



**BYLAWS OF
MONTE VISTA HIGH SCHOOL KEYNOTERS, INC.**

MISSION STATEMENT

The Monte Vista Keynoters is the booster organization making high quality Instrumental Music education possible at Monte Vista High School.

ARTICLE I

Name and Object of Corporation

Section 1. Name. This Corporation shall be known as the Monte Vista High School Keynoters, Inc., hereinafter called the Keynoters. Keynoters is a parent and community volunteer support group for the Instrumental Music Program at Monte Vista High School in Danville, Calif. The Membership of the Keynoters shall consist of those persons who have signed the Articles of Incorporation as incorporations 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. Object. 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. It shall determine whether the conduct of any member is detrimental to the welfare of the Keynoters and is in compliance with the current School District policies.

Section 3. Purpose. The purpose of the Keynoters is to provide fund-raising and financial support for the entire Instrumental Music Program and to keep account of these funds, and to promote parent, school and community awareness of the importance and achievements of the Instrumental Music Program at Monte Vista High School. At the discretion of the Music Director, the Keynoters may sometimes be asked to provide logistical or supervisory support to the Music Director.

It will be the duty of the Executive Board to manage the organization of Keynoters and to ensure that the purpose of Keynoters is achieved. All officers shall represent and be spokespersons of Keynoters at all times.

Section 4. Compensation. Keynoters is a non-profit organization composed 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 II

Membership

- Section 1. General Membership.** Any individual over the age of 18 and of good character who supports the purpose of this organization may become an active member of Keynoters. Persons eligible for membership shall include parents or guardians of Instrumental Music students and other community members who would like to support the program. Membership dues will be required yearly, as determined by the Executive Board. Dues shall be used in support of the Instrumental Music Program as well as for the expenses of running the Keynoters.
- Section 2. Vote.** Members in good standing shall be entitled to one vote at a meeting of the members.

ARTICLE III

Government

- Section 1. Executive Board.** Keynoters will be managed under the direction of the Executive Board, which will be composed of the Keynoter Officers and the Instrumental Music Director. The Keynoter Officers shall include President, Vice President, Recording Secretary, Communications Secretary, and Treasurer, and shall be elected as provided in Article V of these Bylaws. The Instrumental Music Director will vote only as a tiebreaking vote. In the event an Executive Board position is co-chaired, the position is only entitled to one vote.
- Section 2. Term of Office.** The Keynoter Officers shall assume office in May. The Term of Office shall be one year. The Keynoter Officers shall serve no more than three consecutive terms in the same position. If there are no candidates to succeed an individual Officer, the incumbent may serve until a successor is identified.
- Section 3. President as Committee Member.** The President shall be a member, ex officio, of all committees.

ARTICLE IV

Meetings

- Section 1. Membership Meetings.** Meetings of Members shall be held monthly or as needed from September through May. The April Membership meeting will be held for the primary purpose of electing the following year's officers. The May Membership meeting shall be held for the primary purpose of approving the preliminary budget for the following year and amending the Bylaws. The budget will be finalized and presented to the membership for approval the following fall. Both the incoming and outgoing Executive Boards shall conduct the May meeting.

The President shall publish the yearly schedule of Membership meetings before September 1.

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 President shall publish the yearly schedule of meetings of the Executive Board before September 1.

Section 4. Special Closed Meetings of the Executive Board. Special meetings of the Executive Board shall be held as deemed necessary. Five days' notice of special meetings of the Board shall be sent by email or telephone 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 the membership. The meeting may take place via email or telephone.

Section 5. Authority. The President will chair all Membership and Executive Board meetings. At Membership meetings, a quorum of seven members needs to be present to vote on a motion from the floor. A simple majority is necessary for the motion to be approved. At Executive Board meetings, a quorum of four is necessary to vote on a motion from the floor. A simple majority is necessary for the motion to be approved.

In the absence of the President, the Vice President shall preside and execute all duties of the President.

ARTICLE V 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 the members in attendance at the annual April Membership Meeting.

Section 2. Nominating Committee. A nominating committee consisting of three members shall meet prior to the April Membership Meeting to prepare a slate of candidates for approval by the membership.

ARTICLE VI Vacancies in Office

Section 1. 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.

Section 2. 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.

If an Executive Board Member fails to attend three consecutive meetings without adequate justification, that Board Member may be removed from office by a two-thirds vote of the Executive Board.

ARTICLE VII

Duties of the Executive Board

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 Director. The President shall arrange for an annual financial review or audit.

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 such 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 President.

Section 3. Recording Secretary. The Recording Secretary shall keep the minutes and attendance of all meetings of the Membership and the Executive Board.

Section 4. Communications Secretary. The Communications Secretary shall keep records of all correspondence and shall mail out notices to the Keynoters Members and/or Executive Board.

Section 5. Treasurer. The Treasurer shall be in charge of all receipts and moneys 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. He or she will also be responsible for developing a preliminary budget to be submitted to the Membership for discussion and approval at the May Membership meeting, as well as a finalized budget to be submitted to the Executive Board and then the Membership for approval prior to November 1.

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. 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 will keep track of all student accounts and will post this information as requested.

Section 6. Music Director. The Music Director is the artistic director of the Instrumental Music Program and as such shall be responsible for auditioning, rehearsing and disciplining all instrumental music students; selecting all music to be performed; and selecting all performance venues and trip destinations. The Music Director also shall be responsible for evaluating the instrumental music needs and determining and selecting all music-related items.

ARTICLE VIII

Committees

Section 1. Establishment. The President, along with the Instrumental Music Director, 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:

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|----------------|---------------------------|
| Orchestra | Public Relations |
| Symphonic Band | PTSA |
| Wind Ensemble | School Administration |
| Jazz A | Membership |
| Jazz B | Transportation |
| Marching Band | Fundraising |
| Color Guard | Web site |
| Tour | Volunteers |
| Concerts | Senior Recognition Dinner |

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 the May Membership meeting, when the preliminary budget shall be presented to the Membership for their approval. The 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 and presented to the Executive Board.

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 and Secretary.

All receipts for reimbursement must be submitted for payment within 60 days of the event.

Disbursements shall be made as follows:

Budgeted expenditures require no additional approval.

Non budgeted expenditures between \$0 and \$1000 require approval by the Executive Board.

Non budgeted expenditures over \$1000 require approval by the Membership.

Section 4. Student Accounts. The student accounts program is a sub-account of the MVHS Keynoter account, and is held for the benefit of the Instrumental Music students who participate in various fund-raising efforts. While students may use these accounts to offset various MVHS Instrumental Music program costs such as registration fees, tour/competition fees, uniforms, and the senior banquet, the money in student accounts is the property of the Keynoters.

Upon graduation or withdrawal from the Instrumental Music program, unused balances in student accounts are not distributable to students and remain Keynoter property. Student accounts are not transferable, except, upon request, to a sibling who is in the program or is entering as a freshman.

ARTICLE X Amendments

Section 1. Amendments. These Bylaws may be amended by a majority vote of the members present at a Membership meeting, provided notice of the proposed changes has been posted for fourteen days in a location where the proposed changes may be seen by all members. The proposed amendment(s) must have been previously presented to and approved by the Executive Board.

ARTICLE XI 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 the payment of bona-fide liabilities resulting from Keynoters activities.

Approved by the Membership 10/16/08

Keynoter Executive Board (2008-2009)

Ed Cloyd, Instrumental Music Director, Lynda Seaver & Lindy Fay – Co- Presidents
George Corona - Vice President, Jim Glowniak - Treasurer
Sandra Chiang - Recording Secretary, Nan Musso - Communications Secretary