

# **Corporate By-Laws of the Leigh H.S. Performing Arts Parents Association, Inc.**

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These corporate by-laws, adopted on April 17, 2023 , are based on the by-laws of the former Leigh PAPA standing committee (Revisions Dated – May 26, 2021, April 13, 2020, January 10, 2018, March 13, 2017 and March 8, 2013).

## **Preamble**

We, the parents of students participating in the Performing Arts at Leigh High School in the Campbell Union High School District, together with other interested individuals in the area, in order to form a renewing and effective organization, build a stronger performing arts program, and promote a closer bond between members of the organization, students, and faculty, do hereby adopt these corporate bylaws.

## **Article I - Name**

This organization shall be known as the Leigh H.S. Performing Arts Parents Association, Inc. (“PAPA”), and operate as a separate not-for-profit Public Benefit Corporation incorporated for charitable purposes under the laws of the State of California.

## **Article II - Objectives**

The purpose of this organization is to enrich the Performing Arts experience at Leigh High School. This purpose shall be accomplished through:

Section 1. Fostering and promoting an enthusiastic interest in the Performing Arts at Leigh High School and throughout the community.

Section 2. Cooperatively supporting the efforts of the Leigh High School Staff with regard to the Music, Choir, and Theater Arts programs at Leigh High School.

Section 3. Developing communication and relationships among PAPA members, Leigh High School, and the Performing Arts Programs.

Section 4. Providing a framework for financial and operational support for the Performing Arts at Leigh High School.

Section 5. Obtaining and maintaining tax-exempt charitable status pursuant to Section 501(c)(3) of the Internal Revenue Code and comparable status under the tax laws of the State of California.

## **Article III - Policies**

Section 1. The members of this organization shall act in good faith to carry out its objectives.

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Section 2. This organization shall act in an advisory capacity to the Directors of the Performing Arts programs at Leigh, including but not limited to the Directors of Instrumental Music, Choir, and Theater Arts.

Section 3. This organization shall not seek to direct or control the policies and administrative duties of the school or Performing Arts programs.

Section 4. This organization shall be nonpartisan and nonsectarian. The organization shall neither sponsor nor endorse any candidate for political office. The name of the organization, either alone or in connection with the name of any officer, shall not be used in any commercial or political connection.

Section 5. This organization shall remain independent of political affiliation, but may take a stand on nonpartisan school issues such as bond, tax, and unification elections that relate to the purpose of this organization.

Section 6. This organization may cooperate with other organizations and agencies active in the areas that promote the objectives of this organization.

**Article IV - Membership**

Section 1. Parents or guardians of students involved in one or more of the performing arts classes or activities are eligible to be members of the organization.

Section 2. Alumni, parents of Alumni, as well as other Leigh High School parents and faculty in supporting the efforts of this organization, are also eligible for membership in the organization.

Section 3. Leigh High School Music, Choir, and Theater faculty directors and non-faculty performing arts directors are ex-officio members of the organization.

Section 4. Subject to oversight of the Executive Board of this organization, membership in this organization is open to any adult who lives in the area, is genuinely interested in the objectives of this organization, and willing to uphold its policies and subscribe to the bylaws of the organization.

Section 5. Individual membership may be revoked with a 2/3 majority vote of the members of the executive board for failing to uphold the organization policies and by-laws. The Executive Board may choose to prohibit specific individuals from membership in the organization if it determines that such individuals are not upholding organization policies and by-laws .

**Article V – Finance**

Section 1. The fiscal year shall be from July 1 to June 30.

Section 2. Budget. This organization shall operate under a budget that has been approved by the membership of PAPA.

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- a. A preliminary budget for the next fiscal year shall be approved at or before the last regular meeting of the current fiscal year.
- b. A final budget for the current fiscal year shall be approved at or before the October regular meeting.
- c. Budget amendments may be approved at any regular meeting by the Executive Board, provided that the amendments have been submitted to the Board for review at least ten (10) days prior to the regular meeting.

**Section 3. Audits.**

- a. An auditor shall be appointed by the Executive Board and shall be a member of the organization.
- b. A non-certified audited statement of account shall be performed annually. In addition, any other financial reviews that may be required as a condition of the organization's Liability insurance shall be performed (e.g. a monthly review of unopened bank statements). The auditor shall be appointed by the Executive Board and must be a member of the organization.
- c. The Executive Board shall have authority, if it deems such action necessary, to retain the services of an independent Certified Public Accountant to perform a certified audit.
- d. The membership shall have the authority to require the Executive Board perform a certified audit of the financial records initiated by a petition that has been signed by no fewer than 10 members of the organization.

**Section 4. Method of Payment.**

- a. All warrants must carry the signature of or be facilitated by one of the following Executive Board Officers: President, Operations Director, Treasurer.
- b. All warrants in excess of one thousand five-hundred dollars must be signed by two of these four Executive Board members: President, Operations Director, Treasurer, Assistant Treasurer, or be preceded by a written or electronic approval from the President or Operations Director.
- c. Warrants that are payable to an Executive Board Officer shall not carry the signature of that officer.

**Section 5.** All expenditures and transfers authorized under the current annual budget may be processed by the Executive Board without prior membership approval. These expenditures and transfers must be substantiated by adequate documentation prior to processing.

**Section 6.** All monies collected by any committee, school event or fundraiser in the name of the organization shall be counted by at least two individuals. The details of the money collected must accompany a written acknowledgement of the accuracy of the collection from the counters. The event chair shall forward the event proceeds to either the Treasurer or Assistant Treasurer for

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deposit, while retaining a copy of the written acknowledgement for purposes of confirming the deposit amount. In the event that funds cannot be deposited immediately following an event, the funds shall be held in a secured location until funds can be deposited.

Section 7. The incoming Executive Board is committed to unpaid authorized expenditures incurred by the outgoing Executive Board.

Section 8. In the event of the dissolution of this organization, the following financial arrangements shall prevail:

- a. No bills or financial obligations shall be outstanding.
- b. Assets shall be disposed of in the following manner:
  - i. Primary disposition shall be, in whole, to the Leigh High Home and School Club for the purposes of promoting the performing arts at Leigh High School, provided this organization has maintained its own tax-exempt status, within the meaning of Section 501(c)(3) of the Internal Revenue Code.
  - ii. Secondary disposition shall be, in whole, to Leigh High School in keeping with the objectives of this organization.
  - iii. Tertiary disposition shall be, in whole, to the Campbell Union High School District.

Section 9. As part of the maintenance of tax-exempt charitable status under Section 501(c)(3) status, the Treasurer shall be responsible for the tracking, timely preparation and filing of the various reporting documents (along with necessary fees) to comply with federal and California laws, as required. The Treasurer is authorized to retain the paid services of a qualified outside tax preparer, subject to the oversight of the Executive Board. If an officer's signature is required on a reporting document, either the President, Treasurer, or Assistant Treasurer may sign on behalf of the organization.

**Article VI - Meetings**

Section 1. Regular meetings. PAPA general membership meetings shall be held monthly, from August through June, inclusive. The meetings shall be in person or E-meetings. The Executive Board may cancel up to two meetings in a fiscal year should the board determine that a meeting is not warranted.

Section 2. Special Meetings. Special meetings of either the PAPA general membership or the Executive Board may be called by the Executive Board by providing 3 days-notice via telephone, mail, or email to general membership or Executive Board, as applicable.

Section 3. Voting. Each member of the organization is entitled to one vote. Members of the organization may vote on: (1) election of Officers and other members of the Executive Board, (2) ratification of the budget, (3) and amendments to the corporate by-laws. In addition, Executive

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Board members may vote on amendments to the budget and meeting minutes. For there to be a quorum at a general membership meeting, a voting quorum of the Executive Board shall be present. A voting quorum is a majority of the Executive Board and must include at least one of the following executive board officers: the President, Operations Director, or Fundraising Director. A simple majority of those present and entitled to vote, shall be required for binding action at regular monthly meetings and any official general membership meeting that is called.

Section 4. Executive Board Meetings. Executive Board meetings may be called by the President or his/her appointee as deemed necessary.

Section 5. E-Meetings. The Executive Board, Standing Committees, and Special Committees are authorized to meet by electronic communication media so long as all members may participate.

a. E-Meetings are intended to address time-sensitive issues, serve as a vehicle to facilitate more effective in-person meetings, and/or provide an alternative to in person meetings as circumstances may warrant.

b. Motions processed during E-Meetings require approval by two-thirds (2/3) vote of all committee members to be binding and shall be documented and ratified at the next regular order meeting which may itself be an E-Meeting.

c. The President or committee chair shall have the authority to postpone a motion until the next face-to-face meeting of the participants.

Section 6. Rules Determining. Robert's Rules of Order, Newly Revised, shall govern PAPA meetings and shall be the final authority in all matters not covered by these bylaws.

**Article VII - The Executive Board**

Section 1. For the purposes of state and federal law and corporate governance, the Executive Board is the Governing Body of the corporation.

Section 1b. The Executive Board is comprised of Elected Officers, Dedicated Board Members, and At-Large Board Members.

Section 2. Elected Officers who comprise the Executive Board. The elected officers shall be: President, Vice President, Operations Director, Fundraising Director, Communication Director, Treasurer, Assistant Treasurer, and Secretary.

Section 2. The officers of this organization shall be elected annually by the membership as defined by these by-laws.

Section 3. The immediate past-president shall be an ex-officio member of the Executive Board for a term not exceeding one year.

Section 4. Eligibility. With the exception of the immediate past-president as an ex-officio member, only parents or guardians of students involved in one or more of the performing arts

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classes or activities in that fiscal year are eligible to be an officer or member of the Executive Board.

Section 5. Term of Office. All elected officers shall serve for a term of one year. The term of office begins on July 1 and runs through June 30 of the following year. This coincides with the fiscal year of the organization. There are no term limits, but an individual may only serve three terms consecutively in the same office or capacity. Any member may request an extension of the number of consecutive terms beyond three by annually petitioning the board and receiving a 2/3 majority vote of the members present at the meeting.

Section 6. Duties of Officers. All officers should attend all meetings or arrange for a substitute to fulfill reporting responsibilities.

A. President. The President shall be the chief executive officer of the corporation. The President shall (a) preside at regular, Executive Board and special meetings, (b) appoint the chair and committee members of all working committees (c) coordinate the work of all the officers, board members and committees, (d) ensure that the membership is periodically informed of all significant actions taken in the name of the organization. (e) act as liaison with the school Directors and administration.

B. Vice-President. The Vice-President shall assist the President in all matters concerning the organization and shall assume the duties of the President in the absence of the President.

C. Operations Director. The Operations Director shall be responsible for coordinating and overseeing all operational functions for PAPA in support of activities such as parades, trips, competitions, rehearsals, and other performances. The Operations Director may preside at monthly regular meetings in the absence of the President and Vice-President.

D. Fundraising Director. The Fundraising Director shall be responsible for developing, coordinating, and overseeing all fundraising activities. The Fundraising Director may preside at regular monthly meetings in the absence of the President, Vice-President and Operations Director.

E. Communications Director. The Communications Director shall (a) liaison with feeder middle schools and PAPA to coordinate, publish, and promote important dates and events (b) gather newsworthy information and submit articles for publication internally, externally, and in coordination with the performing arts websites as necessary.

F. Secretary. The Secretary shall (a) scribe and publish all minutes in a timely manner (b) be responsible for all business and social correspondence (c) organize and maintain a communications archive (d) oversee and manage all internal communications.

G. Treasurer. The Treasurer shall oversee the treasury by (a) receiving and accounting for all monies for the organization and depositing them in the name of the organization in a bank approved by the Executive Board, (b) keeping an accurate record of all receipts, disbursements, and outstanding liabilities, (c) prepare a monthly financial report presented at each regular

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meeting (e) coordinate the preparation of a preliminary budget for the next fiscal year to be presented to the general membership for approval at the last regular meeting of the current fiscal year, (f) coordinate the preparation of the final budget to be submitted for approval by the general membership no later than the October regular meeting of the current fiscal year (g) represent PAPA before the Internal Revenue Service, California Franchise Tax Board, and other agencies, as well as appoint other representatives to represent PAPA before such agencies.

H. Assistant Treasurer. The Assistant Treasurer shall (a) assist in the duties of the Treasurer as necessary, (b) be authorized to issue and sign checks in the absence of the Treasurer, (c) be specifically authorized to represent PAPA before the Internal Revenue Service, California Franchise Tax Board, and other such agencies. In order to better distribute the duties and time commitment and at the discretion of the Nominating Committee and membership, the organization may simultaneously have two co-equal Assistant Treasurers.

**Article VIII - Nominations and Elections**

Section 1. The Nominating Committee shall consist of four (4) members, including one chairperson. At least one (1) member of the committee shall be from the Executive Board. At least two (2) members of the committee shall be selected from the membership at large. The final member may be from either the executive board or the membership at large.

Section 2. The Nominating Committee shall be formed at the March regular meeting.

Section 3. The Nominating Committee shall recommend one (1) or more candidates for each position of the executive board elected office and shall announce and post such nominations at least ten (10) days prior to the spring general election.

Section 4. Additional nominations may be made by petition to the Nominating Chairperson up to five (5) days before the election. A petition shall contain ten (10) signatures from voting members.

Section 5. The spring general election for all candidates shall be held at either a general end-of-season-event that is open to the entire membership or the May regular meeting as announced by the executive board.

Section 6. Voting shall be conducted by raise of hands or written ballot. The Nominating Committee is responsible for distributing and counting ballots.

Section 7. Vacancies in the Executive Board. Nominations for vacated positions of the executive board may be made at any monthly regular PAPA meeting. A vote will be taken at the next regular meeting following the nomination.

**Article IX - Dedicated Board Members and At Large Board Members**

Section 1. Dedicated Board Members.

a. Dedicated Board Members are members of the Executive Board, are optional positions

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determined by the Elected Officers, and represent a specific program area.

b. Dedicated Board Members shall be elected by the PAPA membership to serve as liaisons to specific departments and any other programs with financial support from this organization.

i. The liaisons supporting departments shall consist of, but not be limited to: Music, Choral, Theater Arts.

ii. The liaisons supporting other programs shall consist of, but not be limited to: Marching Band, Winter Percussion, and Winter Guard.

Section 2. Term of Office. The term of all PAPA board positions begins July 1 and ends June 30 to coincide with the fiscal year of the organization. There are no term limits, but an individual may only serve three terms consecutively in the same office or capacity . Any member may request an extension of the number of consecutive terms beyond three by annually petitioning the board and receiving a 2/3 majority vote of the members present at the meeting.

Section 3. Duties of Dedicated Board Members. Dedicated Board Members shall:

- a. work with the appropriate faculty members to represent their respective programs,
- b. report on its activities to the PAPA board and membership,
- c. assist with coordinating organizational budgets and fundraising,
- d. post pertinent dates to departmental and school web sites and
- e. assist with managing program activities under the direction of the faculty member/ department head.

Dedicated Board Members should attend all regular monthly meetings or arrange for a substitute to fulfill reporting responsibilities.

Section 4. At-Large Board Members.

- a. At-Large Board Members are members of the Executive Board, are optional positions and may not exceed 4 in number.
- b. At Large Board membership is an entry level board position intended to provide valuable hands-on experience leading to Executive Board leadership roles.

Section 5. Duties of At Large Board Members. At-Large Board Members shall serve as dedicated co-officers under one of the following: President, Treasurer, Operations Director, Fundraising Director, Communications Director or in a role to be determined by the Executive Board.

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**Article X - Election of Dedicated and At-Large Board Members**

Section 1. Any eligible member of PAPA may be nominated for any Dedicated Board Member position or any At Large Board Member position.

Section 2. Nominations for vacant Dedicated Board Member seats and At-Large Board Member seats may be made at any monthly PAPA general meeting. When an eligible candidate is nominated for a vacant position, a vote will be taken at the next regular monthly meeting. The term shall begin immediately and be in effect until the end of the current fiscal year.

**Article XI – Removal from office**

Section 1. If it has been determined that an officer, Executive Board member, or ordinary member of PAPA has deliberately violated the PAPA conflict of interest policy (adopted concurrently with these by-laws), the Executive Board shall be authorized to consider and take appropriate disciplinary and corrective action, up to and including removal from office and/or membership in PAPA itself. Removal from office and/or PAPA membership requires a 2/3 majority of the members of the Executive Board to approve.

**Article XII - Amendments and Revisions**

Section 1. These bylaws may be amended or revised at any regular meeting provided that: (1) the amendment or revision has been submitted in writing at the previous regular meeting and an attempt to notify the entire membership has been made, (2) the amendment is approved by a two-third (2/3) majority vote of the Executive Board, and (3) the amendment is approved by a two-third (2/3) majority vote of members present.

**Article XIII - Standing Rules**

Section 1. A copy of these Bylaws shall be made available upon request to each member of this organization.

Section 2. The reading of the minutes of any previous General meeting, Executive Board meeting, or Treasurer's report may be dispensed with by making available to each member a copy of these records, prior to the call to order. These printed records shall be corrected and accepted as if they had been read. The decision as to which method is to be used at any General meeting shall be at the pleasure of the President.

Section 3. Quorums: No organization business shall be conducted by the Executive Board unless a quorum is present at such meetings. A quorum of this board shall be a simple majority of the total number of members on the Executive Board.

Section 4. Self-dealing, compensation, and conflicts of interest.

a. This organization is primarily a volunteer organization. As such, officers and/or members shall not ordinarily expect to receive compensation for the services they perform to support the continued operation of this organization (whether payment is in cash, property, in-kind, barter, or

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any other form of exchange of property or services).

b. If there are special circumstances where an officer and/or member is under consideration to receive compensation for services they provide, then such transactions shall be governed by the organization's conflict of interest policy, adopted concurrently with these corporation by-laws.

c. If there are circumstances where an officer and/or member may potentially enter into a transaction with the organization to be compensated for the purchase, sale, rental, lease or otherwise be compensated for the use of property, then any such potential transaction (commonly referred to as "self-dealing") shall be governed by the organization's conflict of interest policy, adopted concurrently with these corporation by-laws.

d. The aforementioned restrictions on compensation and property transactions do not apply to the reimbursement of officers and/or members for reasonable out-of-pocket expenses incurred in the ordinary furtherance of the organization's objectives, so long as such reimbursements are supported by receipts and other documentation incurred with unrelated third-party

businesses/organizations and are otherwise approved by the organization, following the normal approval and recordkeeping procedures.

Section 5. The latest edition of Robert's Rules of Order Newly Revised shall be the authority on all points not covered by these Bylaws.