



STAR ARTS EDUCATION
Board Manual

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Mission

The mission of STAR Arts Education is to provide excellent arts programs to young people that are fun, engaging, and educational. Through positive experiences on stage, screen, and behind the scenes STAR Arts Education celebrates diverse communities and exposes young people to the joy of participating in the creative process.

Vision

STAR is a performing arts (theater, dance, music) learning community centered on fun and focused on young people creating learning and performing in joyful harmony. STAR is a place where aspiring theater artists, professionals, and teachers who delight in working with children can share the love and joy of creating and performing outstanding theater for audiences of all ages.

Core Values

Love

Trust

Unity

Community

Imagination

Excellence

Organizational History

IN PROGRESS

By-Laws

ARTICLE I **Introductory Definitions of By-Laws**

1.01 These by-laws constitute the code of rules adopted by STAR ARTS EDUCATION for the regulation and management of its affairs.

Purposes and Powers

1.02 The purposes of the organization are as stated in its Articles of Incorporation. The organization shall have such powers as are now or may hereafter be granted by the State of California.

ARTICLE II **Offices**

2.01 The organization shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office and may have such other offices within or without the State of California as the Board of Directors may from time to time determine.

As of January 1, 2014, STAR Arts Education's registered office is:
2460 Bridle Path Dr. Gilroy, California

ARTICLE III **Board Membership**

Eligibility

3.01 The general members shall be all of the members of the Board of Directors. Board Membership shall be open to all persons who establish to the reasonable satisfaction of the Board of Directors that they share the mission and goals of STAR Arts Education and are prepared to work actively for the accomplishment of those goals and success of STAR Arts Education. There shall be no discrimination in membership on the basis of race, creed, sex, gender expression, national origin or any other basis whatsoever.

3.02 The Executive Director shall hold a position on the board as a non-voting member.

Transfer of Membership

3.03 Membership in the Board of Directors is not transferable or assignable.

Resignation

3.04 Any board member may resign by filing a written resignation with the Board President.

Termination of Membership

3.05 The Board of Directors by an affirmative vote of two-thirds of all the members of the Board may suspend or expel a member for cause after an appropriate hearing before the Board.

Reinstatement

3.06 Upon written request by a former member and filed with the Board President, the Board of Directors may by an affirmative vote of two-thirds of the members of the Board reinstate any former member.

Voting Rights

3.07 Each general member (with exception of the Executive Director) shall have one vote on each matter submitted to a vote of the members.

Monthly Meetings

3.08 The board shall meet monthly.

Special Meetings

3.09 Special meetings of the members may be called by the Board President or by a majority of the general members.

Place of Meeting of Members

3.10 Meetings of the members may be held at any place, which may be designated from the time to time by the Board of Directors. If no designation is made or if a special meeting is otherwise called, the place of meeting shall be at the Office of STAR Arts Education.

Notice of Meetings

3.11 Public notice shall be posted in accordance with the Brown Act (72 hours in advance) and all board members will be notified via e-mail.

Quorum

3.12 A majority of the general members (more than half) shall constitute a quorum for any meeting of the members. If a quorum is not present at any meeting, no business may be transacted.

ARTICLE IV Board of Directors

General Powers

4.01 The affairs of the organization shall be managed by its Board of Directors. The Board of Directors shall have authority to exercise all powers and perform all acts, which may be exercised and performed by the corporation itself, subject to the statues of the State of California, the Articles of Incorporation and these By-Laws.

Number of Directors

4.02 The initial Board of Directors shall consist of five (5) directors, and the number of directors of this organization will not be fewer than three (3) at any time. The Board of Directors by unanimous vote of all the directors may elect additional directors to the Board provided that the number of initial directors shall not exceed 9.

Vacancies on the Board

4.03 Any vacancy occurring in the Board of Directors may be filled by a unanimous vote of the Board of Directors.

Compensation

4.04 Directors as such, shall not receive any compensation for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to prelude any Director from serving the organization in any other capacity and receiving compensation therefore.

ARTICLE V Officers

Roster of Officers

5.01 The officers of this organization shall consist of the following personnel:

1. A Board President
2. A Vice President
3. A Secretary
4. A Treasurer
5. Executive Director (Ex officio)

Election and Term of Officers

5.02 The officers of the corporation shall be elected bi-annually by the Board of Directors at the regular September meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death, resignation or removal.

Multiple Office Holders

5.03 In any election of officers, the Board of Directors may elect and appoint a single person to any two or more offices simultaneously, except that the offices of Board President and Secretary must be held by separate individuals.

Removal

5.04 Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Duties of Officers

5.05 The **Board President** will oversee all board activities. The Board President will perform all duties incident to such office and such other duties as may be provided in these By-Laws or as may be prescribed from time to time by the Board of Directors.

5.06 The **Vice President** will perform all duties and exercise all powers of the Vice President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

5.07 The **Secretary** will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these By-Laws, and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors.

5.08 The **treasurer** will have charge and custody of all funds of this organization. The treasurer will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the organization's properties and business transactions, will render reports and accounting to the Directors as required by the Board of Directors, and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these By-Laws, or which may be assigned from time to time by the Board of Directors. These duties shall be performed in conjunction with the Executive Director of the organization.

ARTICLE VI **Contracts, Checks, Deposits, and Funds**

Contracts

6.01 The Board of Directors may authorize any officer or officers, agent or agents of the organization, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

Checks, Drafts, Other Orders

6.02 All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Two (2) signatures shall be required for all checks written.

Deposits

6.03 All funds of the organization shall be deposited from time to time to the credit of the organization in such banks, trust companies or other depositories as the Board of Directors may select.

Gifts

6.04 The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VII Miscellaneous

Maintenance of Books and Records

7.01 The organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the organization may be inspected by any member at any reasonable time.

Fiscal Year

7.02 The fiscal year of the corporation shall begin on the first day of July and end on the thirtieth day of June in each year.

Waiver of Notice

7.03 Whenever any notice whatever is required to be given state and federal laws or under the provisions of the Articles of Incorporation or the By-Laws of the organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether to the giving of such notice.

ARTICLE VIII Amendments to By-Laws

8.01 These By-Laws may be altered, amended or repealed. New By-Laws may be adopted by the Board of Directors at any regular meeting or at any special meeting. Alterations, amendments and repeal of any By-Laws herein must be approved by a majority vote during any regular meeting or at any special meeting.

ARTICLE IX Corporate Seal

9.01 The corporate seal shall have inscribed thereon the name of the corporation and the words: "Corporate Seal, California"

Board Member Position Descriptions

All positions work closely with the Executive Director and all Board materials (with the exception of some personnel matters) are distributed with prior staff review.

Board President (Chair)

1. Is a member of the Board.
2. Serves as the Chief Volunteer of the organization.
3. Is a partner with the Executive Director in achieving the organization's mission.
4. Provides leadership to the Board of Directors, who sets policy and to whom the Executive Director is accountable.
5. Chairs meetings of the Board after developing the agenda with the Executive Director.
6. Encourages Board's role in strategic planning.
7. Appoints the chairpersons of committees in consultation with the executive committee.
8. Serves *ex officio* as a member of committees and attends their meetings when available and invited.
9. Discusses issues confronting the organization with the Executive Director.
10. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns.
11. Reviews with the Executive Director any issues of concern to the Board.
12. Monitors financial planning and financial reports.
13. Plays a leading role in fund raising activities.
14. Formally evaluates the performance of the Executive Director and informally evaluates the effectiveness of the Board members.
15. Evaluates annually the performance of the organization in achieving its mission.
16. Performs other responsibilities assigned by the Board.

Vice President (Chair)

1. Is a member of the Board.
2. Performs responsibilities when the President cannot be available (see President position description).
3. Reports to the Board's President.
4. Works closely with the President and other members of the Board.
5. Participates closely with the President to develop and implement officer transition plans.
6. Performs other responsibilities as assigned by the Board (e.g. oversees Board development work).

Secretary

1. Is a member of the Board.
2. Maintains records of the Board and insures effective management of organization's records.
3. Manages minutes of Board meetings.
4. Ensures minutes are distributed to members shortly after each meeting.
5. The secretary should be familiar with all meeting and record-keeping regulations the board is subject to.

Treasurer

1. Is a member of the Board.
2. Reviews/manages finances of the organization with staff.
3. Is apprised of and administers fiscal matters of the organization.
4. In consultation with the Executive Committee and Executive Director, provides annual budget to the Board for members' approval.
5. Ensures development and Board review of financial policies and procedures.

Committee Chairs

1. Are members of the Board.
2. Set tone for the committee work.
3. Ensure that members have the information needed to do their jobs.
4. Oversee the logistics of committee's operations.
5. Report to the Board's Chair.
6. Report to the full Board on committee's decisions/recommendations.
7. Work closely with the Chief Executive and other staff as agreed to by the Chief Executive.
8. Assign work to the committee members, set the agenda and run the meetings, and ensure distribution of meeting minutes.
9. Initiate and lead the committee's annual evaluation.

Board Members

1. Are members of the Board.
2. Attend a minimum of 75% of board meetings each fiscal year
3. Commit to attending at least three STAR Arts Education Special Events (Fundraisers, Alumni Events, STAR Summit, STAR Gilroy Performance , STAR San Juan Performance)
4. Participate in at least one board committee each fiscal year (general or board-related).
5. Donate or solicit a minimum of \$150 to STAR Arts Education operating expenses, with a minimum \$50 being a personal donation.
6. Stay apprised and provide consultation in all board related matters and tasks.
7. Actively solicit donations and cultivate donor stewardship for STAR Arts Education.
8. Actively seek and recruit additional Board members, when needed.
9. Commit to advocating for, communicating, and representing the mission and work of STAR Arts Education throughout personal and professional networks.

FOR BOARD USE ONLY

Application Received by _____ **(DATE)**

Application Distributed to All Board Members on: _____ **(DATE)**

Via _____

Unanimous Board Vote on:

(DATE)

Applicant Approved for Board Membership

Applicant Denied Board Membership

Board President Signature _____ **(DATE)**

HERE ARE SOME OTHER WAYS TO SUPPORT THE PROGRAM

Donor Cultivation/Solicitation

Identify 10 potential new donors of \$10 or more

Identify and solicit 2 potential participants for the STAR Program

Renew existing donors of \$50 or more

Identify, invite, and host a groups of potential donors to hear about our work

Special Events

Donate 5 hours of production time to build costumes, props, and sets or at the box office or show night concessions

Identify and solicit 1 sponsor for the annual Fundraiser

Sell 10 tickets to the annual Fundraiser or show

Identify and recruit 1 new annual Fundraiser committee member

Solicit renewals from 1 current annual Fundraiser sponsor

Identify and solicit 1 new auction item for the Spring Fundraiser

Solicit 3 renewal auction donations for the Spring Fundraiser

Additional opportunities for Fund-raising/Support

Host a house party with a Board member

Donate profits from yard sales

Write 10 friends an appeal letter and ask them for \$50 each

Recruit one individual to the Board

Committee List – FY _____

EXECUTIVE COMMITTEE

Officers:

1. Board President –
2. Vice Chair –
3. Secretary –
4. Treasurer –

Finance Committee

Operations Committee

Programming & Curriculum Committee

Grants, Contracts, and Fundraising Committee