

SARATOGA THEATRE ARTS
BYLAWS of SARATOGA THEATRE ARTS
A California Non-Profit Public Benefit Tax Exempt Organization

Article I: Name and Purpose

Section A:

The name of this corporation is and shall be SARATOGA THEATRE ARTS, located in the city of Saratoga, County of Santa Clara, State of California.

Section B:

The corporation is a non-profit, tax-exempt, public benefit corporation organized exclusively for the charitable, scientific, literary, or educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or corresponding Section of any future Federal tax code.

Section C:

The purpose of the SARATOGA THEATRE ARTS is to promote and encourage community support of the Drama programs at Saratoga High School and the Los Gatos-Saratoga Union High School District (LGSUHSD) with the following objectives:

- a. To provide financial support for the Drama programs.
- b. To provide volunteer assistance to the Drama programs.
- c. To involve the community in supporting the Drama programs.

The Drama programs include school plays, musicals, student productions, and dramatic or theatrical presentations at Saratoga High School and the Los Gatos-Saratoga Union High School District (LGSUHSD).

Article II: Donations

Section A:

SARATOGA THEATRE ARTS is open to any individual or family or organization who donates to the defined purpose.

Section B:

Donors can request matching of funds from corporations where employees are eligible and meet the corporation's requirements.

Section C:

A donor to SARATOGA THEATRE ARTS is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Article III: General Meetings

Section A:

Monthly meetings of the elected officers and donors shall be held at such regular time as designated at the June Board Meeting. The Annual and Semi-Annual meetings may serve as the monthly meeting for the month during which the meeting occurs.

Section B:

The Annual Meeting will be held no later than June for the election of officers and review of the year's activities. The Semi-Annual meeting will be held by November. The agenda will include the Financial report for the previous fiscal year and formal budget approval for the current year.

Article IV: Special Meetings

Section A:

A special meeting may be called by the President or by a majority of the board. All SARATOGA THEATRE ARTS donors must be notified, in writing (via electronic mail), of the general nature of the matters that will be acted upon in a special meeting, no less than 5 days, nor more than 90 days, in advance of the meeting. A quorum for a special meeting shall consist of those present, including at least two-thirds (2/3) of elected officers.

Article V: Officers

Section A:

The elected officers shall be President, Vice President for Donations, Vice President for Fundraising, Recording Secretary and Treasurer. The President may appoint a Parliamentarian and Auditor. Each of these Board positions may be filled by one or two individuals. Employees of the school or district may not serve as officers.

Section B:

Each officer shall have donated to SARATOGA THEATRE ARTS for the year in which elected to serve. Spouses may not have check-signing authority at the same time.

Section C:

Officers will be elected for a one (1)-year term. The term of office begins on July 1 and runs through June 30 of the following year. This coincides with the fiscal year of the corporation. Officers can hold no more than two (2) STA board positions at a time.

Section D: Duties of Officers

1. **The President:** The President shall be the executive officer of SARATOGA THEATRE ARTS. The President shall preside at regular and special meetings and at meetings of the SARATOGA THEATRE ARTS. The President may appoint committee members and supplemental Board members to committees, as he or she shall see fit except for the nominating committee, which is elected by the Board. The President shall report all action of general interest taken by the SARATOGA THEATRE ARTS Board to the donors. The President shall coordinate the work of all the officers and committees.
2. The Vice President for Fundraising shall be responsible for the function of general chairperson of fundraising.
3. The Vice President for Donations shall be responsible for the function of general chairperson of donations.
4. The Recording Secretary shall (a) be responsible for the Minutes of all general and Board meetings; (b) chair the nominating committee.
5. The Treasurer shall: (a) collect donations; (b) receive and disburse all funds; (c) keep an accurate record of all receipts, disbursements, and bank accounts; (d) be responsible for the preparation and filing of all required reports and returns to governmental agencies.
6. If appointed, the Auditor shall audit the books of the association at the end of the fiscal year's business, upon the resignation of the treasurer, or at any time deemed necessary.
7. If appointed, the Parliamentarian a) shall assist the President at meetings to ensure correct parliamentary procedure, b) organize the nominating committee and c) maintain the current copy of the bylaws.

Article VI: Voting

Section A:

A simple majority of those present, either physically in person, on video or via email, and entitled to vote, including at least 2/3 of elected officers, shall be required for binding action at any regular or special meeting. Each donor shall be entitled to one (1) vote. The Saratoga High School's Drama Director and Associate Directors shall be entitled to vote.

Section B:

The meeting in May or June shall be the annual election meeting at which time officers shall be elected. At least fifteen (15) days prior notice of the annual election meeting must be given to donors. Notice shall contain the names of all nominees for office as designated by the nominating committee.

Section C:

E-mail voting is permitted. The Secretary shall record the total number of votes in favor; total number of votes opposed; record all comments received anonymously; and list the names of respondents who participated in the vote. The Secretary will send out the supporting documentation to the Board. The supporting documentation will serve as an addendum to the minutes of the meeting held.

Article VII: Election of Officers

Section A:

The nomination committee shall consist of three (3) board members of SARATOGA THEATRE ARTS.

Section B:

The slate of nominated officer candidates shall be sent to the donors in writing no later than fifteen (15) days prior to the election.

Section C:

Elections shall be held at the May or June meeting, either physically in person, on video or via email, at which time further nominations may be made from the floor. If a nomination is made from the floor, the vote shall be for those present and entitled to vote.

Section D:

All officers shall serve for a term of one (1) year and may be reelected for additional terms.

Section E:

Vacancies in elected office: In the event of a vacancy in any elected office, the elected officers shall appoint a member to fill such office for the unexpired portion of the term.

Article VIII: Saratoga Theatre Arts Board

Section A:

The SARATOGA THEATRE ARTS Board shall consist of the elected officers and members of the Board appointed by the President. The Saratoga High School's Drama Director and Associate Directors are and shall be members of the Board.

Section B:

Subject to the provisions of the California Nonprofit Corporation law and any limitation of the Articles of Incorporation and these bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by and under the direction of the SARATOGA THEATRE ARTS Board.

Section C:

The duties of the Board shall include reviewing and going over such business matters as may properly come before it.

Section D:

The SARATOGA THEATRE ARTS Board shall review the bylaws of this corporation every other year.

Article IX: Compensation

Section A:

No compensation shall be paid, directly or indirectly, by the corporation in cash or in any other form, to any officer, director, employee or contractor for any services performed to the corporation or for its benefit. This section is a permanent irrevocable portion of the bylaws of this corporation and shall not be deleted, superceded or invalidated by any action of any member, director, trustee, officer or employee of the corporation.

Article X: Disbursement of Funds

Section A:

The proceeds of the year's operation of the corporation shall be used solely to benefit Drama programs as set forth in Article I, Section C, of these bylaws. All expenditures must receive prior Board approval.

Section B:

The fiscal year for the association shall be from July 1 to June 30.

No later than the last fiscal year meeting, the Board shall approve an initial annual budget of income and expenditures for the coming fiscal year. An amended budget shall be presented to the members of the association no later than the

November meeting of each fiscal year, reflecting actual participation in the Drama program.

Section C: Disbursement of funds

Disbursement of funds for expenditures in the budget needs to be authorized at monthly meetings by a majority of those present, either physically in person, on video or via email.

Individual expenditures not in the budget, including those related to fundraising, must be approved by a majority vote at any monthly meeting, including a majority of the elected Board members. Expenses that have not followed this process will not be reimbursed.

SARATOGA THEATRE ARTS will share a Memorandum of Understanding with the Chief Business Officer of LGSUHSD outlining outside services needed. SARATOGA THEATRE ARTS will pre-pay or reimburse the district for those outside services. The district will be responsible for processing individuals providing the outside services including onboarding, payment, and tax filings.

SARATOGA THEATRE ARTS may do fundraising events and donate those funds to the Associated Student Body (ASB) in support of student activities including field trips.

Requestors of reimbursement must complete an expense reimbursement form to be signed by the Treasurer or President.

Section D: Checks and Notes

The President and the Treasurer shall have check signature authority for the disbursement of funds as noted in Section C above.

No credit cards may be taken out in the organization's name. A debit card may be used for ATM deposits or expenses previously authorized. Bank signers may not serve as Auditor or Recording Secretary in the next year.

Section E: Gifts

The Board may accept on behalf of the organization any contribution, gift, bequest, or device for the nonprofit public benefit purposes of this organization. However, the corporation shall not accept any contribution of real property; contribution easements; closely held securities; intellectual property such as patents, trademarks and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes or other vehicles; or collectibles of any type.

Section F: Limitation on power

Neither donors nor the SARATOGA THEATRE ARTS Board shall have any power or authority to borrow money to incur indebtedness to encumber any present or future Board or donors of this non-profit corporation.

Section G: Annual Report to members

At the November meeting the Board shall make an annual report to the donors containing a statement of the revenue and expenditures of the corporation, a

statement of the assets and any liabilities of the corporation at the end of the fiscal year, and the Auditor's report if completed.

Article XI: Power Limitations

Section A:

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by an association exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section B:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its donors, members, directors, trustees, officers, or other private persons. This section is a permanent irrevocable portion of the bylaws of this corporation and shall not be deleted, superceded or invalidated by any action of any donor, member, director, trustee, officer or employee of the corporation.

Article XII: Amendment of Bylaws

Section A:

The bylaws will be reviewed every other year. Proposed amendments to the bylaws require a two-thirds (2/3) majority vote of the SARATOGA THEATRE ARTS Board.

Article XIII: Dissolution

Section A:

Upon the dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to one or more nonprofit funds, foundations, or organizations which have established their tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code and which have goals consistent with this organization, e.g., the Saratoga High School and its Drama Department.

Article XIV: Standing Rules:

Section A:

Standing rules may be adopted by the Board to be in effect during the fiscal year of the association.

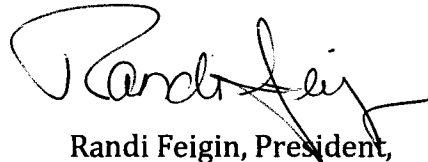
Standing Rules address the administration of the organization. These rules are considered main motions. They do not need previous notice to be adopted by a majority vote. They can be suspended for the duration of a meeting and can be rescinded without previous notice by a two-thirds vote, and majority vote with previous notice. These rules remain in effect until the assembly rescinds them.

Section B:

Rules may be revised annually prior to the June meeting.

This is to certify that the forgoing is a true and correct copy of the bylaws of the corporation named in the title of these bylaws and that such bylaws were duly adopted by the SARATOGA THEATRE ARTS, a California non-profit corporation on April 22, 2021.

Date: 04/23/2021

A handwritten signature in black ink, appearing to read "Randi Feigin". The signature is fluid and cursive, with a large initial "R" and a long, sweeping underline.

Randi Feigin, President,
SARATOGA THEATRE ARTS
2020/2021

*Bylaws approved at Board
meeting on April 22, 2021
Signed original is filed in
President's Binder