

BYLAWS OF LOS BANOS HIGH SCHOOL BAND FOUNDATION

ARTICLE I

NAME

The name of this organization shall be LOS BANOS HIGH SCHOOL BAND FOUNDATION.

ARTICLE II

OFFICES

The principal office for the transaction of the business of the organization ("principal executive office") is located at 1966 South 11th Street, Los Banos, Merced County, California. The officers may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these bylaws opposite this section, or this section may be amended to state the new location.

ARTICLE III

OBJECTIVES AND PURPOSES

The objectives of this organization shall be:

The specific purposes of this organization are to raise funds to support and promote the Los Banos High School Band, to promote an appreciation of music by the public, to provide music for public enjoyment, and to promote musical education. Any item or items purchased by the Foundation for use by the Band will become property of the Band.

ARTICLE IV

DEDICATION OF ASSETS

The properties and assets of this nonprofit organization are irrevocably dedicated to Los Banos High School Band program. 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 or officer of this organization. On liquidation or dissolution, all properties and assets and obligations shall be distributed

and paid over to the Los Banos High School Band. If the Band ceases to exist all properties and assets and obligations of the Band Foundation shall be distributed and paid over to an organization dedicated to educational purposes at Los Banos High School, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code § 501(c)(3).

ARTICLE V

SECTION 1. MEMBERSHIP

There shall be one class of membership in this organization: regular membership. Membership is open to any parent of a child enrolled in the Los Banos High School Band program. Membership is open to any other person who has an interest in promoting the band program. Members of the band council are ex-officio, non-voting members of the Foundation.

SECTION 2. FEES, DUES, AND ASSESSMENTS

There will be no dues required of any member of this organization.

ARTICLE VI

MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETING

Meetings of the general membership shall be held at the Los Banos High School Campus.

SECTION 2. ANNUAL MEETING

The annual meeting of members shall be held within the first thirty (30) days of each school year, unless the executive officers fixes another date and so notifies the members as provided in Section 4 of this Article VI.

SECTION 3. SPECIAL MEETING

(a) Authorized persons who may call. A special meeting of the members may be called at any time by any of the following: The executive officers or ten or more members.

(b) Calling meetings by members. If a special meeting is called by members other than the president, the request shall be submitted by such members in writing,

specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or by telegraphic or other facsimile transmission to the president, vice-president, or the secretary of the organization. The officer receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 4 of this Article VI, that a meeting will be held, and the date for such meeting, shall be not more than 30 days following the receipt of the request. If the notice is not given within the 20 days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the executive officers.

SECTION 4. NOTICE OF MEMBERS' MEETINGS

(a) General notice contents. All notices of meetings of members shall be sent or otherwise given in accordance with Subsection (c) of this section of this Article VI not less than 10 nor more than 30 days before the date of this meeting. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of the annual meeting, those matters which the executive officers, at the time of giving the notice, intends to present for action by the members.

(b) Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s) (i) removing an officer without cause; (ii) filling vacancies on the executive board by the members; (iii) voluntarily dissolving the organization.

(c) Manner of giving notice. Notice of any meeting of members shall be given either personally, by telecommunication (such as telephone, auto dialer, etc.) or written communication (such as newsletter, calendar, etc.), with charges prepaid, addressed to each member either at the address of that member appearing on the books of the organization or the address given by the member to the organization.

SECTION 5. QUORUM

A quorum for the transaction of business at a meeting of the members shall consist of the members present.

SECTION 6. ADJOURNED MEETING

Any members' meeting, annual or special, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No other

business may be transacted at that meeting, except as provided in this Article.

SECTION 7. VOTING

(a) Eligibility to vote. Persons entitled to vote at any meeting of members shall be regular members as of the date determined in accordance with Section 10 of this Article VI.

(b) Manner of casting votes. Voting may be by voice or ballot, provided that any election of officers must be by ballot if demanded by any member before the voting begins.

(c) Only majority of members represented at meeting required, unless otherwise specified. The affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter (other than the election of officers) shall be the act of the members.

SECTION 8. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS

Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

SECTION 9. RECORD DATE FOR MEMBER NOTICE, VOTING, AND OTHER ACTIONS

(a) To be determined by executive officers. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take any other action, the executive officers may fix, in advance, a "record date," which shall not be more than 60 nor fewer than 10 days before the date of any such meeting. Only members of record on the date so fixed are entitled to notice, to vote, or take other action, as the case may be.

(b) Failure of board to determine date.

(i) Record date for notices or voting. Unless fixed by the executive officers, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.

(ii) "Record date" means as of close of business. For purposes of this paragraph (b), a person holding membership as of the close of business on the record date shall be deemed the member of record.

SECTION 10. PROXIES

Voting by proxy is expressly prohibited hereby.

SECTION 11. VOTING

Each regular member shall be entitled to cast one vote on all matters submitted to a vote of the members.

ARTICLE VII

ELECTION OF OFFICERS

SECTION 1. NOMINATIONS AND SOLICITATIONS FOR VOTES

(a) Executive Officers for the 1999-2000 school year will be appointed by the band director.

(b) Starting with the 2000-2001 school year, nominations for executive office shall be by self-nomination.

(c) Nominations from the floor. If there is a meeting to elect officers, any member present at the meeting may place names in nomination.

ARTICLE VIII

EXECUTIVE OFFICERS

SECTION 1. GENERAL ORGANIZATION POWERS

The business and affairs of the organization shall be managed, and all organization powers, including the disbursement of funds, shall be exercised by or under the direction of the executive officers.

SECTION 2. OFFICERS

The officers of the organization shall be a president, a vice-president, a secretary, a treasurer, and the band director(s).