

# ARTICLES OF INCORPORATION

## I

The name of this corporation is: Willow Glen Performing Arts Boosters.

## II

This corporation 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.

## III

The specific purpose of this corporation is to promote and support the performing arts education and development opportunities, programs, and activities, for all students at Willow Glen Middle School and Willow Glen High School.

## IV

The name and address in the State of California of this corporation's initial agent for service of process is:

Katherine B. Doar  
1225 Pine Ave.  
San Jose. CA 95125

## V

This Corporation's initial street address and initial mailing address is:

2001 Cottle Ave.  
San Jose. CA 95125

## VI

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor statute). Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on

(a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or any successor statute) or

(b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 as amended (or any successor statute).

## VII

The property of this corporation is irrevocably dedicated to charitable purposes 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.

## VIII

Upon the dissolution or winding up of the corporation, its assets remaining after payment. or provision for payment of all debts and liabilities of this corporation shall be distributed to the Willow Glen Foundation, a California nonprofit public benefit corporation, if it then qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code. If the Willow Glen Foundation is no longer in existence or no longer qualifies under Section 501(c)(3) of the Internal Revenue Code (or any future corresponding provision), then the assets 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 IRC Section 501(c)(3).

## IX

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the 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.

# BY-LAWS OF THE WILLOW GLEN PERFORMING ARTS BOOSTERS

## ARTICLE I: CORPORATE IDENTITY

### Section 1

The name of this corporation is Willow Glen Performing Arts Boosters (hereafter "Corporation").

### Section 2

The principal offices of this Corporation shall be Willow Glen High School, 2001 Cottle Avenue, San Jose, CA 95125.

### Section 3

The Corporation shall have and continuously maintain in the State of California a registered office and a registered agent. This information shall be filed each year with the California Secretary of State, along with the names of the Corporation's officers.

### Section 4

This Corporation is organized under the Nonprofit Public Benefit Corporation Law of California for charitable purposes and is not organized for the private gain of any person. It is organized and operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law.

### Section 5

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

## ARTICLE II: CORPORATE OBJECTIVES

### Section 1

The objectives of this Corporation shall be:

- i. To receive, raise and administer funds for educational and charitable purposes, and to that end, to take and hold by bequest, device, grant, gift, purchase or otherwise, property or other items of value; to invest, reinvest or deal with the principal or income thereof in such manner as in the judgment of the Board of Directors, will best promote the purposes of the Corporation; except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, these bylaws, or applicable law.

- ii. Without limitation on the foregoing, one of the principal purposes of this Corporation is exclusively charitable and shall be to promote and support the performing arts education and development opportunities, programs, and activities for all students at Willow Glen Middle School and Willow Glen High School.
- iii. To do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for this Corporation to do or exercise under and pursuant to the laws of the State of California in order to accomplish any of the Corporation's purposes.

## Section 2

The Corporation shall not engage, nor shall any of its funds, property or income be used in carrying on propaganda, or otherwise attempting to influence legislation. The 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.

## Section 3

Discretionary funding of any endeavor by this Corporation shall not be subject to the control of outside entities, either public or private. It is the duty of the Directors to protect and preserve the autonomy of both the Corporation and its assets.

## Section 4

Notwithstanding Section 3, The Willow Glen Performing Arts Boosters is a School Connected Organization (SCO) of the San Jose Unified School District (SJUSD). As such it is subject to the guidelines provided in the most current version of The SCO Handbook published by SJUSD, and to any additional regulations on SCOs currently enforced by SJUSD. WGPAB is connected to two schools, Willow Glen Middle School and Willow Glen High School. Activities, and funds for activities, that take place on the campus of either school, or involve the students of either school, are subject to the approval of the principal of that school. Approval for the annual registration of WGPAB as an SCO with SJUSD is provided by the principal of the high school. Activities and programs, including fundraising, that involve both campuses and/or both student bodies should be approved by both principals.

# ARTICLE III: MEMBERSHIP

## Section 1

Membership of the Corporation shall be made up of adult persons committed to the preservation and improvement of performing arts education and programs at Willow Glen Middle School and Willow Glen High School, San Jose Unified School District, San Jose, California.

## Section 2

No fee shall be charged as a prerequisite to membership. There are no different classes of membership, and all members have the same voting rights and privileges.

## Section 3

The parents and legal guardians of each student at Willow Glen Middle and/or Willow Glen High School, along with the Administrators and Faculty of Willow Glen Middle School and Willow Glen High School shall be ex officio members of Willow Glen Performing Arts Boosters with full voting rights and privileges. Members of the community who wish to become members of the Corporation may provide their names and contact information to the Secretary of the corporation, with membership lasting until the beginning of the next school year or until they request removal from the list of members.

## Section 4

All members shall have the right to vote on the election of directors, on the disposition of all or substantially all of the Corporation's assets, on any merger, and on any election to dissolve the Corporation. Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law, including the right to vote on any amendment to the bylaws that would affect members' rights.

## Section 5

Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given in a timely manner to the staff member(s) responsible for staff and family communications (e.g. weekly newsletter) at each school. Notice shall also be posted at least 10 days before the meeting date on the publicly available website maintained by the corporation. Written notice shall also be given to those community members who have provided their contact information to the secretary, either personally, by electronic transmission by the Corporation, or by first-class mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address given by the member to the Corporation for purposes of notice.

## Section 6

Quorum at a meeting of members shall be 5 members, *including* at least 2 directors, present either in person or via telephone or videoconference. Approval of member actions requires a simple majority of the members (including directors) present.

Once quorum has been established at a meeting, business may continue to be conducted, as long as it is approved by a number of members equal to at least 50% of those who initially established quorum, even if the number of members present is less than quorum due to early departures from the meeting. If quorum is not established, a meeting of members may continue for the purposes of information sharing only, until such time as a quorum is established, or until a majority of the members present votes to adjourn.

## Section 7

In accordance with California Nonprofit Public Benefit Corporation Law, a meeting at which less than 1/3 of the voting membership is present may only take actions (other than adjournment) that have been included as a purpose of the meeting when notice of the meeting is given. Approval by the members of any of the following proposals, other than by unanimous approval, is valid only if the notice of the meeting, or written waiver of notice, states the general nature of the proposal or proposals:

- (1) Removing a director without cause,
- (2) Filling vacancies on the Board;
- (3) Amending the Articles of Incorporation or Bylaws; or
- (4) Electing to wind up and dissolve the Corporation.

## Section 8

The Board shall call an annual meeting of the members each Spring, at such date, time and place as the Board shall determine and other meetings from time to time as it deems necessary or advisable. The directors for the following fiscal year shall be elected at the annual meeting.

# ARTICLE IV: BOARD OF DIRECTORS

## Section 1

Subject to the limitations of the Articles of Incorporation and of these Bylaws regarding actions that require approval of members and of California law, the business and affairs of this Corporation shall be controlled by a Board of Directors. The Board of Directors shall have all power and authority provided by law for California Nonprofit Public Benefit Corporations. The responsibilities of the board of Directors shall also include all those enumerated in California Nonprofit law and the SJUSD Guidelines for SCOs.

## Section 2

The number of voting directors, including officers, shall not be fewer than three, nor exceed twelve, except during the May - June transition period. The exact number of directors for any given fiscal year shall be determined by a resolution adopted by the Board of Directors. The officers of the corporation shall be ex officio members of the Board, with full voting powers.

## Section 3

Prior to the annual meeting, the president shall appoint a nominating committee consisting of at least three members. The committee shall return a list of nominees, including at least 3 potential officers. The nominees' names shall be presented to the membership in the notice of the annual meeting. Additional nominees may be named at the AGM and each director shall be elected by majority vote of the members present at the AGM.

If there are more nominees than board positions then each voting member will have a number of votes equal to the number of positions and the nominees with the most total votes will fill the positions. If fewer directors are elected at the AGM than the number of positions available, the vacancies remain unfilled until additional nominations are approved at a subsequent meeting of members.

Directors elected at the AGM shall take office immediately and serve concurrently with the outgoing directors whose terms end on June 30; the end of the fiscal year. All directors have full voting rights during this transition period. The directors shall be elected for a term ending on June 30 of the current or upcoming fiscal year, for midterm or AGM elections respectively. Directors shall be eligible for re-election without limitation on the number of terms they may serve.

#### Section 4

In the event a vacancy exists, the vacancy may be filled by nomination of a substitute at a properly noticed general meeting. The membership, if present in quorum, shall vote on the new director, who shall be nominated from among the then-existing membership.

#### Section 5

The Board may declare the term of a director vacant by virtue of that director's absence at two consecutive Board meetings, or for any of the reasons enumerated in the California Nonprofit Public Benefit Corporation Law. The law also requires that vacancies created by removal of a director must be filled by a vote of the members.

#### Section 6

Any director may resign by giving written notice to the President and Secretary of the Corporation. The resignation shall be effective when notice is given, unless a later time is specified therein. Notwithstanding the foregoing, except upon notice to the Attorney General of California, no director may resign if the Corporation would be left without a duly elected director.

#### Section 7

No Director of this Corporation nor any other corporation, firm, association, or other entity in which one or more of this Corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this Corporation, unless

- (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, office, or financial interest are fully disclosed in good faith and noted in the minutes prior to the Board's consideration of such contract or transaction;
- (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote

sufficient for that purpose without counting the votes of the interested directors;

- (c) before authorizing or approving the transaction, the Board considers and in good faith decides, after reasonable investigation, that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
- (d) the Corporation for its own benefit enters into the transaction, which is fair and reasonable to the Corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this Corporation if it (a) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more Directors or their families *only* because they are in the class of persons intended to be benefited by the educational or charitable program of this Corporation.

## ARTICLE V: CORPORATE ACTION

### Section 1

The act of a majority of directors present in person *or via telephone or videoconference* at a meeting at which a quorum is present shall be the act of the Board of Directors.

In the event that there are 3 or fewer directors currently active, all must be present for quorum. Otherwise, a simple majority of the *current* directors, but no less than 3, present and in person or via telephone or videoconference, shall constitute a quorum for the transaction of business at any meeting of the board.

If quorum is not established, a meeting of directors may continue for the purposes of information sharing only, until such time as a quorum is established, or until a majority of the directors present votes to adjourn. If less than a quorum of directors is present at such a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice until a quorum is present.

Once quorum has been established at a meeting, business may continue to be conducted, as long as it is approved by a number of directors equal to at least 50% of those who initially established quorum, even if the number of directors present is less than quorum due to early departures from the meeting.

### Section 2

No action of the Board of Directors, other than to adjourn a meeting, shall be valid unless taken at a meeting at which a quorum is established, in accordance with section 1, except that any action which may be taken at a meeting may be taken without a meeting if a consent in writing (setting forth the action so taken) shall be signed by each director entitled to vote and is filed with the minutes of proceedings of the Board of Directors. Any director who has a material financial interest in a transaction to which the Corporation is a party and who is an "Interested Director" as defined in California Corporations Code Section 5233 is not entitled to vote and their consent shall not be required for approval of that transaction.

### Section 3

The Board of Directors shall meet at least two times per year. Annual meetings of the Board shall be held each year after the meeting of members at such precise date and time and place as fixed by resolution of the directors or by written consent of all directors. At such meetings, officer vacancies may be filled, reports on the affairs of the Corporation shall be considered, and any other business may be transacted that is within the powers of the directors.

In addition, special meetings of the Board for any purpose may be called at any time by the President, the Chairman of the Board or any two (2) Directors; such meetings shall be held at the place designated by the person or persons calling the meeting, and in the absence of such designation, at the Principal Office of the Corporation.

### Section 4

Notice of the time and place of special meetings shall be given to each director at the contact information on record at the Corporation by one of the following methods: a) personal delivery of written notice, b) first class mail, postage pre-paid; c) telephone, including a voice messaging system or other technology designed to record and communicate messages; d) facsimile; e) electronic mail or other electronic means. The notice shall specify the purpose of the meeting. Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by other means shall be sent at least forty-eight (48) hours before the time for the special meeting.

### Section 5

Notice of a meeting need not be given to any director, who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

### Section 6

The president or, in his or her absence, the vice president shall preside at meetings of the Board of Directors. The Secretary of the Corporation shall act as Secretary of the Board of Directors. The Board of Directors may adopt its own rules of procedure which shall not be inconsistent with the Bylaws.

### Section 7

No expenditure shall be made without Board approval. The Board shall maintain written policies regarding procedures for approving program and administrative expenses. These policies shall be made available to administrators and faculty of Willow Glen High School and

## ARTICLE VI: OFFICERS

### Section 1

The officers of the Corporation shall be President, Secretary, CFO/Treasurer and Vice President and such other officers as may be appointed in accordance with Section 2 of this Article. Any number of offices may be held by the same person, except that in accordance with the CNPBCL neither the Secretary nor the Chief Financial Officer/Treasurer may serve concurrently as either the President or the / Chairman of the Board. In accordance with SCO guidelines, no employee of SJUSD may serve as an Officer of the Corporation. These Officers, of which there must be at least 3, but preferably 4, constitute the Executive Board of the Corporation.

### Section 2

The officers of the Corporation shall be elected for the upcoming fiscal year by a majority vote of the membership at the annual meeting from among the directors elected at the AGM. The term of each officer elected at the AGM shall start on July 1st.

Officer vacancies may be filled at any meeting of the Board of Directors from among the qualified directors duly elected by the membership. Such terms will begin immediately.

Each officer shall hold office for a term ending June 30.

### Section 3

A director who is removed for cause is also removed as an officer, effective immediately. An officer may resign their office by giving written notice to the remainder of the Executive Board of the Corporation. The resignation shall be effective when a successor is duly elected, unless an earlier time is specified therein. In the event that urgent action is required within a resigned officer's purview before a successor can be elected, the action may be taken by another officer.

### Section 4

President: Subject to the control of the Board of Directors, the President shall have general supervision of the affairs of the Corporation. The President shall preside at all meetings of the Board of Directors, and shall have such other duties as assigned by the Board.

### Section 5

Secretary: The Secretary shall act as secretary of all meetings of the Board and be responsible for writing and archiving minutes of all meetings. The Secretary shall keep or cause to be kept, at the Corporation's Principal Office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and Committees of the Board, a copy of the Articles of Incorporation and Bylaws, as amended to date, and a record of the Corporation's members, other than ex officio members, showing each such member's name and contact information.. The minutes of meetings shall include the time and place the meeting was held, whether it was annual, regular or special, if special how authorized, the notice given and

the names of those present. The Secretary shall have such other duties as assigned by the Board.

#### Section 6

CFO/Treasurer: The Chief Financial Officer/Treasurer shall serve without bond and be responsible for the accounting of all monies of the Corporation, including depositing and/or investing them in accordance with policy adopted by the Board. The CFO/Treasurer shall also have the responsibility to preserve and maintain the records as required for annual audit and adequate and correct books and accounts of the Corporation's properties and transactions. The CFO/Treasurer shall send or cause to be given to the members and Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times. The CFO/Treasurer shall have such other duties as assigned by the Board.

Unless the Board has elected a separate Treasurer, the Chief Financial Officer will be deemed to be the Treasurer for purposes of giving any reports or executing any certificates or other documents.

#### Section 7

Vice President. In the absence of the President, the Vice President shall perform the duties of the President. The Vice President shall have such other duties as assigned by the Board.

### ARTICLE VII: COMPENSATION

#### Section 1

Neither the members of the Corporation, nor Directors or officers thereof, shall receive, directly or indirectly, any compensation for their service as such, provided nothing herein shall prevent reimbursement of expenses incurred on behalf of the Corporation.

#### Section 2

This Corporation shall not lend any money or property to or guarantee the obligation of any Director or officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a Director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by the Corporation.

### ARTICLE VIII: COMMITTEES

#### Section 1

The Board by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create, modify or eliminate one (1) or more Committees, each consisting of two (2) or more Directors and no persons who are not Directors, to serve at the pleasure of the

Board. Appointments to Committees of the Board shall be by majority vote of the Directors then in office.

Subject to the limitations of Section 4 of this Article, any such Committee, to the extent provided in the Board resolution, shall have all the authority of the Board, except that no Committee, regardless of Board resolution, may:

- (a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the Board or on any Committee that has the authority of the Board;
- (c) Fix compensation of the Directors for serving on the Board or on any Committee,
- (d) Amend or repeal Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- (f) Create any other Committees of the Board or appoint the members of Committees of the Board;
- (g) Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected; or
- (h) Approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

## Section 2

Meetings and actions of Committees of the Board shall be governed by, held and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions except that the time for regular meetings of such Committees and the calling of special meetings of such Committees may be determined by Board resolution or, if there is none, by resolution of the Committee of the Board.

Minutes of each meeting of any Committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any Committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the Committee may adopt such rules.

## Section 3

The Board may also create one or more advisory committees which include non directors as members. Such advisory committees are not Committees of the Board and may not exercise any Board powers. Except as otherwise provided, the President shall appoint members and designate the chair of various advisory committees. These may include, but are not restricted to, fundraising committee, grants committee, and events committee. The chair of each advisory committee and members may be selected from the membership at large. Advisory committees

shall serve at the pleasure of the Board under such rules and regulations as the Board may approve.

#### Section 4

The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

### ARTICLE IX: ANNUAL REPORT

#### Section 1

The Board shall make available a written report annually to all members of the Corporation and the Directors within 120 days after the end of the Corporation's fiscal year. The report shall contain the following information, in appropriate detail, for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds.
- (c) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes.
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes.

The annual report shall be accompanied by any report on it of the independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records

#### Section 2

As part of the annual report, or as a separate document if no annual report is issued, the Corporation shall annually prepare and furnish to each Director a statement of any and all transactions and indemnifications of the following kinds within one hundred twenty (120) days after the end of the Corporation's fiscal year:

##### (a) Any transaction

- (i) in which the Corporation, its parent, or its subsidiary was a party,
- (ii) in which an "interested person" had a direct or indirect material financial interest, and
- (iii) which involved more than \$50,000, or was one of a number of

transactions with the same interested person involving, in the aggregate, more than \$50,000.

For this purpose, an "interested person" is any Director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest). The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

- (b) Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation under Sections 1,2, and 3 of Article X of these Bylaws.

## ARTICLE X: INDEMNIFICATION

### Section 1

Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporation's Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 5328(a) of the California Corporations Code.

### Section 2

Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly proceed in accordance with Section 5238.

### Section 3

Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by

the Corporation for those expenses.

#### Section 4

Insurance. The Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

### ARTICLE XI: BYLAWS

#### Section 1

The Bylaws may be amended by the affirmative vote of the majority of the qualified directors present and voting at any meeting at which a quorum is present. No action shall be taken to amend any bylaw unless written notice of the proposed amendment(s) shall have been given to the Board of Directors at least ten days prior to the meeting (if delivered by first class mail) or at least 48 hours prior to the meeting (if delivered personally or by email).

#### Section 2

These Bylaws shall become effective immediately on their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors in adopting them as herein provided, provides they are to become effective at a later date.

#### Section 3

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

### ARTICLE XII: DEDICATION AND DISSOLUTION

#### Section

All corporate property and assets are irrevocably dedicated to the charitable purposes set forth in Articles I and II, above. No part of the net earnings, property or assets of this Corporation shall inure to the benefit of any private person or individual, or to any Director or Officer of the Corporation.

#### Section 2

On the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all of the Corporation's debts and liabilities shall be distributed to a non-profit organization that 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 of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law and under Section 23701d of the California Revenue and Taxation Code, as amended, or the corresponding provision of any future California revenue and taxation law, or to a state or local government for public purposes.

### Section 3

This Article may not be amended without the approval of two-thirds (2/3) of the Directors of this Corporation.

## ARTICLE XIII: MISCELLANEOUS

### Section 1

It is the intention of the Corporation to conduct its affairs in such a manner as to maximize the opportunity for input by the membership and to utilize the talents and abilities of each to the greatest extent possible, provided that the liabilities and responsibilities of the Board of Directors shall not be diminished, delegated or abdicated.

### Section 2

The Corporation shall handle any potential conflicts of interest as defined in the Conflict of Interest Policy attached to these Bylaws.

### Section 3

Unless the Board of Directors shall select another date through a duly adopted resolution, the fiscal year of the Corporation shall begin on the first day of July each year, and end on the 30th day of June in the following calendar year.

## CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected Secretary of the Willow Glen Performing Arts Boosters, a California nonprofit public benefit corporation, and that the foregoing Bylaws, comprising thirteen (13) articles and fourteen (14) pages, constitute the Bylaws of said corporation as duly adopted by the Board of Directors by unanimous consent on September 9, 2025;

IN WITNESS WHEREOF, I have hereunto subscribed my name this 9th day of September, 2025.

---

Anne Dickson, Secretary of Willow Glen Performing Arts Boosters

### History of Amendments

The *original* bylaws, after having been read, article by article, were adopted by the Board of Directors and certified by the secretary of the Willow Glen Performing Arts Boosters, at the meeting held on the 10<sup>th</sup> day of September 2013.

The bylaws were amended in 2024 to reflect new officer titles and roles. The term of office for directors was also set to specifically end on June 30 each year. Those amendments were approved by the board on May 14 2024.

These bylaws were further updated in three stages in May and June 2025, including ratification by the membership where appropriate. The final result of those revisions, set out above, were adopted by the Board of Directors and certified by the secretary of the Willow Glen Performing Arts Boosters, at the meeting held on the 9th day of September 2025.

Jannean Pisoni, President

Anne Dickson, Secretary

Katie Davis, Treasurer

Amy Hibbs, Vice President