BYLAWS

OF

STANWOOD-CAMANO MUSIC BOOSTERS

ARTICLE 1: NAME

The name of this organization shall be the Stanwood-Camano Music Boosters. The Stanwood-Camano Music Boosters (SCMB) is a non-profit organization.

ARTICLE 2: PURPOSE

2.1 Mission

The Stanwood-Camano Music Boosters work alongside the Stanwood-Camano School District's music educators and students to instill a lifelong appreciation and enjoyment of music. Through fundraising, volunteering, and advocacy, the SCMB endeavors to make sure every music educator, program, and student has the resources they need to achieve excellence.

2.2 Fundraising

Stanwood Camano Music Boosters will raise funds for the purposes of: (a) defraying travel and accommodation costs for the Stanwood-Camano School District's music programs; (b) sponsoring concerts, exhibitions, and competitions; (c) financial assistance of all aspects of the Stanwood-Camano Music programs; (d) encouraging of community support for the Stanwood-Camano music programs and: (e) providing opportunities for parental involvement in school programs.

ARTICLE 3: MEMBERSHIP

3.1 Classes

The organization shall have two classes of members designated as voting and non-voting members.

3.2 Qualifications for Voting Members

In order to qualify for voting membership, a member must either (a) be the parent or legal guardian of a currently enrolled music student at Stanwood High School, Port Susan Middle School, Stanwood Middle School, Stanwood Elementary School, Twin City Elementary School, Cedarhome Elementary School, Utsalady Elementary School, or Elger Bay Elementary School; or (b) have a vested interest in the music programs of the Stanwood-Camano School District.

Additionally, members must attend at least two SCMB meeting before becoming eligible to vote.

After attending one meeting, successfully completing a background clearance check, and completing Harassment/Intimidation/Bullying (HIB) training, they will be eligible to volunteer and/or participate in SCMB activities other than meetings.

3.3 Voting Rights

Each Voting Member shall be entitled to (a) vote on issues presented by the Board of Directors or their designee; (b) vote for each open Board of Directors position when regularly scheduled or special elections occur; and (c) vote upon amendments to Bylaws or Articles of Incorporation, if and when such amendments are proposed by the Board.

3.4 Non-voting Members

Interested community members, alumni, and other parties can be non-voting booster club members. After attending one meeting, successfully completing a background clearance check, and completing Harassment/Intimidation/Bullying (HIB) training, they will be eligible to volunteer and/or participate in SCMB activities other than meetings.

ARTICLE 4: MEETINGS of the MEMBERSHIP

4.1 Annual Meetings

The annual meeting of the Board shall be held after the SHS Spring Band Concert in May of each year as established by the Board to elect officers and transact such business as may properly come before the meeting.

4.2 Special Meetings

The President or the Board may call special meetings of the members for any purpose.

4.3 Place of Meetings

All meetings of members shall be held at a location designated by the President or the Board.

4.4 Notice of Meetings

The President, Secretary or Board shall provide written notice stating the date, place and time of the meeting, and, in case of a special meeting, the purpose or purposes for which the meeting is called, not less than ten (10) nor more than fifty (50) days before the date of the meeting, either by mail or email or by other electronic transmissions, by or at the direction of the President or the Secretary, to each active member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the active member at his/her address as it appears in the records of the corporation, with postage thereon prepaid. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made according to the consent provided by the recipient; or (b) has been posted on an electronic network (e.g. a social media page) to which the member has access.

4.5 Quorum

Ten Voting Members of the organization represented in person shall constitute a quorum at a meeting of the members. A quorum is required for the election of Officers and for any and all changes made to these Bylaws or SCMB's Articles of Incorporation.

4.6 Manner of Acting

A majority of votes entitled to be cast by the members represented in person at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws.

ARTICLE 5: BOARD of DIRECTORS

5.1 Powers and Qualifications

The affairs of the corporation shall be managed by the Board of Directors, who shall be elected from the active membership of the corporation at the annual meeting.

5.2 Number

The Board shall consist of not less than three nor more than five Directors, the specific number to be set by resolution of the Board. The number of Directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

All Stanwood-Camano School District Music Educators are members of the Board in an ex-officio advisory capacity only.

5.3 Qualifications

Directors shall be individuals who have a vested interest in the music programs of the Stanwood-Camano School District. Other qualifications for Directors may be prescribed by the Board by amendment to these Bylaws.

5.4 Election of Directors

5.4.1 Initial Directors

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of the Board.

3.4.2 Successor Directors

Successor Directors shall be elected at the annual meeting of the Board.

5.5 Term of Office

Unless a Director dies, resigns, or is removed, he or she shall hold office for a term of one year or until his or her successor is elected, whichever is later. Officers shall be elected by the Stanwood-Camano Music Boosters Club each year by ballot, beginning in the Spring of each year and concluding no later than June 30th.

5.6 Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

5.7 Remote Meetings

Members of the SCMB Board of Directors may participate in board meetings through the use of remote communication with which all of the directors may simultaneously

participate with each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

5.8 Unanimous Consent

Voting is allowed by unanimous consent via email. For this type of voting, all Executive Board members must respond and vote for the motion to be adopted.

5.9 Quorum

A majority of the number of Directors in office shall constitute a quorum for the transaction of business at any Board meeting.

5.10 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

5.11 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5.12 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

5.13 Removal

Any officer elected or appointed by the Board may be removed from office if, in the Board's judgment, removal is in the best interests of the corporation. A two-thirds majority is needed for removal.

ARTICLE 6: OFFICERS

6.1 Number and Qualifications

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by the voting membership. If an additional Board position of an At Large member is deemed necessary by the Board of Directors, this position shall also be elected. Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President and Secretary.

6.2 President

The President shall preside at all meetings of the organization. The President shall have primary responsibility for maintaining and sustaining the 501c3 status.

The President shall have primary responsibility for special projects (note: this responsibility can be delegated to others, either officers or volunteers).

The President shall have primary responsibility for coordinating with the other booster clubs and the administrations of schools within the Stanwood-Camano School District.

6.3 Vice President

In the absence of the President, the Vice-President shall have all the powers and prerogatives of the President.

The Vice-President shall have primary responsibility for fundraising activities, including all related publicity.

6.4 Secretary

The Secretary shall:

(a) keep or cause to be kept all resolutions and proceedings of meetings of the organization shall be entered in minute books by the secretary. Minutes should be completed and distributed via email no later than 7 days after the date of a meeting;

(b) keep the record containing the history of the Stanwood-Camano Music Boosters;

(c) have the primary responsibility for all publicity except fundraising, including flyers, notices to newspapers, newsletters, bulletin board, submitting information and updates to school district personnel responsible for web page, and similar media coverage;

(d) have the primary responsibility for miscellaneous correspondence related to the organization’s operations such as thank you notes, greeting cards, etc.;

(e) maintain and distribute a list of officers and advisors and their contact information;

(f) ensure the maintenance of current information (including copies of monthly minutes) in the Stanwood-Camano Music Boosters online database; and

(g) file all required annual reports and paperwork with the Secretary of State's office.

6.5 Treasurer

The treasurer shall:

(a) collect monies due the organization, maintain a current, accurate and complete set of financial records, and be responsible for running expenses of all business matters;

(b) either participate in or verify audit of the Treasurer's books from the prior year;

(c) deposit all monies promptly (within five business days);

(d) prepare Treasurer's Reports (to be presented at meetings), which list the current bank account balance, all account activity for the time period, and event breakdown of expenses, income and profit/loss;

(e) perform an audit of the Treasurer's books each year with two other board members;

(f) maintain a detailed description of financial procedures, review these procedures annually, and recommend changes as needed;

(g) maintain the Corporation's mailbox;

(h) file paperwork with the IRS as required;

(i) reimburse all expenditures promptly (within five business days) upon receiving a reimbursement form and receipt.

6.6 General Duties

All officers shall:

(a) attend meetings or notify the President in advance if unable to attend;

(b) maintain a notebook of relevant records and information. (NOTE: If the job is shared, only one officer needs to keep a notebook);

(c) sign a conflict of interest statement at the beginning of their term. Should a conflict arise (such as interest in a business or fundraiser), the officer should disclose the conflict as appropriate. The officer may discuss the issue, but cannot vote, or be in the room when a vote is taken;

(d) serve without compensation, but may be reimbursed for any reasonable authorized expenses;

(e) maintain Board and officer insurance.

6.7 Advisory Committees

The Board may designate and appoint one or more advisory committees, each of which may consist of at least one Director and one or more other individuals to give advice and counsel to the Board. The Board shall establish the charge and tasks for the committee and appoint its chair and members.

6.8 Election and Term of Office

The officers of the Corporation shall be elected each year by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next annual meeting of the Board or until his or her successor is elected. All elections shall be by ballot. Ballots shall be cast by all voting members present. Officers shall be elected by a simple majority.

ARTICLE 7: ADMINISTRATIVE PROVISIONS

7.1 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

7.2 Checks, Drafts, Etc.

The treasurer shall reimburse all expenditures promptly (within five business days) upon receiving a reimbursement form and receipt. The treasurer may pay any bill under $350 with only one signature on the check. For any amounts above, the check must be signed by two officers. The treasurer will coordinate with at least officers who will be eligible to sign checks as necessary. In order to be reimbursed, expenditures must be pre-approved and a reimbursement form must be completed.

7.3 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and

address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing.

7.4 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order, newly revised.

7.5 Audit

The President shall appoint an ad-hoc committee to perform a financial audit of the Stanwood-Camano Music Boosters Club records annually. The results will be given to the newly elected Treasurer.

7.6 Fiscal Year

The fiscal year shall be August 1-July 31. Along with the band director, the executive board shall create a budget for the fiscal year. Upon notification of receipts of new assets or the desire for the transfer of existing assets, the President shall proceed in accordance with policy and procedure as approved by the board.

ARTICLE 8: COORDINATION WITH MUSIC DIRECTORS

The Boosters shall coordinate all of its activities so that they best support and promote the music programs for Stanwood-Camano School District as defined by the music teachers.

If there are any disputes between the Boosters and the Music Teacher(s), disputes shall be identified in writing and a meeting shall be called to amicably resolve the disputes. If a resolution cannot be reached, parties shall agree to mediate with an outside mediator.

ARTICLE 9: AMENDMENTS

These bylaws shall be reviewed every year. Bylaws may be added to, amended, or repealed with a majority vote of members.

ARTICLE 10: DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to the appropriate Stanwood-Camano School District held school accounts as accounted by the treasurer.

The foregoing Bylaws were adopted by a majority of the Directors then in office at a meeting of the Board of Directors held on [INSERT DAY, MONTH, YEAR] at which a quorum was present.

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Secretary