

Article I: Name and Introduction

The name of this organization is Ensemble.

Article II: Purposes

Definition of Ensemble is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

Ensemble is organized and "operated exclusively for charitable purposes" within the meaning of Section 501(c)(3) of the Internal Revenue Code in order to support the educational needs and activities at the Contra Costa School of Performing Arts, a public charter school in the Charthouse Public Schools, Walnut Creek, California (hereinafter "school").

Ensemble shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. No substantial part of the activities of Ensemble shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and Ensemble shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Article III: Basic Policies

1.0 Objectives

- A. Ensemble shall support the mission and vision of the school.
- B. Ensemble shall endeavor to further the educational welfare of students and maintain a line of communication between home and school.
- C. Ensemble shall raise funds to provide educational programs, materials, and beneficial services and activities for the school.
- D. Ensemble shall keep the membership informed of legislation pertinent to education and our school.

2.0 Method of dissolution

- A. The Organization may be dissolved only with authorization of the Ensemble Board given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members.
- B. The property of Ensemble is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any Ensemble director, officer, or member thereof or to the benefit of any private person.
- C. Upon the dissolution or winding up of the organization, its assets remaining after payment of all debts and liabilities of this organization shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article IV: Membership

1.0 Definition

- A. All parents and/or legal guardians of Contra Costa School of Performing Arts students and all Contra Costa School of Performing Arts Administration, Teachers, and Staff are Ensembles sole members, hereinafter referred to as "general members".

- B. All members are equal and their rights shall be equal except where otherwise herein specified. Each member shall have one vote except where otherwise herein specified.

Article V: ENSEMBLE Policies

- A. No member shall engage in any act or activity while representing Ensemble that would tend to create an unfavorable impression or unfavorable publicity or in any way be contrary to the general interest of Ensemble.
- B. Ensemble funds shall not be used to grant personal loans.
- C. No member of Ensemble, other than the President, shall have the power to sign any contract, legally obligate Ensemble, or incur any expense in the name of Ensemble without prior approval of the President.
- D. Ensemble shall not endorse any commercial enterprise or candidate for public office.
- E. Neither the name of Ensemble nor the names of its officers in their official Ensemble capacities shall be used in connection with a commercial concern nor with any partisan interest nor for any purpose other than the regular work of this Ensemble.
- F. All posts to any official Ensemble social media accounts (e.g., Facebook) will be available to all members of the site. All posts to official Ensemble social media accounts will take the form of an extension of Ensemble's website (e.g., Ensemble events, activities, and general information.) Communication will be respectful and polite, with interpretation of such determined by Ensemble Executive Board. Violators can and will be removed from the site's groups at the discretion of Ensemble's Executive Board.

Article VI: Officers Definition

1.0 Structure

Ensemble shall be led by a group of elected officers and appointed chairs known as the "Ensemble Board." The elected officers shall be collectively referred to as the "Executive Board".

2.0 Elections

- A. Executive Board officers shall be elected by the Ensemble membership. Such election shall be held annually no later than May.
- B. All officer positions described in Article 6 shall be elected yearly, and all Committee Chairs described in Article 8 shall be appointed yearly by the Executive Board. An incumbent interested in serving an additional term shall submit a nomination form. An officer may only serve up to four (4) consecutive terms. Additional terms of office will be allowed only in accordance with the terms of Article 5.
- C. Only Parents and legal guardians of Contra Costa School of Performing Arts students may run for Ensemble Board positions. A person may only run for one Executive Board position during any given election. In the event a vacancy remains for a committee chairperson after annual appointments, an Executive Board member may be appointed to one committee chair position

in addition to their Executive Board position. One member, not holding an executive board position, may be appointed to two committee chair positions in one year. No person may serve more than three terms in any single office, or four terms when at least one term is a co or shared term. Only one member of any household can service on the Board at any time.

D. The candidate with the most votes for a given position shall be elected to that position.

E. The election shall be conducted by an Election Committee, comprised of the following:

1. Secretary (Committee Chair) if the secretary cannot be the committee chair the Sergeant at Arms or an alternate committee chair
2. Four parents, who are not Executive Board officers
3. Two alternates, parents who are not Executive Board officers
4. One school staff member

If the Committee Chair is running for office, a current Executive Board officer who is not running for office shall serve on the Election Committee, appointed by the Executive Board. If there is no such Executive Board officer, the Election Committee is reduced by one member, and the Election Committee will select one of its members to serve as chairperson.

F. The members of the Election Committee shall be approved by a majority vote of the Executive Board and are prohibited from holding office in the succeeding school year.

G. The Election Committee shall:

1. Publicize available Executive Board and Committee Chair positions; define job responsibilities and request nominations from the parent body.
2. Seek additional potential candidates through recommendations from staff members, current committee chairpersons, and current Executive Board officers.
3. Confirm interest of candidates.
4. Post and maintain an updated list of candidates.
5. Conduct no later than the election at the May General Meeting.
6. Notify the officers of their election and publish a list of the new Executive Board for the general membership.

H. A new board welcome meeting will be held in August.

I. After the installation of the new officers, in the event of a vacancy on the newly elected Executive Board, the newly elected Executive Board shall consider nominations and appoint an officer by majority vote of the newly elected Executive Board officers.

3.0 Term of Office and Fiscal Year

The fiscal year and term of office of all Executive Board officers and committee chairpersons shall commence on the first day of July and end on the last day of June. Any Executive Board officers and committee chairpersons appointed between July 1 and June 30 shall assume responsibility for their positions upon appointment.

Article VII: Duties of Officers

1.0 Definition

The term officers shall apply to both elected parent members of the Executive Board and to the faculty positions selected by the Contra Costa School of Performing Arts administration. The duties of the officers are described herein.

A. President

1. Maintain position responsibilities binder.
1. Act as Chief Executive Officer of, subject to the control of the Executive Board, with authority for general supervision, direction, and control of the business, officers, and committee chairpersons. The President must have served one term in an Ensemble Executive Board position or have had previous board experience prior to assuming this office.
3. Attend all meetings of the general membership, Executive Board and any other meetings the Executive Board deems, by majority vote, to be mandatory. The President may be excused from attending a meeting if the Executive Vice President is notified and agrees to allow the absence.
4. Preside at all meetings of the general membership and Executive Board.
5. Serve as an ex officio member of all Ensemble committees, unless otherwise specified.
6. Act as an authorized signatory on Ensemble checks drawn on Ensemble accounts. In the event of co-presidents, only one president may sign on any one check.
7. Review and sign contracts and any agreement that obligates to \$500.00 or more; or beyond the current school year.
8. Represent the Executive Board when official representation is required or appoint a representative, as needed.
9. Have the general powers and duties of management usually vested in the office of chairperson.
10. Authorized Signer on Bank Account
11. NOT vote on any Ensemble or Executive Board matter unless there is a tie, the vote is by secret ballot, or as set forth in the procedures for removing a committee chairperson or Executive Board member from office.

B. 1st Vice President

1. Maintain position responsibilities binder.
2. Serve as aide and substitute for President.
3. Spring Fundraising Chairperson
4. Authorized Signer on Bank Account

C. 2nd Vice President

1. Maintain position responsibilities binder.
2. Fall Fundraising Chairperson.
3. Authorized Signer on Bank Account

D. Treasurer

1. Maintain position responsibilities binder.
2. Signatory on accounts.
3. Responsible for maintaining account balances.
4. Responsible for accounting procedures at events.
5. Prepares annual financial statement for the year serving as Treasurer.
6. Submits books for the annual records inspection by an independent CPA as agreed upon by the Officers and the CPA. In addition the CPA will prepare the annual

information reports necessary for taxing authorities.

7. Independent CPA to be selected and approved by majority vote of the President, 1st Vice President and 2nd Vice President.
8. Authorized Signer on Bank Account but can only sign checks in the event that no other authorized signer is available.
9. Initial and date Bank Reconciliation once completed

E. Financial Secretary

1. Maintain position responsibilities binder
2. Receive and deposit monies from all major fund raising activities. Provide original receipts to Treasurer.
3. Maintain possession of credit card processing equipment and handle all credit card transactions. Provide original receipts to Treasurer.
4. Assist Treasurer with financial reports, as necessary.
5. Perform other duties requested by the President.
6. Review Bank Statements and initial prior to giving to treasurer
7. Review Bank Reconciliation completed by treasurer and initial and date

F. Secretary

1. Maintain position responsibilities binder.
2. Maintains records and logs equipment inventory.
3. Attend all Executive Board and any other meetings the Executive Board deems, by majority vote, to be mandatory. The Secretary may be excused from attending a meeting if the Executive Board is notified and agrees to allow the absence.
4. Prepare and distribute minutes.
5. Prepare outside correspondence.
6. Prepare public notices.
7. Manage Ensemble calendar
8. Authorized Signer on Bank Account
9. Maintain historical records of the Board.
10. Maintain organization of bylaws.

G. Communications Coordinator

1. Maintain position responsibilities binder.
2. Responsible for managing Ensemble website with assistance of volunteers.
3. Prepare posts and manage incoming information about upcoming events and fundraisers to be sent in a Weekly Email Blast (CoCoSPA Info), placed on the Ensemble Facebook Page, and on the Ensemble Website.

H. Fundraising Chairperson

1. Maintain position responsibilities binder.
2. Responsible for maximizing corporate donation programs like: ESCRIP, Target, grocery store club cards and Box Tops for Education.
3. Discovering other previously unexplored fundraising programs.

I. Sergeant-At-Arms

1. Maintain position responsibilities binder.
2. Maintains a binder with all Committee chairpersons and committee descriptions.
3. Attend all Executive Board and any other meetings the Executive Board deems, by majority vote, to be mandatory. The Sergeant-At-Arms may be excused from attending a meeting if the Executive Board is notified and agrees to allow the absence.
4. Maintain order at meetings.
5. Ensure Board actions are in accordance with bylaws.

J. Volunteer Coordinator

1. Maintain position responsibilities binder.
2. Responsible for coordinating Choice Lunch (Main contact person and coordinating volunteers) to ensure the lunch program runs smoothly.
3. Responsible for creating and maintaining email and contact groups of all Ensemble volunteers, sending reminder email notifications to scheduled volunteers prior to of events, calling potential volunteers to assist at events as needed, and creating sign-up genius for events.
4. Meet with Principal to identify school events in need of volunteer assistance throughout the year.
5. Coordinate volunteers at events, or designate a “coordinator.”

K. Social Events Coordinator

1. Maintain position responsibilities binder.
2. Heads all aspects of organizing and running the Back to School BBQ (or designated replacement event).
3. Responsible for organization and planning of the Fall and Spring Teacher events (Welcome Luncheon and Teacher Appreciation Week, respectively).

2.0 All Positions

- A. Perform other duties as required in accordance with the by-laws.
- B. Turn over to the Sergeant-at-Arms, without delay, all records, books, and other materials pertaining to their office within fourteen days of the end of their term. If a successor is not appointed all records are to be turned in at the June meeting.
- C. Turn over to the Treasurer, without delay, all receipts and funds pertaining to their office within fourteen days of the end of their event/fundraiser.
- D. Attend all meetings of the general membership, Executive Board and any other meetings the Executive Board deems, by majority vote, to be mandatory.
- E. Assist in transition to elected replacement person.
- F. Meet with the administration to review Contra Costa School of Performing Arts policies pertaining to Parent-Teacher Organizations.
- G. All Executive Board members will use official Ensemble social media accounts (e.g., Facebook) only as an extension of Ensemble's website (e.g., Ensemble events, activities, and general information.) and will use these sites to communicate openly with one another. Communication will be respectful and polite, with interpretation of such determined by Executive Board. Violators can and will be removed from the site's groups, at the discretion of Executive Board.

Article VIII: Committees

1.0 Definition

The Executive Board shall annually determine committees and shall appoint committee chairperson(s) for each committee.

- A. The committee chairperson(s) will oversee all aspects of the committee's activities, projects or events, including volunteer coordination and full record keeping.

- B. A committee binder will be given to the committee chairperson(s). This binder will contain a detailed description of all committee responsibilities, a recommended timeline for completing them, a copy of the committee's approved budget, and a list of volunteers who are interested in serving on the committee. The current committee chairperson(s) will maintain and update the information in this binder, adding copies of all records from the current year's events. The binder must be returned to the Sergeant-at-Arms upon completion of the event and no later than the last day of the current fiscal year.
- C. All funds generated by the committee shall be counted in the presence of the chairperson and then given immediately to the financial secretary or a pre-designated executive board member (excluding the Treasurer) for deposit.
- D. The committee chairperson(s) is responsible for keeping the President informed of all ongoing activities concerning the event.
- E. Perform other duties requested by the President.
- F. Upon expiration of the term of office or in case of resignation or removal, Committee chairs shall turn over all records, books and other materials pertaining to their position and in their possession to the Sergeant-at-Arms and any outstanding Ensemble funds to the Treasurer.
- G. All Committee Chairs will use official Ensemble social media accounts only as an extension of Ensemble's website (e.g., Ensemble events, activities, and general information) and will use these sites to communicate openly with one another. Communication will be respectful and polite, with interpretation of such determined by Executive Board. Violators can and will be removed from the site's groups, at the discretion of Executive Board. All Ensemble events should be advertised on social media.

Article IX: School Liaison Positions

1.0 Definition

These positions, while not officers of the Board, are administrative members of the Board and will be filled by faculty members of the Contra Costa School of Performing Arts. Level of involvement shall not conflict with the policies and procedures established for employees of the Charthouse Public Schools. Voting privileges of school staff positions will be in accordance with the policies and procedures established for employees of the Charthouse Public Schools. Each school staff position will have one general membership vote to be exercised in accordance with the Charthouse Public School policy.

A. Site Administrator

1. This position is filled by the principal or their designee
2. Responsible to regularly attend Ensemble Board meetings
3. Facilitate communication, report staff needs, requests and concerns to Ensemble board.
4. Interpret staff position involvement in accordance with charter school policies.
5. Act as liaison between ChartHouse Public Schools Board and Ensemble Board.

B. Arts Department Representative

1. Facilitate communication of staff needs, requests, and concerns to Board.
2. Responsible to meet regularly with CoCoSPA staff to report Board actions, and to facilitate communication of Ensemble Board needs, requests and concerns to staff.
3. Responsible for communicating with Board in the planning of Teacher appreciation days

4. Staff selects person filling position.

C. Academic Department Representative

1. Facilitate communication of staff needs, requests, and concerns to Board.
2. Responsible to meet regularly with CoCoSPA Staff to report Board actions and facilitate communication of Ensemble Board needs, requests and concerns to staff.
3. Responsible for communicating with Board in the planning of Teacher appreciation days.
4. Staff selects person filling position.

1.1 All Positions

- A. Perform other duties as required in accordance with the by-laws.
- B. Turn over to the Sergeant-at-Arms, without delay, all records, books, and other materials pertaining to their office within fourteen days of the end of their term. If a successor is not appointed all records are to be turned in at the June meeting.
- C. Turn over to the Treasurer, without delay, all receipts and funds pertaining to their office within fourteen days of the end of their event/fundraiser.
- D. Attend all meetings of the general membership, Executive Board and any other meetings the Executive Board deems, by majority vote, to be mandatory.
- E. Assist in transition to elected replacement person.

ARTICLE X: Resignation and Removal from

Office

1.0 Resignation from Office

A. Executive Board Officer

An Executive Board officer may resign from office if the resignation is presented in writing and personally delivered to the President. The President must immediately advise the Executive Board of the resignation. In the event the President chooses to resign, the President must deliver the written resignation to the 1st Vice President, who will immediately advise the Executive Board. In the event of resignation prior to the termination of the Treasurer's term of office, the Treasurer must prepare a final financial report before the resignation may be considered.

B. Committee Chairperson

A committee chairperson may resign from office if the resignation is presented in writing and personally delivered to the President along with all records, books, Ensemble money and other materials pertaining to the committee. The President must immediately advise the Executive Board of the resignation.

2.0 Removal from Office

- A. Any Executive Board officer or committee chairperson may be removed from office when the Executive Board determines by a two-thirds vote that one or more of the following grounds for removal exist:
 1. The person fails to fulfill the responsibilities of the position.

2. The person significantly interferes with the operation of the Executive Board, Ensemble, or CoCoSPA.
3. The person knowingly violates one or more Ensemble policies and/or procedures in a significant manner.

B. Steps for removal from office shall include:

1. Three or more Executive Board officers challenge the fitness of a committee chairperson or other Executive Board officer to continue to serve and bring the issue to the President.
2. The President notifies the person in question and all other Executive Board officers within two days of becoming aware of the challenge.
3. The President calls a special meeting with the person in question and Executive Board officers. Three days notice must be given prior to the meeting. If the person in question does not agree to a meeting within 14 days, the Executive Board will set a meeting date by majority vote.
4. Each Executive Board officer who challenges the fitness of a committee chairperson or other Executive Board officer must present the potential grounds for removal from office and offer supporting evidence.
5. The person in question must have an opportunity to respond to the issues.
6. All Executive Board officers, including the one who may be challenged, are required to vote in writing on whether there are grounds for removal from office of the person in question. This vote takes place immediately if all the Executive Board officers are present and the person in question has had an opportunity to respond. If not all Executive Board officers are present or the person in question has requested additional time to respond, the President must put the potential grounds for removal in writing and distribute this document to all Executive Board officers and the person in question within two school days. The person in question shall have three school days to respond to the President. The President must distribute the response to all Executive Board officers within one school day of receiving the response. If the person in question fails to respond, the President shall notify all Executive Board officers and the Executive Board will vote on the grounds for removal at the next possible opportunity.
7. All Executive Board officers must vote by secret ballot. A two-thirds vote on the grounds for removal of the person in question. A two-thirds vote is required to remove the person in question. The Sergeant-at-Arms will collect and count the vote unless the Sergeant-at-Arms is the person in question, in which case the President shall count the vote.
8. The President shall notify the person in question of the voting results immediately.
9. Such proceedings shall be kept confidential, electronically recorded, and be closed to the general membership.
10. Refer to Article VI section I for proper procedure to fill a vacant office or committee.

ARTICLE XI: Ensemble Bank Accounts

1.0 Definition

All monies of, shall be deposited by the Financial Secretary or pre-designated executive board member (excluding the Treasurer) in one or more federally insured banks or savings and loans approved by the Executive Board. No account of shall ever exceed FDIC limits.

- A. The authorized signatories of the account(s) shall be the President, 1st Vice President, 2nd Vice President, Secretary and Treasurer on a joint account basis. Any two of the authorized signatures shall be required to validate checks drawn on the account(s) and on debit card purchases/receipts. The Treasurer may only sign checks in the event that no other authorized signer is available. When the treasurer does sign checks a 3rd signature is required to be obtained on the back up documents. In the event of co-officers for one or more of the authorized signatory positions, only one officer for each position may sign on anyone check.

- B. The account(s) shall be carried in the name of Ensemble.
- C. The Financial Secretary shall open and review all bank statements monthly for control of proper handling and disbursement of Ensemble funds.
- D. Any unintended carry over funds over the amount of \$2,500 need to have a detailed written intent prior to the next fiscal budget being adopted.

2.0 Disbursements

- A. Disbursements shall be made in accordance with the annual budget, by a two-thirds majority vote of the General Membership at a properly convened meeting, or these bylaws.
- B. Disbursement adjustments to the approved annual budget can be proposed by any officer of the Executive Board and approved by two-thirds majority vote of the Board.
- C. Cash advances may be made to an Executive Board officer or a Committee Chairperson to make purchases for a specific event or line item that falls under their responsibilities.
 - 1. Any one cash advances may not exceed \$500.
 - 2. The named individual whose signature appears on the cash advance form is personally liable for this advance until appropriate receipts are forwarded to Treasurer.
 - 3. Supporting documentation (dated on or before the date of the event) is required within **ten (10) days**. Any excess funds must be turned over to Financial Secretary for deposit into checking account **within seven (7) days**.

3.0 Standard Accounting Practices

- A. All Cash is to be counted by two (2) parties, a cash collection sheet must be completed and signed by both parties. Treasurer does not count/touch any cash.
- B. Checks issued must have back up.
- C. Checks are to be signed at a meeting by 2 authorized signers. If the treasurer signs a check a third signature is required on the back-up for that check.
- D. All debit card purchased are to be signed at a meeting by 2 authorized signers.
- E. The financial secretary is to review bank statements to ensure that all cleared checks have 2 authorized signatures prior to turning it over to the Treasurer. Financial Secretary is to initial and date the bottom of all pages of the bank statement.
- F. Treasurer is to initial and date completed bank statement reconciliation and turn over to the Financial Secretary for review.
- G. Financial Secretary is to review completed bank statement reconciliation and initial and date.

Article XII: Meetings of Board and General Membership

1.0 Board Meetings

- A. An open meeting of Board shall be held once a month. Dates and time will be up to the discretion of Board.
- B. At least two General Membership meetings, called by Board, shall be held during the year. One should be held in the Fall and one in the Spring. Members shall be notified of each General Membership meeting by printed announcement.
- C. Special meetings shall be held at the discretion of the General Membership.
- D. **Robert's Rules of Order Newly Revised** shall be the parliamentary authority for all matters of procedure not specifically covered herein these bylaws.

2.0 Quorums

- A. A quorum is the minimum number of members required for holding meetings, conducting business or passing a vote.
- B. A Ensemble Board quorum is met when one half of the Executive Board officers (5) are present.
- C. A General Membership quorum is met when 3 officers of the Executive Board and 10 members of the General Membership are present.

3.0 Voting

- A. Business of the Board and decisions relating to policies and procedures shall be handled by a majority vote. Business of fiscal management shall be handled by a two-thirds majority vote.
- B. Each Executive Board position is entitled to one vote.
- A. Current standing committees are entitled to have one vote per committee.
- D. If any person holds more than one Executive Board position or Committee Chair position they are not permitted more than one vote.
- E. In the event that there are not enough Executive Board officers or General Members present to form a quorum, a conference call meeting can be called by the Executive Board. Guidelines regarding a quorum stated in Article XII, section 2.0 shall be followed.
 - 1. Votes will be counted by roll call as outlined in **Robert's Rules of Order Newly Revised**.
 - 2. Minutes for this meeting will be reviewed and passed at the following monthly Ensemble Board meeting.
- F. Proxy voting is allowed only with the prior submission to the Sergeant-at-Arms of a proxy statement signed by both parties.
- G. The Sergeant-at-Arms will tally all votes of the Executive board.
- H. See Article VII section 1.0, subsection A, # 9 for guidelines regarding the Executive Board President voting.

ARTICLE XIII Amendments and Revisions

- A. These bylaws may be amended or revised by a majority vote of Ensemble members

attending a properly convened meeting.

- B. At least ten (10) days written notice must be given to the membership, stating the proposed amendments or revisions, before such amendments or revisions may be properly considered by vote.
- C. Proposed amendments and justification of such amendments shall be submitted in writing to the Executive board, which shall present them to the General Membership. Amendments and changes will be effective immediately upon adoption.
- D. Submission and approval of Revisions Conflicts with Law. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California General Non-profit Corporation Law shall govern the construction of these by-laws. The Board as a whole shall have the final authority to interpret and explain these by-laws and the policies of, subject to the constraints of applicable laws and the authority of the courts and the state of California.