7. General Board Members.

The General Board Members shall serve as Board Members At-large and shall be available to assist in the management and leadership of the Keynoters as directed by the Executive Board. Projects may include creation of concert programs, drafting grant applications, applying for grants, and other items.

Section 8. Music Director.

The Music Director is the director of the Instrumental Music Program at Monte Vista High School. The Music Director shall assist in preparing the Keynoters budget and request resources from the Keynoters as needed to facilitate the Program's operation.

ARTICLE VII – COMMITTEES

Section 1. Establishment.

The President, along with the Instrumental Music Directors, may establish one or more committees or liaisons, as deemed necessary to carry out Keynoter activities.

Section 2. Function.

The function of each committee or liaison shall be to support various activities of the Instrumental Music Program and to communicate their actions to the Executive Board and Membership. The following committees or liaisons may be established as necessary:

Marching Band: Equipment Manager, Food Coordinator, Uniform Manager, Competition Manager, Volunteer Coordinator

Room Parents: Orchestra, Wind Ensemble, Symphonic Band, Jazz A, Jazz B, and Concert Band

General Committees: School Administration, PTSA, Concerts, Senior Recognition Events, Membership, Transportation, Tour, Volunteers, Website, Fundraising and Public Relations

ARTICLE VIII – Meetings

Section 1. Membership Meetings.

Meetings of Members shall be held on at least two occasions between August and May, one of which shall take place prior to November 15 and one of which shall take place at year end, in either late April or early May.

Section 2. Special Meetings of Members.

The President, Executive Board, or a majority of the members may call additional meetings. Notice of the time, place and purpose of such a special meeting shall be given at least three days prior to the special meeting date.

Section 3. Meetings of the Executive Board.

The Executive Board shall meet on at least seven occasions between July and May, inclusive. The President shall publish notification of regular meetings at least one week in advance of each meeting.

Section 4. Special Closed Meetings of the Executive Board.

Special meetings of the Executive Board may be held to address matters that cannot wait until the next scheduled meeting. Twenty-four hours' notice of in-person Special Meetings of the Board shall be given to all Executive Board Members and shall be deemed sufficient notice of such meetings. These special meetings may be called by the President or a majority of the Executive Board and will not be open to membership. If the special meeting takes place by telephone or online, it must be conducted in a manner such that ALL board members can hear all other board members at the same time. If the meeting takes place by email, ALL members must be copied on every email exchanged. If a board member has not responded to the initial email and a majority vote has not already been reached, the President, Vice President or the Treasurer shall attempt to contact the board member by telephone or text. The motion may be approved or disapproved with a majority vote of the Executive Board.

Section 5. Authority to Act.

The President will chair all Membership and Executive Board meetings. In the absence of the President, the Vice President shall preside and execute all duties of the President. At Membership meetings, a quorum of seven members (exclusive of Board Members) must be present to vote on a motion from the floor.

In online votes of the Membership, a quorum of 20 (20) Members must vote on a motion presented by the Board.

At Executive Board meetings, including in-person Special Closed Meetings, a quorum of four is necessary to vote on a motion from the floor. For Special Closed Meetings that are held via conference call or email (see Section 4), ALL Executive Board Members need to be initially contacted with a simple majority necessary for the motion to pass.

Section 6. Voting.

At Membership meetings, provided a quorum is present pursuant to Article VIII Section 5 of these Bylaws, a simple majority is necessary for the motion to be approved. Should a vote of Membership be tied, the vote of the Instrumental Music Director shall be the tiebreaker.

In online votes of the Membership, provided a quorum exists pursuant to Article VIII Section 5 of these Bylaws, a simple majority is necessary for the motion to be approved.

Should an online vote of Membership be tied, the vote of the Instrumental Music Director shall be the tiebreaker.

At Executive Board meetings, provided a quorum is present per Article VIII Section 5 of these Bylaws, a simple majority of Keynoters Officers present is necessary for the motion to be approved. Should a vote of Keynoters Officers be tied, the vote of the Instrumental Music Director shall be the tie breaker.

ARTICLE IX - Fiscal Responsibility

Section 1. Fiscal Operating Year.

The fiscal year of Keynoters shall commence on July 1 and end on June 30 to align with the SRVUSD fiscal year.

Section 2. Responsibility and Audit.

The Executive Board is responsible for the prudent use of funds. The Executive Board will review and must approve the preliminary budget prior to an online Membership vote by the end of May. The preliminary budget will be finalized and presented to the Membership for approval prior to November 1. The President will arrange for an annual financial review or audit of the organization's financial condition. The audit will be performed by a third party at the conclusion of the fiscal year at some time between July and November 30. The audit results shall be presented to the Executive Board no later than January 31.

Section 3. Cash Disbursement Policy.

The Treasurer shall pay out funds only on Keynoters pre-printed checks, signed by two of the following officers: Treasurer, President, Vice President or Recording Secretary. All receipts for reimbursement must be submitted for payment within 60 days of the event. Disbursements shall be made as follows:

1. Budgeted expenditures require no additional approval.
2. Non-budgeted expenditures between \$0 and \$1,000 require approval by the Executive Board.
3. Non budgeted expenditures over \$1,000 require approval by the Membership.

ARTICLE X-Compensation.

Keynoters is a non-profit organization comprised entirely of volunteers. No person shall receive compensation from the organization for services, except for reimbursement of expenses as specifically authorized by the Executive Board and/or Membership.

ARTICLE XI - Amendments

Section 1. Amendments.

Proposed Amendments to these Bylaws must first be presented to and approved by the Executive Board. Thereafter, the Bylaws may be amended by a majority vote of the Members via online vote, provided voting remains open for a minimum of 7 days.

ARTICLE XII - Distribution of Assets

Section 1. Distribution of Assets.

Should, for any reason, the Keynoters cease to operate as a non-profit organization, any remaining assets will be deposited into the Monte Vista High School Instrumental Music ASB account to be used for the sole purpose of supporting the Instrumental Music Program at Monte Vista High School. No funds are to be distributed to any officer or member of Keynoters at the time of cessation, other than as payment of bona-fide liabilities resulting from Keynoters Activities.

Erica K. Chretien, President

Maria Hui, Vice President

Heather Gemmer, Treasurer

Angel Dillon, Recording Secretary

Revised and Approved by Membership vote on November 21, 2019
Revised and Approved by Membership vote on March 25, 2015
Approved by Membership vote on February 10, 2011