

BYLAWS OF THE BLUE STAR REGIMENT & INSTRUMENTAL MUSIC ASSOCIATION BOOSTERS OF JOHN W. NORTH HIGH SCHOOL

A California Non-Profit Public Benefit Corporation

ARTICLE I NAME

The name of this corporation shall be the BLUE STAR REGIMENT & INSTRUMENTAL MUSIC ASSOCIATION BOOSTERS OF JOHN W. NORTH HIGH SCHOOL.

ARTICLE II OFFICES

Section 2.01 PRINCIPAL OFFICE

The principal office for the transaction of business of the Corporation (“principal executive office”) is located at 1550 Third Street, Riverside, California.

Section 2.02 OTHER OFFICES

The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE III OBJECTIVE AND PURPOSE

The objective of this Corporation shall be to assist, promote, and support the members of the band, color guard, dance team and other instrumental music groups of John W. North High School.

ARTICLE IV NONPARTISAN ACTIVITIES

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the charitable and educational purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The Corporation shall not, except in insubstantial degree, engage in any activity or exercise any power that is not in furtherance of the purposes described above.

ARTICLE V DEDICATION OF ASSETS

The properties and assets of this nonprofit Corporation are irrevocably dedicated to the charitable and educational purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or Director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to the Riverside Unified School District or to an organization dedicated to charitable and educational purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code §501(c)(3).

ARTICLE VI MEMBERSHIP

Section 6.01 QUALIFICATIONS

Any person dedicated to the purposes of this Corporation shall be eligible for membership upon acceptance of his or her application by the Board of Directors with the following qualifications: the person must be interested in furthering the musical education of the John W. North High School students; must be willing to uphold the policies of the Corporation; and must subscribe to these Bylaws.

Section 6.02 DUES

There shall be no dues.

Section 6.03 TERMINATION OF MEMBERSHIP

(a) **Causes.** The membership of any member shall terminate upon the occurrence of the following events:

- (1) The resignation of the member;
- (2) The occurrence of any event which renders such member ineligible for membership, provided that termination for such cause shall take effect only upon expiration of the period (not to exceed one year) for which such member's current membership runs.
- (3) The determination by the Board of Directors or committee designated to make such determination that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the interests of the Corporation.

(b) **Expulsion.** Following the determination that a member should be expelled under subparagraph (3) above, the Corporation must follow the expulsion procedure mandated by California Corporation Code §5341.

Section 6.04 TRANSFER OF MEMBERSHIP

No member may transfer for value a membership or any right arising from it. All rights of membership ceases on the member's death. No member shall have any property rights in any of the property of the Corporation.

Section 6.05 NON-LIABILITY OF MEMBERS

A member of the Corporation shall not solely, because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

ARTICLE VII MEETINGS OF MEMBERS

Section 7.01 PLACE OF MEETING

Meetings of the membership shall be held at any place within or outside the state of California designated by the Board of Directors. In the absence of any such designation, members meetings shall be held at the Principal Executive Office of the Corporation.

Section 7.02 ANNUAL MEETING

An annual meeting of members shall be held on a date set by the Board of Directors each year.

Section 7.03 SPECIAL MEETING

Special meetings of the members may be called at any time by the Board of Directors or by the President of the Corporation.

Section 7.04 NOTICE OF MEMBER'S MEETINGS

(a) General Notice Contents. All notices of meetings of members shall be sent or otherwise given in accordance with subsection (b) of this section of this Article VII not less than 10 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and,

(1) in case of a special meeting, the general nature of business to be transacted, and no other business may in that case be transacted; or,

(2) in case of annual meeting, those matters which the Board of Directors intends to present for action by the members.

(b) Manner of Giving Notice. Notice of any meeting of members shall be given personally, by mail, by email, published on the Blue Star Regiment website, or by other written communication.

(c) Affidavit of Mailing Notice. An affidavit of the mailing of or other means of giving notice of any members meeting may be executed by the Secretary of the Corporation, and if so executed, shall be filed and maintained in the minute book of the Corporation.

Section 7.05 QUORUM

(a) Quorum. A quorum at any meeting of members shall consist of ten (10) persons.

(b) Loss of Quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 7.06 ADJOURNED MEETING

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the members represented at the meeting, either in person or by proxy; but in the absence of a quorum, no business may be transacted at the meeting, except as provided by this Article.

Section 7.07 VOTING

(a) Eligibility to Vote. Only members shall be entitled to vote at any meeting of members.

(b) Only Majority of Members Represented at Meeting Required, Unless Otherwise

Specified. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on any matter shall be the act of the members, unless the vote of a greater number or voting by classes is required by the California Nonprofit Corporation Law or by the Articles of Incorporation.

Section 7.08 WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS.

(a) Written Waiver or Consent. The transaction of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of members. All such waivers are made a part of the minutes of the meeting.

(b) Waiver by Attendance. 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 because the meeting is not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting.

Section 7.09 ACTION BY WRITTEN CONSENT WITHOUT A MEETING

Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice upon compliance with the provisions of California Corporation Code §5513.

Section 7.10 VOTING OF MEMBERSHIP

Each member shall be entitled to cast one vote on each matter submitted to a vote of the members.

**ARTICLE VIII
DIRECTORS**

Section 8.01 POWERS

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Section 8.02 AUTHORIZED NUMBER OF DIRECTORS

The Corporation shall have from four (4) to seven (7) Directors including the *Director of Bands and Auxiliary of John W. North High School*.

Section 8.03 QUALIFICATIONS, SELECTION AND TERM OF OFFICE OF DIRECTORS

The Board of Directors of the Corporation shall be comprised of the *Director of Bands and Auxiliary of John W. North High School* and those members of the Corporation elected as Directors at the annual members meeting. To be eligible for election as a Director, an individual must be the parent/guardian of an active band/auxiliary member. Each Director elected at the

annual members meeting shall serve a term of one (1) year from July 1 to June 30. Each Director, including a Director selected by the Board to fill a vacancy, shall hold office until the Director's successor is elected and qualified. ***Directors, with the exception of the Director of Bands and Auxiliary of John W. North High School, shall not serve more than three (3) consecutive terms.***

Section 8.04 VACANCIES

(a) Events Causing Vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the death or resignation of any Director or on the removal of any Director by the members.

(b) Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective.

Section 8.05 PLACE OF MEETING; MEETINGS BY TELEPHONE

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the Corporation.

Notwithstanding the above portions of Section 8.05, a regular meeting or special meeting of the Board of Directors may be held at any place consented to in writing by all the Directors, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating shall be deemed to be present in person at such meeting.

Section 8.06 ANNUAL MEETING

Immediately following each annual meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization and the transaction of other business. Notice of this meeting shall not be required.

Section 8.07 OTHER REGULAR MEETINGS

Other regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meeting may be held without notice.

Section 8.08 SPECIAL MEETINGS

(a) Authority to Call. Special meetings of the Board of Directors for any purpose may be called at any time by the President, or any Vice President, the Secretary or any two Directors.

(b) Notice.

(1) Manner of Giving Notice. Notice of the time and place of special meetings shall be given to each Director by one of the following methods.

(a) by personal delivery of written notice

(b) by first class mail, postage paid

(c) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice

promptly to the Director; or

(d) by email

All such notices shall be given or sent to the Director's address, email or telephone number as shown on the records of the Corporation.

(2) Time Requirements. Notices sent by first class mail shall be deposited into a United States mail box at least four days before the time set for a meeting. Notices given by personal delivery, telephone, or email shall be delivered, telephoned, or sent at least 48 hours before the time set for a meeting.

(3) Notice Contents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting or the place of the meeting if it is to be held at the principal executive office of the Corporation.

Section 8.09 QUORUM AND VOTING

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 8.11 of this Article VIII. 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 of Directors, subject to the provisions of the California Nonprofit Corporation Law. No Director may vote on any proposals or resolutions regarding contracts, transactions, or property in which that Director has a direct or indirect material financial interest. 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 that meeting.

Section 8.10 WAIVER OF NOTICE

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though at a meeting duly held after regular call and notice, if

(a) a quorum is present, and

(b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 8.11 ADJOURNMENT

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 8.12 ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 8.13 FEES AND COMPENSATION OF DIRECTORS

Directors shall receive no compensation for their services.

ARTICLE IX OFFICERS

Section 9.01 OFFICERS

The officers of the Corporation shall be a President, a First Vice President-Band, a Second Vice President-Auxiliary, a Secretary, and a Chief Financial Officer.

Section 9.02 ELECTION OF OFFICERS

To be eligible for election as an Officer, an individual must be the parent/guardian of an active band/auxiliary member. The officers of the Corporation shall be elected by the members at the annual meeting, *except for the Chief Financial Officer*, and each shall serve a term of one (1) year from July 1 to June 30. *No officer shall serve more than three (3) consecutive terms.*

Section 9.03 REMOVAL OF OFFICERS

Any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board.

Section 9.04 RESIGNATION OF OFFICERS

Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect on the date of receipt of that notice or at any time specified in that notice; and, unless otherwise specified in that notice, acceptance of the resignation shall not be necessary to make it effective.

Section 9.05 VACANCIES IN OFFICE

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the board at the next meeting following notification of such vacancy. Officers elected to fill any and all vacancies shall serve for the balance of any unexpired term.

Section 9.06 RESPONSIBILITIES OF OFFICERS

(a) President. The President shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business of the officers of the Corporation. He/She shall preside at all meetings of the members and at all meetings of the Board of Directors. He/She shall be an ex-officio member of any and all committees and shall have the power to appoint, with the approval of the Board, all members of any and all committees. He/She shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

(b) First Vice President - Band. In the absence or disability of the President, the First Vice President shall perform all duties of the President, and when so acting shall have all the powers of, and subject to all the restrictions upon, the President. The First Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors.

(c) Second Vice President – Auxiliary. In the absence or disability of the President and the First Vice President-Band, the Second Vice President-Auxiliary shall perform all duties of the President, and when so acting shall have all the powers of, and subject to all the restrictions upon, the President. The Second Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors.

(d) Secretary. The Secretary shall attend to all the following

(1) Book of Minutes. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of

all meetings and actions of the Directors, and members, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given, the names of those present at such meetings, and the number of members present or represented at member's meetings, and the proceedings of such meetings.

(2) Membership Records. The Secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board of Directors, a record of the Corporations' members, showing the names of all members, their addresses, and contact information including telephone number and/or email address.

(3) Notices, Seal and other Duties. The Secretary shall give or cause to be given, notice of all meetings of the members and the Board of Directors required by the Bylaws to be given. He/She shall keep the Seal of the Corporation in safe custody. He/She shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(e) Chief Financial Officer. The Chief Financial Officer shall be appointed by the Board of Directors at the Annual Meeting and shall attend to the following:

(1) Budget. The Chief Financial Officer shall prepare a proposed budget, *in consultation with the Director of Bands and Auxiliary of John W. North High School*, prior to the beginning of each school year and submit it to the Board of Directors for approval.

(2) Books of Account. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounting of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(3) Deposit and Disbursement of Money and Valuables. The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all of his/her transactions as Chief Financial Officer and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE X RECORDS AND REPORTS

Section 10.01 MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of its members and Board.
- (c) A record of its members, giving their names and address and contact information including telephone number and/or email address.

All such records shall be kept at the corporation's principal executive office.

Section 10.02 MEMBER'S INSPECTION RIGHTS

(a) *Any member in good standing may inspect the Records of the Corporation as follows:*

(1) Any member of the Corporation may inspect and copy the records of members' names and addresses and voting rights during usual business hours on five days prior written demand on the Corporation, stating the purpose for which the inspection rights are requested; or,

(2) obtain from the Secretary of the Corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of members who are entitled to vote for the election of Directors as of the most recent record date for which that list has been compiled, or as of the date specified by the member after the date of demand. The demand shall state the purpose for which the list is requested. A member list or any part thereof may not be used in any manner restricted by California Corporations Code §6338(a). This list shall be made available to any such member by the Secretary on or before the later of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled; and

(b) Any member of the Corporation may inspect the accounting books and records and minutes of the proceeding of the members and Board, at any such reasonable time, for a purpose reasonably related to such person's interest as a member. And

(c) Any inspection and copying under this section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

Section 10.03 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The Corporation shall keep at its principal executive office, the original and a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section 10.04 INSPECTION BY DIRECTORS

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 Corporation. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

ARTICLE XI AMENDMENTS

Section 11.01 AMENDMENTS BY DIRECTORS

The Board of Directors may adopt, amend or repeal bylaws unless the action would materially affect the rights of members as to voting or transfer. The Board of Directors may not amend a bylaw provision fixing the authorized number of Directors. If any provision of these bylaws requires the vote of a larger proportion of the Directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of Directors.

**Certificate of Secretary
of
Blue Star Regiment & Instrumental Music Association
Boosters of John W. North High School**

A California Nonprofit Corporation

I, the undersigned, the duly elected and acting Secretary of Blue Star Regiment & Instrumental Music Association Boosters of John W. North High School, Inc. (the "Corporation") a California Nonprofit Corporation, do hereby certify that the forgoing Bylaws, comprising nine (9) pages, constitute the Bylaws of said Corporation as duly adopted by the Board of Directors of the Corporation effective the _____ day of _____, 20__.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of such date.

_____, Secretary of the Blue Star Regiment & Instrumental Music Association Boosters of John W. North High School, Inc.