

Woodinville High School Music Boosters

BYLAWS

ARTICLE I – NAME AND PURPOSE

Section 1. Name of this Organization: The name of this organization shall be Woodinville High School Music Boosters. This organization was incorporated on October 24, 1997. It's UBI Number is 601827363.

Section 2. Purpose of the Organization: The purpose of Woodinville High School Music Boosters is to augment the music programs at Woodinville High School and enhance the learning experience of the music students at that school as advised by the Director(s) of the program. Its activities include, but are not limited to:

- a. Fundraising for programs that assists music students in improving their musical skills.
- b. Fundraising to support activities and music related supplies that are not funded by the Northshore School District or Woodinville High School operating funds.
- c. Organizing the parents, legal guardians, and friends of the Woodinville High School music department to support activities needed to enhance the performance opportunities of the musical groups.
- d. Providing a forum through which parents or legal guardians can express their desires or concerns about the musical education of their students.

ARTICLE II – OFFICES

Section 1. Registered Office and Registered Agents: The Registered Office of Woodinville High School Music Boosters shall be located at 19819 136th Ave NE, Woodinville, WA 98072. The Registered Agent shall be the current Treasurer of Woodinville High School Music Boosters.

Section 2. The mailing office for Woodinville Music Boosters shall be P.O. Box 524, Woodinville, WA 98072-0524

ARTICLE III – MEMBERS

Section 1. A member of the corporation shall consist of the following: the parents or legal guardians of the music students at Woodinville High School; the Principal, Activity Director, and Music Directors of the music program at Woodinville High School; and person elected to Woodinville High School Music Boosters Board of Directors.

ARTICLE IV – BOARD OF DIRECTORS/OFFICERS

Section 1. Designations: There shall be an elected President, Vice President, Secretary, and Treasurer. Each officer shall be elected for one year by the members of the organization at the final general meeting of the year and shall hold office until their successors are elected and qualified. These four positions constitute the Board of Woodinville High School Music Boosters. Officers may only hold one Board position at a time. Officers may hold appointed positions while serving on the Board. Any office may be shared by more than one member, but each office is entitled to only one vote.

- a. **The President:** The President shall preside at all meetings and shall have general supervision of the affairs of the organization. They shall be the principle operating and administrative officer and shall possess the power to sign all certificates, contracts, or other instruments of the corporation. They shall prepare an agenda for each meeting, including held items from previous meetings. They shall perform all such other duties as are incident to their office or are properly required of them by the Board of Directors.
- b. **The Vice-President:** During the absence or disability of the President, the Vice-President shall exercise all the functions of the President. In addition, they shall represent the officers on any committees approved by the Board of Directors. They will report on committee activities at the meetings. The report shall be in person, in writing or presented by a representative from a committee. While acting as the President, the Vice President will retain their voting right and thereby be able to vote as both the President of the Board of Directors and as a member of the board.
- c. **The Secretary:** The Secretary shall issue notices for all meetings except for notices of special meetings, shall keep minutes of all meetings, shall have charge of the corporate books, shall make such reports, and perform other duties as are incident to their office or are properly required of them by the Board of Directors.
- d. **The Treasurer:** The Treasurer shall have custody of all moneys of the corporation and shall keep regular books of accounts. They shall disburse the funds of the organization in payment of the just demands against the organization or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall report to the Board of Directors an account of all their transactions as Treasurer and of the financial condition of the organization. They shall prepare and submit the annual report to the State of Washington in the anniversary month of the corporation to maintain its nonprofit status. The Treasurer shall also prepare and submit or cause to be prepared and submitted all forms needed to meet Internal Revenue Service regulations. The Treasurer shall convene the budget committee and prepare the budget for approval at the general membership meeting

Section 2. Delegation: In case of absence or inability to act of any officer of the organization and of any person herein authorized to act in their place, the Board of Directors may delegate the powers or duties of such officer to another director or other person whom it may select.

Section 3. Vacancies: Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular, officers, or special meeting of the board.

Section 4. Other Positions: The organization may appoint such other positions or agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. Some of these positions might include:

- a. **The Webmaster:** The Webmaster's responsibilities include, but not limited to, creating and maintaining a current member email list solely for the purposes of forwarding WHS music communications regarding activities which include, but not be limited to, a calendar of events, notice of pending meetings, concert schedules, and information about the accomplishments of the music students; maintaining The Woodinville High School Music Booster's website, including calendar information and updates as provided by the music directors and board members. They

will pass event information from the WHS Webmaster for inclusion on Woodinville High School's main web page as event date approaches. They shall also perform such other duties that are incident to their office or are properly required of them by the Board of Directors.

- b. **The Fundraising Chairperson:** The Fundraising Chairperson is responsible for collecting fundraising ideas and presenting them to the officers for consideration. They will also act as liaison to the various fundraising committees and shall report on such activities at the meetings.
- c. **Volunteer Coordinator:** The Volunteer Coordinator is responsible for organizing volunteers for events as needed as well as coordinating sign-ups for donations for the event such as food or decorations.
- d. **Orchestra Representative:** The Orchestra Representative assumes a liaison role in relations between the organization and the orchestra program. This may include organizing special functions within the orchestra or music program at large. They shall also advocate interests on behalf of the orchestra program that might be considered for support by the organization.
- e. **Band Representative:** The Band Representative assumes a liaison role in relations between the organization and the band program. This may include organizing special functions within the band or music program at large. They shall also advocate interests on behalf of the band program that might be considered for support by the organization.
- f. **Choir Representative:** The Choir Representative assumes a liaison role in relations between the organization and the choir program. This may include organizing special functions within the band or music program at large. They shall also advocate interests on behalf of the choir program that might be considered for support by the organization.
- g. **Jazz Band Representative:** The Jazz Band Representative assumes a liaison role in relations between the organization and the jazz program. This may include organizing special functions within the jazz band or music program at large. They shall also advocate interests on behalf of the jazz program that might be considered for support by the organization.

Section 5. Loans: The organization shall not loan money or credit to any officer.

Section 6. Disbursements: The organization shall not make any disbursement of income to any officer.

Section 7. Removal: Any officer or agent elected or appointed by the organization may be removed at any time with or without cause, by the affirmative vote of a majority of the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS MEETINGS

Section 1. Regular Meetings: Regular meetings of the Board of Directors, or any committee designated by the Board of Directors, may be held with or without notice as the Board of Directors may designate.

Section 2. Annual Meeting: The Annual Meeting shall be held without notice, as scheduled by the outgoing Board of Directors and the in-coming Board of Directors. At this meeting, the outgoing board members will inform their successors of the status of all continuing activities and turn over any documentation required supporting those activities.

Section 3. Special Meetings: Special meetings of the Board of Directors for any purpose may be called at any time by the President of the board or by a majority vote of the board members.

Section 4. Notice: Notice of any meeting of the Board of Directors shall be emailed at least five (5) days, but not more than sixty (60) days prior to the meeting date. Such notice shall contain the date, time, meeting place and purpose of the meeting.

Section 5. Voting: Except as may otherwise be provided in these bylaws or the organization's Articles of Incorporation, each officer of the Board of Directors shall be entitled to one vote on each matter submitted to a vote of the board. A member of the board may vote in person or by proxy executed in writing by the member or their authorized attorney-in-fact. Any vote of the board may be conducted by email.

Section 6. Registering Dissent: A member of the Board of Directors who is present at a meeting of the board at which action on a corporate matter is taken shall be presumed to have assented to such action unless their dissent shall be entered in the minutes of the meeting or unless they shall file their written dissent to such action thereof, or shall forward such dissent by registered mail or email to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7. Remuneration: No salary shall be paid to members of the Board of Directors for their services, nor may there be any remuneration for the expenses of attending meetings of the board; provided that nothing herein contained shall be construed to preclude any director from service to the corporation in any other capacity and receiving compensation therefore.

Section 8. Action by the Directors Without a Meeting: Any action required, or which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing or email, setting forth the action to be taken, shall be signed or approved by email, before such action, by all of the members of the board. Such consent shall have the same effect as a unanimous vote.

Section 9. Action by Directors by Communications: Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 10. Quorum for Board of Directors Meetings: The quorum for the board of directors' meetings will be a majority of the filled positions.

ARTICLE VI – MEETINGS

Section 1. General Meetings: A general meeting of the membership will be held at least once each semester during the school year. This meeting will be open to all members and shall be held at the registered address of the organization, or at such place, stated in the notice of the meeting, as shall be determined by the Board of Directors. The meeting time will be included in the notice of the meeting.

Section 2. Final General Meeting: The last meeting of the year will be held during the spring semester of the school year and is when the officers for the Board of Directors will be elected for the following year.

Section 3. Special Meetings: Special meetings of the members for any purpose may be called at any time by the President or by a majority vote of the officers.

Section 4. Order of Business: At each meeting the business shall include but not be limited to: approval of minutes from last meeting, Treasurer's report, reports of board of directors as required, reports from the Music Directors as needed, calendar of events, new and old business as may be required.

Section 5. Notice: Notice of any meeting of the members shall be delivered through email, mail (including but not limited to USPS), personally or by posting it on the WHS Music Booster Webpage or Facebook page at least five (5) days, but not more than sixty (60) days, prior to the meeting date. Such notice shall contain the date, time, meeting place and purpose of the meeting.

Section 6. Voting: Except as may otherwise be provided in these bylaws, or The Organization's Articles of Incorporation, each member shall be entitled to one vote on each matter submitted to a vote of members. A member may vote in person or by proxy executed in writing by the member or their duly authorized attorney-in-fact. Any vote of the members may be conducted by mail or email. A quorum of board members must be actively involved in the vote with a simple majority of votes required for passage.

Section 7. Quorum for General Meetings: Quorum at each General Meeting shall be 5 (five) persons consisting of at least 2 members of the Board of Directors PLUS 3 additional members.

ARTICLE VII – DEPOSITORIES

Section 1. Deposit of Funds: The moneys of the corporation shall be deposited in the name of the corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by such person or persons and in such manner as may be determined by resolution of the Board of Directors.

ARTICLE VIII – NOTICES

Section 1. Delivery of Notice: Except as may otherwise be required by law, any notice to any member or director may be delivered personally or by mail or email or by public notice. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at their last known address in the records of the corporation, with postage thereon prepaid.

ARTICLE IX – LEGAL

Section 1. Definitions: As used in this Article:

- a. "Action" means any actual or threatened claim, suit or proceeding, whether civil, criminal, administrative or investigative.
- b. "Another Enterprise" means a corporation (other than Woodinville High School Music Boosters), partnership, joint venture, trust, association, committee, or other group or entity.
- c. "Organization" means Woodinville High School Music Boosters.
- d. "Director or Officer" means each person who is serving or has served as a Director or Officer of the Organization.
- e. "Indemnitee" means each person who was or is threatened to be made a party to or is involved (Including without limitation, as a witness) in an Action because the person is or was a Director or Officer of the Organization.
- f. "Loss" means loss, liability, expenses (Including attorneys' fees) connected to an Action.

Section 2. Right to Indemnification: The Corporation shall indemnify and hold each Indemnitee harmless against any and all loss except for losses arising out of:

- a. The Indemnitee's acts or omissions finally adjudged to be intentional misconduct or a knowing violation of the law; or
- b. Any transaction in which it is finally adjudged that the Indemnitee personally received a benefit in money, property, or services to which the Indemnitee was not legally entitled.

Except as provided in Section (4) of this Article, the Organization shall not indemnify an Indemnitee in connection with an Action (or part thereof) initiated by the Indemnitee unless such Action (or part thereof) was authorized by the Board of Directors of the Organization. If, after the effective date of this Article the Washington Nonprofit Corporation Act is amended to authorize further indemnification of directors or officers, the director and officers of this Organization shall be indemnified to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended.

Section 3. Burden of Proof, Procedure of Payment and Notice to Members:

- a. The Indemnitee shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (including a claim for expenses incurred in defending any Action in advance of its final disposition, where undertaking in (b) below has been tendered to the Organization), and thereafter the Organization shall have the burden of proof to overcome the presumption that the Indemnitee is so entitled.
- b. The right to indemnification conferred in the article shall include the right to be paid by the Organization all expenses (Including attorney's fees) incurred in defending any Action in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of an Action shall be made upon delivery to the Organization of an undertaking, by or on behalf of such Director or Officer, to repay all amounts so advanced if it shall ultimately be determined that such Director or Officer is not entitled to be indemnified under the Article or otherwise.
- c. Any indemnification in accordance with this article, including any payment or reimbursement of expenses shall be reported to the Members with the notice of the next members' meeting or prior thereto in a written report containing a brief description of the Action involving the Director or Officer being indemnified and the nature and extent of such indemnification.

Section 4. Right of Indemnitee to Bring Suit: If a claim under this Article is not paid in full by the Organization within sixty (60) days after a written claim has been received by the Organization; except in the case of a claim for expenses incurred in defending an Action in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Organization to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the Indemnitee shall be entitled to be paid also the expense of prosecuting such claim. Neither the failure of the Organization (including its Board of Directors, its members or independent legal counsel) to have made a determination prior to the commencement of such Action that claimant is proper in the circumstances, nor an actual determination by the Organization (including its Board of Directors, its members or independent legal counsel) that the Indemnitee is not entitled to indemnification or to the reimbursement or advancement of expenses, shall be a defense to the Action or create a presumption that the Indemnitee is not so entitled.

Section 5. Non-exclusivity of Rights: The right to indemnification and the payment of expenses incurred in defending an Action in advance of its final disposition conferred in that Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, bylaws, agreement, vote of the members or disinterested Directors or otherwise.

Section 6. Insurance, Contracts and Funding: The Organization may maintain insurance, at its expense, to protect itself and any Director, Officer, employee or agent of the Organization or another Enterprise against any expense, liability, or loss whether or not the Organization would have the power to indemnify such person against such expense, liability or loss under the provisions of the Washington Nonprofit Corporation Act. The Organization may without further Action, enter into contracts with any Director or Officer of the Organization in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 7. Indemnification of Employees and Agents of the Organization: The Organization may, by Action of its Board of Directors, provide indemnification and pay expenses in advance of the final disposition of an Action to agents of the Organization with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of Directors or Officers of the Organization or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act or otherwise.

Section 8. Contract Rights: Any amendment to or repeal of this Article shall not adversely affect any right or protection of a Director or Officer of the Organization for or with respect to any acts or omissions of such Director or Officer occurring prior to such amendment or repeal.

Section 9. Severability: If any provision of this Article or any application there of shall be invalid, unenforceable, or contrary to applicable law, the remainder of this Article, or the application of such provisions to persons or circumstances applicable law, shall not be affected thereby and shall continue in full force and effect.

ARTICLE X - BOOKS AND RECORDS

Section 1. Retention of Records: The organization shall keep at its registered office or the office/home of a Board member, if in Washington, the following:

- a. Current Articles of Incorporation and bylaws,
- b. A record of directors' and officers' names, addresses, telephone numbers and email addresses,
- c. Correct and adequate records of accounts and finances,
- d. Minutes of the proceedings of the members, the board, and any minutes which may be maintained by committees of the board. Records may be written or electronic if capable of being converted to writing.
- e. List of current passwords

The records shall be open at any reasonable time to inspection by any member of more than three months standing or a representative of more than five percent of the membership.

Cost of inspecting or copying shall be borne by such member except for costs for copies of the Articles of Incorporation or the bylaws. Any such member must have a purpose for inspection reasonable related to membership interests. Use or sale of members' lists by such member if obtained by inspection is prohibited.

The Superior Court with jurisdiction over the corporation and/or such members' residence may order inspection and may appoint independent inspectors. Such member shall pay inspection costs unless the court orders otherwise.

ARTICLE XI - AMENDMENTS

Section 1. Regular Amendments: Only the Board of Directors shall have power to make, alter, amend, or repeal the bylaws of the organization.

Section 2. Emergency Amendments: The Board of Directors may adopt emergency bylaws, which shall be operative during an emergency in the conduct of business of the corporation resulting from natural or man-made disaster. The emergency bylaws may make any provisions that may be practical and necessary for the circumstances of the emergency.

ARTICLE XII – APPROVAL OF BYLAWS

Section 1. The Bylaws of Woodinville High School Music Boosters must be approved annually at the first General Meeting of the year held during the first semester of the school year.

ARTICLE XIII – PASSWORDS & KEYS

Section 1. Passwords: A current list of passwords shall be kept with the official records (see Article X). Passwords shall be updated annually.

Section 2. Keys: Any keys, such as for a P.O. Box, shall have one copy kept with the official records (see Article X) and if a second copy, kept with the president.