

BY-LAWS

Of

Napa High School Choral Boosters

Organizational Purpose: This non-profit organization operates to promote and support the general welfare of the Napa High School choirs, by providing funding and other non-monetary assistance as required. Funds raised may be used but are not limited to purchasing and repairing uniforms, instruments, equipment and materials, meeting and travel expenses, gaining support from the Napa community, and advancing the interests and welfare of the Choirs at all times.

ARTICLE I OFFICES

The principal office of the corporation is located in the City of Napa, County of Napa and State of California

ARTICLE II GENERAL MEMBERS

Section 1. Classes of Members. The corporation has two classes of membership. The designation of the class and rights of its members are Officers, as described in article 5, and General Membership Section 2, below.

Section 2. Membership: Membership is open to all persons at least 18 years old or a current member of the Napa High School Choir, who are interested in promoting and maintaining the Napa High School Choirs and their functions.

Section 3. Voting Rights: Each member in good standing is entitled to one vote during meetings.

Section 4. Termination of Membership: The Board of Directors (hereinafter known as the "Board"), by affirmative vote of two-thirds of its members, may terminate the membership of any member who fails to meet the membership qualifications as stated in Article 11, Section

ARTICLE III MEETINGS

Section 1. Annual Election of Directors. This meeting will occur annually at the last performance of each year for the purpose of electing a Board of Directors for the coming fiscal year, and for transacting other appropriate business. The membership will be notified of the specific meeting date, time and location by letter, e-mail or telephone at least three days prior to the meeting date.

Section 2. Board Meetings: Regular meetings of the Board will be held monthly during the school year at a time to be determined by the Board President. All general members may attend and introduce business for Board discussion and/or decision at a future date. Notification of these meetings is the same as in Section 1.

Section 3. Special Board Meetings: Special Meetings of the Board may be called by the President, or a majority of the Board. Each Director will receive at least two days' notice.

Section 4: Emergency Board Action: Emergency issues may be discussed and voted upon electronically by a majority of the Board. Minutes will be taken recording the discussion and voting results. They will be presented to the Secretary who will make them a matter of public record as are the minutes of normal meetings. Every effort will be made to obtain the vote or consult with each Board member; even if a majority vote has been secured before all have been notified.

Section 5. Meeting Places: The annual election of Board members and regular general membership meetings will normally be held at Napa High School. Regular meetings will normally be held at a location as agreed upon by the majority of the board. Monthly Board meetings will be posted at least three days in advance on the Napa High Choir website (napachoir.org).

Section 6. Quorum. All members present in good standing constitute a quorum at a properly called regular Board meeting. At a minimum, this requires three members to be present.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation will be managed by its Board of Directors. Directors must be members of the corporation and of legal age.

Section 2. Number & Tenure The number of Directors will be left to the approval of the Past-President, President, President-Elect, Treasurer and Secretary based upon the needs of the current Board. This number will include the Past-President, President, President-Elect, Secretary, Treasurer, and any other designations such as but not limited to: Directors at Large and class Representatives. The tenure is as described in Article V, all other members will serve for one school year.

Section 3. Voting Rights. Only duly elected Board members will be entitled to vote on matters submitted to the Board for decision, each having one vote. The choral directors and NHS administrative representatives are viewed as advisors to the Board of Directors and do not have a vote.

Section 4. Voting. A quorum is required to be present to take a vote. A vote must pass by a majority. Tie votes shall be lost motions unless an additional motion is made that obtains a majority vote to break the tie.

Section 5. Vacancies. Any vacancy occurring on the Board will be filled by a vote of the Board. In the

event that a vacancy occurs during the course of the school year, the President has the right to nominate a replacement which will be voted on by a majority of the Board. A vacancy is defined as a Board Member who is unable to fulfill their responsibilities, or is absent from three consecutive meetings.

Section 6. Compensation. Directors will not receive any remuneration for their services to this organization

Section 7. Removal of Board Members. Any director may be removed from that office by a majority vote of the Executive Board following a 30 day written notice of that meeting.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the corporation will be the President, President-Elect, Secretary, Treasurer, and Past President as elected in accordance with the provisions of these by-laws.

Section 2. President. The President will be the principal executive officer of this corporation. They will act as the parliamentarian at all meetings at all meetings of the members and the Board of Directors, preserve order, and enforce the rules and by-laws of the organization. They may sign, with another member of the Executive Board, any legally binding documentation which the Board authorizes to be executed, except in the cases where the signing and execution thereof is expressly delegated by the Board of Directors, by these by-laws, or by statute to some other officer or agent of the corporation. In general, they will perform all duties incident to the office of President, and other duties as may be prescribed by the Board of Directors. The President will, at the Annual Election of Directors, present a report summarizing the year's activities. The President will become the Past-President the following school year. The President will make sure that the scheduled Board Meeting is posted no less than 72-hours prior.

Section 3. President-Elect. Will fulfill the role of Vice-President. In the President's absence or in the event of the President's inability or refusal to act, the President-Elect will perform the duties of the President. When so acting they will have all powers of, and be subject to, all the restrictions upon the President. The President-Elect will act as the parliamentarian at all meetings. They will also perform such other duties as that may be assigned to them by the Board. The President-Elect will assume the title of President the following school year.

Section 4. Treasurer. If required by the Board, the corporation will post bond for the faithful discharge of the Treasurer's duties, in such sum and with such surety or sureties as the Board determines necessary. The Treasurer will have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such monies in the name of the corporation in such banks, trust companies, and/or other depositories as shall be selected in accordance with the provision of Article VII of these by-laws and in general perform all duties incident to the office of the Treasurer, and such duties as from time to time may be assigned to them by the Board of Directors or the President, including the presentation of the financial condition of the corporation at each regular meeting of the Board.

Section 5. Secretary. The Secretary will keep the minutes of all meetings, and receive and answer all correspondence. The Secretary will obtain an up to date list of all members, complete with names, emails, and telephone numbers, to be dispersed to all Board Members at the first meeting of the school year. 72-hours prior to the next board meeting, the Secretary will provide a copy of the previous meeting's minutes to be posted on the Napa High Choir website for review.

Section 6. Past-President. The Past-President functions in an advisory capacity and exercises the right to vote as a member of the Executive Board.

ARTICLE VI

COMMITTEES

Section 1. Standing Committees. Standing committees are appointed by the President with the approval of the Board. They will report as necessary to the President- Elect, and as requested at each board meeting. Standing committees may consist of, but are not limited to the following:

- Scholarship - Determines the distribution of scholarship funding [non-senior parents]
- Nominating/Succession Planning - Prepares a slate of officers for Board approval prior to election at the general meeting [Choral Director, and others as designated]
- Financial - Prepares budget and recommends allocation of funds to the Board [Choral Director, Treasurer, and others as designated]
- Membership - Recruits and retains general membership
- Fund Procurement - Fundraising events and activities inclusive of sub-committees for: Grants, Dine & Donate and Sponsorship
- Volunteer Committee - Coordinates volunteers to support choral events/ activities as needed
- Community Outreach/Marketing- Develops communication and outreach plan inclusive of all media channels

Section 2. Special Committees. Special committees are temporary committees appointed by the President to oversee projects and/or problems that are normally unique and short lived. They will be duly authorized by the President to represent the corporation should they be required to meet and/or negotiate with outside organizations.

Section 3. Authority. The delegation of such committees, and the delegation thereto of authority will not relieve the Board of Directors of responsibilities imposed upon them, collectively or individually, by law.

Section 4. Term of Office. Standing committees operate for the full school year. Special committees serve at the discretion of the President.

Section 5. Chair. One member of each committee will be appointed as Chair by the President with the approval of a majority vote of the Board.

Section 6. Vacancies. Vacancies may be filled by the President.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS and FUNDS

Section 1. Contracts. The Board may authorize any officer, or officers, as agent or agents of the corporation, in accordance with these by-laws to enter into any contract or execute and deliver any instrument in the name of, and on behalf, of the corporation. Such authority may be general or confined to special instances.

Section 2. Funds Dispersed Authorization. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issues in the name of the corporation will be signed by one of the following: President, President- Elect, Treasurer, Secretary, and Past-President or choral department staff.

Section 3. Deposits. All funds of the corporation will be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board may select.

Section 4. Gifts. The Board may accept, on behalf of the corporation, any contribution, gift, bequest, or device for the general purpose or for any special purpose of the corporation.

Section 5. Expenditures. All expenditures of the corporation will be, based on the judgment of the Board of Directors, for the benefit of the Choir, Choir students or Choir related activities.

ARTICLE VIII
BOOKS AND RECORDS

The corporation will keep correct and complete books and record of account, and minutes of all meetings and other proceedings, as appropriate. All books and records may be inspected by any member in good standing, or their agent or attorney, for any proper purpose at any reasonable time. Financial records may be audited at any time at the discretion of the board.

ARTICLE IX
FISCAL YEAR

The fiscal year of the corporation will begin July 1 and end on June 30 of the following calendar year.

ARTICLE X
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Non-Profit Corporation Laws of California, or under any provisions of the Article of Incorporation or the By-laws of the corporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, will be deemed equivalent to the giving of such notice.

ARTICLE XI
AMENDMENTS to BY-LAWS

Any change to the By-laws will be presented and voted upon at the Annual Election of Directors. The proposed change must have been presented in writing to all members at least 30 days prior to the meeting and requires a two-thirds majority of those members in good standing present at the meeting.