

**CONSTITUTION AND BYLAWS OF
VISA DEL LAGO HIGH SCHOOL DRAMA BOOSTERS**

a California unincorporated nonprofit association

ARTICLE I. NAME, PRINCIPAL OFFICE AND AGENT

Section 1.1. Name. The name of this association is Vista del Lago High School Drama Boosters.

Section 1.2. Principal Office. The principal office of the association shall be Vista del Lago High School, 1970 Broadstone Pkwy, Folsom, CA 95630.

Section 1.3. Agent. This association's initial agent for service of process shall be Rose Law, A Professional Corporation, 11335 Gold Express Drive, Suite 135, Gold River, California, 95670.

ARTICLE II. PURPOSES

Section 2.1. Charitable Purposes. The purpose of this association shall be to provide for the advancement of educational and literary pursuits through financial, logistical, and general support to the Visa del Lago High School drama program for the enrichment of public school students and to otherwise engage in all lawful activities of a non-profit charitable association. This association is organized and operated exclusively for the purposes set forth in this Article within the meaning of Internal Revenue Code section 501(c)(3). All funds raised by this association shall be used exclusively for the tax-exempt charitable purposes of this association. The property of this corporation is irrevocably dedicated to the purposes in this Article and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

Section 2.2. Unincorporated Association. This association is an unincorporated nonprofit charitable association under California Corporations Code section 18020 and is not organized for the private gain of any person.

Section 2.3. Prohibition against Individual Fundraising Accounts. Individual fundraising accounts are prohibited in this association. An individual fundraising account is any method by which a booster club credits an individual or family for all, or a portion, of the funds raised by the individual, family or organization.

Section 2.4. Prohibition against Political Campaigning. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE III. MEMBERS

Section 3.1. General Membership. Any natural person who is at least 18 years of age, dedicated to the charitable purposes of the association, endorsed by at least one existing member of the association, and either (1) a parent, legal guardian, grandparent, sibling, or other relative of a currently enrolled Vista del Lago High School student, or (2) an alumnus of Vista del Lago High School, may apply for general membership. Upon a majority vote of members or of the executive board and timely payment of the dues and fees that are then in effect (if any), the person shall be admitted to general membership. The executive board may delegate authority to one or more association officers to grant temporary general membership to qualified persons subject to approval by majority vote of the membership or full executive board at the next regular or special meeting. General members are entitled to the full privileges of membership including voting, holding office, and serving as chairperson on standing or other committees.

Section 3.2. Associate Membership. Any natural person who is at least 18 years of age, dedicated to the charitable purposes of the association, endorsed by at least one existing member of the association, and not otherwise eligible to apply for general membership may apply for associate membership. Upon a majority vote of members or of the executive board and timely payment of the dues and fees that are then in effect (if any), the person shall be admitted to associate membership. The executive board may delegate authority to one or more association officers to grant temporary associate membership to qualified persons subject to approval by majority vote of the membership or full executive board at the next regular or special meeting. Associate members are entitled to attend and participate in meetings of members and open meetings of the Executive Board and may serve on committees, but may not chair committees and may not vote.

Section 3.3. Patron. Any validly existing legal entity dedicated to the charitable purposes of the association and endorsed by at least one existing member of the association may apply to be a patron of this association. Upon a majority vote of members or of the executive board and timely payment of the dues and fees that are then in effect for patrons, the entity shall be admitted to be a patron of this association. Various subcategories or levels of patrons may be established by the executive board based on the amount of financial or other support provided by patrons. The executive board may delegate authority to one or more association officers to grant patron status to qualified entities subject to approval by majority vote of the membership or full executive board at the next regular or special meeting. A reasonable number of representatives for each patron shall be entitled to attend and participate in meetings of members and open meetings of the executive board and may serve on committees, but may not chair committees and may not vote.

Section 3.4. Dues and Fees. The association's executive board may, on a majority vote, establish or change dues and fees for general members, associate members, and patrons. Establishment of or changes to dues and fees should typically be done at the regular meetings of the members held in May and October of each year.

Section 3.5. Termination of Membership. A membership shall terminate upon the death or resignation of the member, or upon the dissolution or resignation of the patron; provided, however, that no member's or patron's resignation shall be effective until all dues and fees (if any) are current.

Section 3.6. Transfer of Membership. No membership or membership rights may be transferred.

Section 3.7. Vista del Lago High School Administrator and Drama Teacher. Notwithstanding the foregoing, the Vista del Lago High School administrator's delegate and the Vista del Lago High School drama teacher are *ex officio* members of this association and serve as voting members on its executive board. They shall pay no dues or fees as a condition of membership. Their membership and membership rights are transferrable to their successors.

ARTICLE IV. OFFICERS

Section 4.1. Composition and Powers. The officers of the association shall be a president, a secretary, and a treasurer. The officers of the association shall have the powers and duties prescribed by these bylaws and by the membership or the executive board of the association.

Section 4.1.1. Duties and Powers of the President. The president shall preside at all meetings, appoint the chairpersons and members of standing and other committees with advice and consent of the executive board, and assist the treasurer in preparation of the draft annual budget for consideration by the association.

Section 4.1.2. Duties and Powers of the Secretary. The secretary shall maintain the membership roster, prepare and post all association notices, prepare and circulate meeting agendas, accurately keep meeting minutes, and safeguard the records of the association.

Section 4.1.3. Duties and Powers of the Treasurer. The treasurer shall maintain in good order the financial books and records of the association, regularly reconcile the bank accounts of the association, prudently invest association funds, prepare the draft annual budget for consideration by the association, prepare and give a financial report at each meeting, prepare or cause to be prepared any necessary reporting or filing to the federal and state taxing and other governmental authorities, and preside at meetings in the absence of the president.

Section 4.2. Qualifications. Only general members in good standing may serve as officers of this association.

Section 4.3. Nomination of Officers. In April of each year, the association's executive board shall receive written nominations for officers from among its general membership. The executive board shall report all nominations received during the meeting of members held in May

each year. In addition, nominations may also be taken from the floor during the membership meeting in May.

Section 4.4. Election of Officers and Term. The officers shall be elected by a majority vote of the general members of the association at the annual meeting in May of each year. Officers shall hold office for one (1) year term and until their respective successors are elected and qualified.

Section 4.5. Limitations. No member may hold more than one office; provided, however, an officer may concurrently serve as chairperson of a standing committee.

ARTICLE V. ASSOCIATION MEETINGS

Section 5.1. Location of Meetings. Unless designated otherwise by the executive board in a notice to members, all meetings of the members shall be held at Vista del Lago High School, 1970 Broadstone Pkwy, Folsom, CA 95630.

Section 5.2. Regular Meetings. Regular meetings of the members shall be held in May and October of each year. The regular meeting held in May of each year shall be known as the annual meeting. At the annual meeting the members shall elect the officers and receive reports from the officers of the association.

Section 5.3. Special Meetings. Special meetings for any lawful purpose may be called at any time by the executive board or by five (5) or more members of the association. Written notice of a special meeting shall be given at least three (3) days prior to the meeting and shall set forth the general nature of the business proposed to be transacted.

Section 5.4. Quorum. A quorum for the transaction of business shall consist of five (5) members. Unless there is a bona fide emergency requiring immediate action, regular and special meetings shall not be held in the absence of the Vista del Lago High School drama teacher or the Vista del Lago High School administrator's delegate. Any emergency action taken at a special meeting in the absence of the Vista del Lago High School drama teacher or the Vista del Lago High School administrator's delegate shall only be temporary unless and until ratified at a subsequent meeting within thirty (30) calendar days thereafter.

Section 5.5. Presiding Officers at Meetings. Meetings of members shall be presided over by the president or, in his or her absence, by the treasurer, or, in the absence of both, by a chair chosen by a majority of the members present. The secretary of the association or his or her designee shall act as secretary of all meetings of members.

Section 5.6. Approval by Written Ballot. Any action which may be taken at any meeting of members may be taken without a meeting if the association distributes a written ballot to every member entitled to vote on the matter. If approved by the executive board, the written ballot

and any related material may be sent by electronic transmission and responses may be returned to the association by electronic transmission to the association. The written ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the association.

Section 5.6.1. Quorum for Written Ballot. Approval by written ballot shall be valid only when the number of votes cast by written ballot within the time period specified equals or exceeds thirty percent (30%) of the voting power of the association and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 5.6.2. Written Ballot Solicitation. Written ballots shall be solicited in a manner consistent with the notice requirements of section 5.7 of this Article. The solicitation must specify the time by which the ballot must be received in order to be counted.

Section 5.6.2.1. No Revocation of Written Ballots. Once cast, a written ballot may not be revoked.

Section 5.6.2.2. Secure Online Voting System. A secure online voting system approved by the executive board may be used in lieu of a paper written ballot.

Section 5.6.2.3. Proxy Ballots. Any form of proxy or written ballot distributed to ten (10) or more members of the association shall afford an opportunity on the proxy or form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot or proxy is distributed, to be acted upon at the meeting for which the proxy is solicited or by such written ballot, and shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter the vote shall be cast in accordance therewith.

Section 5.6.2.4. Substantial Compliance. Failure to comply with section 5.6 of this Article shall not invalidate any association action taken, but may be the basis for challenging any proxy at a meeting or written ballot.

Section 5.7. Notice Requirements.

Section 5.7.1. Notice of a Members Meeting

Notice of a meeting of members shall be given in a manner reasonably calculated to give actual notice to the members of the association. Notice given by electronic transmission by the association under this section shall be valid if it complies with section 5.8 of this Article. Online posting of notices of meetings on the Vista del Lago Internet websites is encouraged. Notice of meetings must be given at least three (3) days in advance.

5.7.2. Notice of Approval by Written Ballot

Notice of approval by written ballot shall be given in a manner reasonably calculated to give actual notice to the members of the association. Notice should be given personally, by electronic transmission, or by mail or other means of written communication, addressed to the member at the address of such member appearing in the records of the association or given by the member to the association for purpose of notice. Notice given by electronic transmission by the association under subsection shall be valid if it complies with section 5.8 of this Article. Online posting of notices of approval by written ballot on the Vista del Lago Internet website is desirable. Notice of approval by written ballot must be given at least twenty (20) calendar days in advance, unless the executive board unanimously finds an emergency exists and approves a shorter notice period.

Section 5.7.3. Returned Mail. If any notice or report addressed to a member at the address of such member appearing on the records of the association is returned to the association by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the member at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the member upon written demand of the member at the principal office of the association for a period of one year from the date of the giving of the notice or report to all other members.

Section 5.7.4. Substantial Compliance. Notice not given in strict conformity with this section or section 5.8 of this Article may still be valid, if it was given in a fair and reasonable manner.

Section 5.8. Electronic Transmission, Defined, Consent.

Section 5.8.1. Electronic Transmission Defined. “Electronic transmission” means a communication (a) delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that member on record with the association, (2) posting on an electronic message board or network which the association has designated for those communications, together with a separate notice to the member of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a member who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to these bylaws and California Corporations Code, and (c) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Section 5.8.2. Consent to Electronic Transmission. A member’s consent to receipt of electronic communication from the association shall include (a) a clear written statement to the member that he or she has a right to have the record provided or made available on paper or in non-electronic form, (b) an explanation of whether the consent applies only to that transmission, to specified categories of communications, or to all communications

from the corporation, and (c) the procedures the member must use to withdraw consent.

Section 5.8.3. Notwithstanding the foregoing, notice shall not be given by electronic transmission by the association under this subdivision after either of the following:

Section 5.8.3.1. The association is unable to deliver two consecutive notices to the member by that means; or

Section 5.8.3.2. The inability to so deliver the notices to the member becomes known to the secretary or other person responsible for the giving of the notice.

ARTICLE VI. EXECUTIVE BOARD

Section 6.1. Composition and Duties. This association shall be governed by an executive board of no fewer than five (5) but no more than eight (8) members. The officers of the association, the chairpersons of the standing committees, the Vista del Lago High School administrator's delegate, and the Vista del Lago High School drama teacher shall comprise the executive board. The executive board shall act on behalf of the association between regular meetings of the membership and shall otherwise perform the duties delegated to it by the vote of the membership.

Section 6.2. Location and Time for Meetings. Unless voted otherwise by executive board, all meetings shall be held at Vista del Lago High School, 1970 Broadstone Pkwy, Folsom, CA 95630, at 5:30pm on the first Tuesday of each month, and at other times designated by the executive board. Special meetings of the executive board may be called at any time by the president or by two or more of the executive board.

ARTICLE VII. COMMITTEES

Section 7.1. Committees. The president with advice and consent of the secretary, the treasurer, the Vista del Lago High School drama instructor, and the school's administrative delegate, may designate and appoint one or more committees, each consisting of two or more members. The members and the executive board may adopt rules for the governance of its committees, including attendance and quorum standards. The executive board may also fill vacancies on the committees described in this Article.

Section 7.2. Standing Committees. The president with advice and consent of the secretary, the treasurer, the Vista del Lago High School drama instructor, and the school's administrative delegate, shall designate and appoint chairpersons for three standing committees, and may appoint additional members to the standing committees. The association shall have the following three standing committees:

(a) Fundraising and Budget Committee. The fundraising and budget committee shall be responsible for fundraising activities of the association, preparing the budget for the association and its projects, and to make recommendations to the association regarding the financial matters of the association. The chairperson of the fundraising and budget committee shall serve as a voting member of the executive board.

(b) Membership and Outreach Committee. The membership and outreach committee shall be responsible for developing new members, for reviewing applications of potential members, for making recommendations to the association regarding the applications, and for organizing community, partner and student outreach programs. The chairperson of the membership and outreach committee shall serve as a voting member of the executive board.

(c) Production Support Committee. This committee shall be responsible for planning and providing the logistical support for productions of the Vista del Lago High School drama department. The chairperson of the production committee shall serve as a voting member of the executive board.

Section 7.3. Officer Serving as Standing Committee Chair. An officer of this association may concurrently serve as the chairperson of a standing committee, provided that he or she shall have only one vote on the executive board.

ARTICLE VIII. RECORDS AND REPORTS

Section 8.1. Maintenance of Records. The association shall keep the original or a copy of this constitution and bylaws, as amended to date, together with the books and records of the association.

Section 8.2. Inspection of Records. Every member shall have the right at any reasonable time to inspect and copy all association books, records, and documents not of a confidential nature and to inspect the physical properties of the association.

Section 8.2. Fiscal Year. The fiscal year of the association shall begin July 1 and end June 30.

ARTICLE IX. GENERAL PROVISIONS

Section 9.1. Actions on Bylaws. Bylaws may be adopted, amended, or repealed by a majority vote of the members of the association. All amendments must be submitted in writing at the regular meeting of the association immediately prior to the meeting at which the action to amend the bylaws is to be taken. If any provision of these bylaws is, or shall be, in contravention of the laws or regulations of the United States or of the State of California, such provision shall be superseded by the appropriate provision of such law or regulation. If any provision is found to be in contravention of such law, the executive board shall have the authority

to amend the provision to be in compliance with such law, until a resolution can be drafted and acted upon by the association.

Section 9.2. Conduct of Meetings. The meetings and activities of the association shall be governed by *Robert's Rules of Order* to the extent that those rules are not inconsistent with these bylaws.

ARTICLE X. DISSOLUTION OF ASSOCIATION

By resolution adopted by the executive board and ratified by a majority vote of the members present at a special convention called for the purpose, the association may be dissolved. On such dissolution, unless by a three-fourths (3/4) vote such convention shall otherwise order, the net assets of the association, after the payment of all debts and expenses, shall be transferred to the Vista del Lago High School of Folsom, California, for the educational and literary benefit and enrichment of its public school students, and the executive board shall have full power to settle the affairs of the association and to sell and dispose of and to give good title to any and all of its property, both real and personal, and shall make division for charitable purposes in accordance with the terms of this Article.

Adopted February 24, 2014

Julie Calderwood, President

Deena M. Rose, Treasurer