

AMENDED AND RESTATED BYLAWS

OF

**VISTA HIGH SCHOOL REGIMENTAL BAND BOOSTERS, INC.
A California non-profit public benefit corporation**

ARTICLE I. OFFICES

Section 1: Principal Office

The organization's principal office is fixed and located at Vista High School, One Panther Way, Vista, California 92084. The Board of Directors is granted full power and authority to change said principal office from one location to another. Any such change shall be noted in an amendment to the bylaws.

ARTICLE II. PURPOSE

The purpose of this organization is to assist the Vista High School Regimental Band and Pageantry Corps ("Program") and to provide assistance to said Program, to promote knowledge of the services and needs of said Program, and to aid in the raising of funds for the Program. The organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the foregoing purposes.

This organization shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the organization. In no event shall the organization engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c) (3) of the Internal Revenue Code.

ARTICLE III. ORGANIZATION

Section 1: Relationship with the School and School District

The organization shall cooperate with administrators and instructors of Vista High School, and shall take no action that conflicts with Vista High School or Vista Unified School District policy. The organization shall not seek to direct the activities of the Program or take away the authority of the administration, the Band Director or staff to administer the Program.

Section 2: No Commitments

The organization shall not commit the Program, the Band Director, Vista High School, or the Vista Unified School District, or their respective staffs or

administrators in any way. Neither shall the Band Director, Vista High School, the Vista Unified School District, nor their respective staffs or administrators commit the organization in any way.

Section 3: Use of Name

The organization's name may only be used to accomplish the purposes set forth in these bylaws, subject to the prior authorization of the Directors of the organization.

ARTICLE IV. MEMBERSHIP

Section 1: No Members.

The organization shall have no members within the meaning of Section 5056 of the California Corporations Code. The organization may from time to time use the term "members" to refer to persons associated with it, but such persons shall not be members within the meaning of Section 5056 of the California Corporations Code.

Section 2: Associates

All parents and/or legal guardians of students in the Program are automatically associates of this organization and, as such, shall be referred to as "Boosters."

Additional categories of associates (other than "Boosters") may be established by the Directors of the organization from time to time to promote the purposes of the organization. Individuals offered "associate" status (other than as a "Booster") through said categories will not be entitled to elect directors, or participate in other business decisions of the organization.

There are no dues assessed of Boosters for the purpose of being an associate of the organization. However, the Board of Directors may, from time to time, establish "membership" levels for additional categories of associates for the purpose of fundraising.

Section 3: Meetings of Associates (Boosters)

The Boosters shall hold at least two general meetings per fiscal year (as such term is defined in Article IX, Section 1 of these Bylaws). The first meeting of the fiscal year shall be held two weeks prior to the Vista Invitational Field Tournament ("VIFT") (usually held in mid-November each year) to conduct general business primarily focused on VIFT and any other business properly transacted. The second meeting shall occur on or about the first week in June in which the Boosters shall elect the directors and conduct any other proper business transacted. Such other meetings may be scheduled by the Board from time to time as needed.

Notice of each general meeting shall be posted 30 days in advance on the website maintained by the organization and announced via email notification to all Boosters who provided and kept current their email contact information.

ARTICLE V. DIRECTORS

Section 1: Powers

Subject to limitations of the California Nonprofit Public Benefit Corporation Law (“Law”), and any other applicable laws, the activities and affairs of the organization shall be managed, and all corporate powers shall be exercised, or under the direction of the Board of Directors (or “Board”). The Board of Directors may delegate the management of the day-to-day operation of the activities of the organization to committees however composed, provided that the activities and affairs of the organization are managed and all corporate powers are exercised under the ultimate direction of the Board of Directors.

Section 2: Qualification

The following persons are eligible to be nominated to serve as a director of the organization: Any person age 18 or over who is (i) an alumnus of the Program; or (ii) a parent, aunt/uncle, grandparent, and/or legal guardian of a current or former student in the Program.

Section 3: Number of Directors

- a. The authorized number of directors of the organization shall be not less than five or more than 20 until changed by an amendment of the Articles or these bylaws. The Board of Directors shall fix the exact number of directors from time to time within these limits. Until changed by resolution of the Board of Directors, the authorized number of directors shall be fixed at five. Changes to the fixed number of directors shall be recorded in the minutes of the applicable Board meeting as well as by attaching a copy of the given Board resolution along with a completed Certificate of Secretary to the bylaws.
- b. The Band Director of Vista High School shall serve in an advisory capacity only as a non-voting director of the organization. The Band Director shall make reports of the work and affairs of the Program to the President, Board of Directors and organization; serve as liaison between the program and the organization; and report to the Board on the Program’s budgetary needs for funding consideration.

In addition, the Band Director shall be a non-voting advisory member of all committees.

Section 4: Election of Directors.

The directors of the organization shall be elected by the Boosters at its general meeting held in the spring, as described in Article IV, Section 3 of these bylaws. Unless otherwise changed by the Board of Directors (as described in Section 3 of this Article V), the following five fixed positions shall be filled at such election (each such position will be considered a voting member of the Board of Directors and will have one vote on the Board of Directors): (i) Director/President; (ii) Director/First Vice President; (iii) Director/Second Vice President; (iv) Director/Treasurer; and (v) Director/Secretary. A description of the specific duties of each such position is described in Article VII, Section 2 of these Bylaws.

Such positions shall be filled by a simple majority vote (e.g., 50.1%) of all Boosters present at such general meeting.

Section 5: Vacancies

A vacancy in the Board shall be deemed to exist on the occurrence of any of the following: (a) the death, resignation, or removal of any director; (b) the declaration by the resolution of the Board of Directors of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230-5239 of the Law dealing with standard of conduct for a director, or has missed three consecutive meetings of the Board of Directors or a total of four meetings of the Board of Directors during any one school year; (c) an increase in the authorized number of directors; or (d) the failure of the directors, at any annual or other meeting of directors at which any director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by affirmative vote of a majority of the directors then in office, may remove any director without cause at any regular or special meeting; provided that the director to be removed has been notified in writing in the manner set forth in Article V, Section 7, that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the organization would then be left without a duly elected director in charge of its affairs.

Vacancies on the Board may be filled by a vote of the majority of directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction in the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 6: Place of Meeting

Meetings of the Board shall be held at any place which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the organization.

Section 7: Meetings of the Board

a. Regular Meetings.

Regular meetings of the Board for any purpose may be called at any time by the President, any Vice President, the Secretary, or any two directors.

b. Special Meetings

Special meetings of the Board shall be held upon three days' notice by first-class mail, or 24 hours' notice given personally or by telephone, fax or email. Any such notice shall be addressed or delivered to each director at such director's address or email address as it is shown upon the records of the organization or as may have been given to the organization by the director for purposes of notice, or if, such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Notice by mail shall be deemed to have been given at the time such notice is deposited into the U.S. Mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is actually transmitted by the sender to the recipient. Oral notice shall be deemed to have been given at the time it is communicated in person or by telephone to the recipient.

Section 8: Quorum.

Unless otherwise specifically stated in these bylaws, Articles or required by law 50.1% of the fixed number of directors constitute a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles. Notwithstanding the foregoing, a meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal

of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 9: Remote Participation in Meetings.

Members of the Board may participate in a meeting through the use of conference telephone, webcam, or similar communications equipment, so long as all members participating in such meeting can hear one another. Votes via email shall not be considered valid.

Section 10: Action Without a Meeting.

The Board of Directors may take any required or permitted action without a meeting, if all such members of the Board shall individually or collectively consent in writing to such action. Such written consent(s) shall be filed with the minutes of the proceedings of the Board. Such action by written consent may be conveyed by a signed writing delivered personally or via facsimile to the secretary and shall have the same force and effect as the unanimous vote of such directors. Any consent delivered via email shall not be considered effective. For purposes of this section only, "all members of the Board" does not include any "interested directors" as defined in Section 5233 of the Law.

Section 11: Waiver of Notice.

Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 12: Adjournment.

A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 48 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of adjournment.

Section 13: Fees and Compensation.

Directors and members of committees shall not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses as provided in Article V, Section 13, as may be fixed or determined by resolution

of the Board of Directors. Directors shall not be compensated for rendering services to this organization in any capacity, unless such compensation is reasonable and approved by the Board.

Section 14: Rights of Inspection.

Every director shall have the right, at any reasonable time, to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the organization.

Section 15: Attendance at Meetings by Associates

Any interested Associate may attend regular meetings of the Board of Directors and meetings of the Boosters as established by the Board of Directors. Associates may not attend any special or executive sessions of Board of Directors' meetings unless their attendance at a given session is specifically requested by the Board of Directors.

ARTICLE VI: STANDARD OF CARE

Section 1: General

A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this organization and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a. One or more officers or employees of the organization whom the director believes to be reliable and competent in the matters presented;
- b. Counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- c. A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence,

So long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VI, Section 3(B), a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the organization, or assets held by it, are dedicated.

Section 2: Loans

The organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the California Attorney General; provided, however, that the organization may advance money to a director or officer of this organization for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3: Conflict of Interest

The purpose of the conflict of interest policy is to protect the organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable California and federal laws governing conflict of interest applicable to nonprofit and charitable corporations and is not intended as an exclusive statement of responsibilities.

A) Definitions.

1. "Interested Persons" means any director, officer, or member of a committee with governing Board delegated powers, which has a direct or indirect financial interest, as defined below.
2. "Financial Interest" means a person who directly or indirectly, through business, investment or family:
 - a. Has an ownership or investment interest in any entity with which the organization has a transaction or arrangement;
 - b. Has a compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement; or
 - c. Has a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

“Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

B) Procedures

1) Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors, who are considering the proposed transaction or arrangement.

2) Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

3) Procedure for Addressing the Conflict of Interest

In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the Board shall take the following actions:

- (a) An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest;
- (b) The president shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;
- (c) After exercising due diligence, the Board shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest;
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or

arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter in to the transaction or arrangement in conformity with this determination.

4) Violations of the Conflict of Interest Policy.

If the Board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5) Records and Procedures.

The minutes of the Board shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

6) Annual Statements.

Each director, officer, and member of a committee with Board-delegated powers and the Band Director shall annually sign a statement which affirms such person: (a) has received a copy of the conflict of interest policy; (b) has read and understands the policy; (c) has agreed to comply with the policy; (d) understands they are required to be in "good standing" by having paid or made arrangements for payment of all fees assessed by the organization in support of regular activities of the Program; and (e) understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

ARTICLE VII. OFFICERS

Section 1: Officers

Each of the five fixed members of the Board are considered officers of the organization. They are: Director/President; Director/First Vice President; Director/Second Vice President; Secretary; and Treasurer. The organization may also have, at the discretion of the Board, such other committees or persons as may be appointed from time to time to serve in accordance with the provisions of these Bylaws.

Section 2: Duties of Officers

(a) President.

Subject to the control, advice and consent of the Board of Directors, the president shall perform all duties of the chairperson of the Board, and shall, when present, preside at all meetings of the Board of Directors and Executive Committee. The president is authorized to execute, in the name of the organization, all contracts and other documents authorized either generally or specifically by the Board to be executed by the organization. In addition, the president shall act as the general manager and chief executive officer of the organization and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the organization. The President has the general powers and duties of management usually vested in the office of president and general manager of an organization and such other powers and duties as may be prescribed by the Board from time to time. The President shall be an ex-officio member of all committees. If two persons agree to share the position of President, such persons may be nominated for the single position of President. If such persons are elected President, such persons shall share the office of President, with each considered a "co-president". However, for purposes of voting as a member of the Board, each such co-president's vote shall be combined into one single vote and shall not be counted separately.

(b) Vice-Presidents.

In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties from time to time as may be prescribed for them respectively by the Board. Initially, there shall be two vice presidents – First Vice President - and Second Vice President.

(c) Secretary

The Secretary, or his or her designee, shall be the custodian of all records and documents of the organization which are to be kept at the principal office or such other place as the Board may order from time to time. Further, the secretary shall act as secretary of all the meetings of the Board of Directors, and shall keep the minutes of all such meetings in books proposed for that purpose. He or she shall attend to the giving and serving of all notices of the organization, and shall see that the seal of the organization is affixed to all documents, the execution of which on behalf of the organization under its seal is duly authorized in accordance with the provisions of these bylaws, and shall have such other powers and perform such other duties as may be prescribed by the Board from time to time.

(d) Treasurer

The Treasurer is the chief financial officer of the organization and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the organization. The Treasurer shall also be responsible for creation of the organization's annual budget in conjunction with the Finance Committee.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the organization with such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the organization as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the organization, and shall have such other powers and perform such duties as may be prescribed by the Board from time to time.

The treasurer shall give the organization a bond in the amount and with the surety or sureties specified by the Board for the faithful performance of the duties of the treasurer's office and for restoration to the organization of all its books, papers, vouchers, money and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office. The organization shall pay the cost of such bond.

ARTICLE VIII. COMMITTEES

Section 1: Committees of Directors.

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these

bylaws. Each such committee shall consist of two or more directors, and may also include persons who are not on the Board, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- (a) Approve any action that, under the Law, would also require the affirmative vote of the members if this were a membership corporation.
- (b) Fill vacancies on, remove the members of, the Board of Directors or in 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 any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- (e) Appoint any other committees of the Board of Directors or their members.
- (f) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, exchange, of all or substantially all of the property and assets of the organization otherwise than in the usual and regular course of its business; or revoke any such plan.
- (g) Approve any self-dealing transaction, except as provided in Section 5233 of the Law.

No committee shall bind the organization in a contract or agreement or expend the organization's funds, unless authorized to do so by the Board of Directors.

Section 2: Meetings and Actions of Committees.

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article V of these bylaws, concerning meetings and actions of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have

the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the organization's records. The Board of Directors may adopt rules not inconsistent with the provisions of these bylaws for the government of any committee.

Section 3: Executive Committee.

Pursuant to Article VIII, Section 1 the Board may appoint an Executive Committee composed of the President, First Vice President, Second Vice President, Secretary and Treasurer of the organization. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all of the authority of the Board in the management of the business and affairs of the organization between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference those matters enumerated in Article VIII, Section 1. The secretary of the organization shall send to each director a summary report of the business conducted at any meeting of the Executive Committee,

Section 4: Nominating Committee

At least 90 days before each spring general meeting of the Boosters, the Board shall elect or authorize the Director/President to appoint a nominating committee of at least three members of the Board. The nominating committee shall present to the Board, at least 30 days before the spring general meeting of the Boosters, a proposed slate of directors/officers to be nominated for election to the office for the following year. The director presiding at such general meeting shall present the slate of directors/officers to the Board before proceeding with such election.

Section 5: Finance Committee

Each fiscal year, the Board shall appoint a Finance Committee consisting of two directors, one of which shall be the Treasurer. The Finance Committee shall be responsible for the preparation of the organization's annual budget, periodic review of the organization's budget during the fiscal year, as well as review of other financial matters as may be directed by the Board from time to time.

Section 6: Standing and Special Committees

Committees, standing or special, may be authorized or designated by the Board from time to time to accomplish tasks required by the organization. The Board shall appoint the members of the respective standing committees as needed, and may fill vacancies or make such other changes in the makeup of the standing committees as the Board may direct.

ARTICLE IX. FINANCIAL MATTERS

Section 1: Fiscal Year

The fiscal year of the organization shall coincide with the fiscal year of the Vista Unified School District, which currently begins July 1 and ends June 30.

Section 2: Fundraising

Solicitation of funds on behalf of the organization requires the approval of the Board of Directors. Fundraising shall be conducted through voluntary contributions and projects developed to benefit the Program.

Section 3: Ownership of Property

No part of the net earnings, properties, or assets of this organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this organization. Equipment and other capital items purchased by the organization are donated to Vista High School, for exclusive use by the Program. On liquidation or dissolution, all remaining properties and assets of the organization shall be distributed and paid over to Vista High School, or if such entity is no longer in existence, the Vista Unified School District, or if such entity is no longer in existence, to an organization dedicated to charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section 4: Endorsement of Documents; Contracts

If any note, mortgage, evidence of indebtedness, contract, conveyance, or other written instrument and any assignment or endorsement thereof that obligates the organization for payment for more than 12 months or is greater than \$3,000, then such transaction must be approved by a majority of the Board in accordance with these Bylaws. Once properly approved by the Board, such instruments may be signed by the President or any other person(s) and in such manner as from time to time shall be determined by the Board.

If any note, mortgage, evidence of indebtedness, contract, conveyance, or other written instrument and any assignment or endorsement thereof that obligated the organization for payment for less than 12 months or is less than \$3,000, then Board approval shall not be required and the aforementioned instruments may be signed by the President or such other person(s) and in such manner as from time to time shall be determined by the Board.

Except as specified above, unless otherwise so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the

organization by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

All checks and drafts drawn on banks or other depositories on funds to the credit of the organization or in special accounts of the organization shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 5: Representation of Shares of Other Corporations

The President or any other officer(s) authorized by the Board are each authorized to vote, represent, and exercise on behalf of the organization all rights incident to any and all shares of any other corporation(s) standing in the name of the organization. The authority herein granted may be exercised either by such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

ARTICLE X: INDEMNIFICATION

To the fullest extent permitted by law, this organization shall indemnify its "agents", as described in Section 5238(a) of the Law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, 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 said Section 5238(a), and including an action by or in the right of the organization, by reason of the fact that the person is or was a person described in said Section. "Expenses" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article X.

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 in defending any "proceeding" shall be advanced by the organization before final disposition of the proceeding upon receipt by the organization of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that such person is entitled to be indemnified by the organization for those expenses.

The organization shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the organization against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE XI: RECORDS AND REPORTS

Section 1: Maintenance and Inspection of Articles and Bylaws.

The organization shall keep at its principal office the original or copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 2: Maintenance and Inspection of Other Corporate Records.

The organization shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at such place(s) designated by the Board of Directors, or, in the absence of such designation, at the principal office of the organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the organization shall turn over to his or her successor or the president, in good order, such corporate monies, books, records, minutes, lists, documents, contracts, or other property of the organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right, at any reasonable time, to inspect all books, records, and documents of every kind and the physical properties of the organization. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents, provided that such director agrees not to disclose the contents of any documents that contain confidential information without the prior consent of the Board.

ARTICLE XII: OTHER PROVISIONS

Section 1: Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporations Law and in the California Nonprofit Public Benefit Corporations Law shall govern the construction of these bylaws. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

Section 2: Amendments

These bylaws shall be amended or repealed only by the vote of a majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws, unless such notice is waived in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote.

Section 3: Corporate Seal

The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of the organization. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

Section 4: Parliamentary Procedure

Robert's Rules of Order, as may be revised from time to time, shall be the guide to parliamentary order, in so far as it is not inconsistent with the Articles or bylaws of this organization.

APPROVED AND ADOPTED, this 20th day of January, 2010.

/s/ Monica Duren

Monica Duren, President

/s/ Sandy Chambers

Sandy Chambers, Vice President,
Band

Alan Nary, Vice President,
Special Events

/s/ Karen Freeman

Karen Freeman, Treasurer

/s/ Frank Duren

Frank Duren, President

/s/ Katrina Williams

Katrina Williams, Vice President,
Pageantry

/s/ Jan Kleinberg

Jan Kleinberg, Secretary

CERTIFICATE OF SECRETARY

VISTA HIGH SCHOOL REGIMENTAL BAND BOOSTERS, INC.,

A California nonprofit public benefit corporation

I, the undersigned, hereby certify that I am the currently elected and acting secretary of the Vista High School Regimental Band Boosters, Inc., a California nonprofit public benefit corporation, and the above amended and restated bylaws, consisting of 18 pages, are the bylaws of this organization, as adopted by the Board of Directors on January 20, 2010, and that they have not been amended or modified since that date.

Executed on March 17, 2010, at Vista, California.

/s/ Jan Kleinberg

Jan Kleinberg, Secretary

[SEAL]