

AMENDED AND RESTATED BYLAWS
OF
BELLA VISTA BAND BOOSTERS,
a California nonprofit public benefit corporation

Dated Effective April 26, 2006

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AMENDED AND RESTATED
BYLAWS
OF
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ARTICLE 1. NAME AND OFFICES.

1.01. Name. This corporation shall be known as Bella Vista Band Boosters (the "Corporation").

1.02. Principal Office. The principal office of the Corporation shall be initially located at 8301 Madison Avenue, Room M-1, Fair Oaks, CA 95628. The board of directors of the Corporation (the "Board of Directors") is hereby granted full power and authority to change the principal office from one location to another within Sacramento County.

1.03. Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places.

ARTICLE 2. MEMBERSHIP.

2.01. Qualifications and Rights of Membership.

A. Class and Qualifications. This Corporation shall have two (2) classes of membership designated as follows: active and community. Any person dedicated to the purposes of the Corporation shall be eligible for membership on approval of the membership application by the Board of Directors and on timely payment of such dues and fees as the Board of Directors may fix from time to time.

B. Privileges. Active members in good standing shall enjoy the privileges of voting and shall be eligible to become chairs of standing committees. Only a child in the Bella Vista High School Band whose parent or guardian is an active member will be considered eligible for band scholarships. For purposes of scholarship eligibility under this Section 2.01.B, the Bella Vista High School Band shall mean the following Bella Vista High School band groups: marching band, concert band, jazz band, drum line, percussion, color guard or drill.

C. Voting Members. Active members in good standing shall have the right to vote, as set forth in Section 3.06, on the election of directors, on the disposition of all or substantially all of the assets of the Corporation, on a merger and its principal terms or an amendment thereof, and on an election to dissolve the Corporation. Additionally, such active members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

D. Members Other than Active Members. Notwithstanding any contrary provision of these Bylaws, only active members are members within the meaning of

Section 5056 of the California Nonprofit Corporations Law. Community members or any other group of persons whom the Board of Directors may elect from time to time to designate as a new class of members shall be members in this statutory sense. Accordingly, the term "member" when used in these Bylaws means active member, unless the text specifically refers to community members or any other class of persons whom the Board of Directors elects to designate as a new class of member.

2.02. Dues; Good Standing. Dues for each year are due and payable on the first day of September of each year. Active and community members shall pay annual dues in amounts to be fixed from time to time by the Board of Directors. Different dues may be set for each class, but dues shall be equal for all members. Those members who have paid the required dues in accordance with this Section shall be members in good standing.

2.03. Termination of Membership. A membership shall terminate upon occurrence of any of the following events: (a) resignation of a member, upon reasonable notice to the Corporation; (b) expiration of the period of membership, unless the membership is renewed; (c) failure of a member to pay dues within thirty (30) days after they are due and payable; (d) occurrence of any event which renders a member ineligible for membership; or (e) the good faith determination by the Board of Directors 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 Corporation's purposes and interests.

2.04. Termination Procedure. If grounds appear to exist for terminating a member under Section 2.03(e) of these Bylaws, the following procedure shall be followed:

A. The Board of Directors shall give the member at least fifteen (15) days prior notice of the proposed termination. The notice shall state the reasons for the proposed termination and shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records.

B. The member shall be given an opportunity to be heard, either orally, at a hearing called for the purpose of hearing the member, or in writing, at least five (5) days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the Board of Directors to determine whether the termination should occur.

C. The Board of Directors shall decide whether the member should be terminated. The decision of the Board of Directors shall be final.

D. Any action challenging termination of membership, including a claim alleging defective notice, must be commenced within thirty (30) days after the date of the termination.

2.05. Transfer of Membership. No membership or rights arising from membership may be transferred.

ARTICLE 3. MEETING OF MEMBERS.

3.01. Place of Meeting. Meetings of members shall be held at any place within or outside the State of California as designated by the Board of Directors. In the absence of a designation by the Board of Directors, meetings shall be held at Bella Vista High School.

3.02. Annual Meeting. The annual meeting of members shall be held each year on a date and at a time designated by the Board of Directors. At each annual meeting, directors (including directors designated as specified officers) shall be elected and other proper business may be transacted.

3.03. Special Meeting.

A. Persons Authorized to Call. A special meeting of the members may be called for any lawful purpose by the Board of Directors, the President, or five percent (5%) or more of the members.

B. Calling Meetings. If a special meeting is called by five percent (5%) or more of the members, the request, specifying the general nature of the business proposed to be transacted, shall be submitted in writing to the President or the Vice President or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with the provisions of Section 3.04, stating that a meeting will be held at a specified time and date fixed by the Board of Directors; provided, however, that the date of such meeting shall not be less than thirty-five (35) nor more than ninety (90) days following the receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the person(s) requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing or affecting the time at which a meeting of members may be held when the meeting is called by the Board of Directors.

C. Business of Special Meetings. No business, other than the business that is set forth in the notice of the meeting, as such notice is described in Section 3.04 below, may be transacted at a special meeting.

3.04. Notice Requirements for Meetings of Members.

A. General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given in accordance with Section 3.04C to each member entitled to vote. 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 that no other business may be transacted, or (ii) in the case of a regular or annual meeting, those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members and any proper matter may be presented at such meeting. The notice of the meeting at which written ballots for directors may be cast shall include the names of all persons who are nominees at the time notice is given.

B. Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of these proposals: (i) removing a director without cause; (ii) filling vacancies on the Board of Directors; (iii) amending the articles of incorporation; or (iv) electing to wind up and dissolve the Corporation.

C. Manner of Giving Notice. Notice of any meeting of members shall be in writing and shall be given to members entitled to vote not less than ten (10) nor more than ninety (90) days before the date of the meeting. Notice shall be in writing and shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears in the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. Notice may be given via electronic mail to a member who has provided the Corporation with an e-mail address.

D. Waiver of Notice of Meeting. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each member entitled to vote signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in Section 3.04B of these Bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was 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 but not so included, if that objection is expressly made at the meeting.

3.05. Quorum.

A. Number Required. A majority of the voting power shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any general or annual meeting is less than a majority of the voting power, the members may vote only on matters as to which notice of their general nature was given.

B. Loss of Quorum. The members present at a duly called or 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.

3.06. Voting.

A. Eligibility to Vote. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, persons entitled to vote at any meeting of members shall be all members in good standing on the record date as determined under Section 3.08 of these Bylaws.

B. Manner of Casting Votes. Voting may be by voice or ballot, except that any election of directors must be by written ballot.

C. No Proxy Rights. Each member entitled to vote shall have the right to do so only in person. No member vote given by one or more agents authorized by a proxy from the member shall be counted in the vote.

D. Voting. Each member entitled to vote may cast one (1) vote on each matter submitted to a vote of the members.

E. Approval by Majority Vote. If a quorum is present, the affirmative vote of the majority of the voting power 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 is required by California Nonprofit Public Benefit Corporation Law.

3.07. Action by Written Ballot Without a Meeting.

A. General. Any action that may be taken at any meeting of members may be taken without a meeting upon compliance with the provisions of this Section 3.07.

B. Solicitation of Written Ballots. Any action that members may take at any general or special meeting may be taken without a meeting if (i) the written ballot of every member is solicited, (ii) the required number of signed approvals setting forth the action so taken is received, and (iii) the notice complies with Section 3.04B of the Bylaws. The Corporation shall distribute one (1) written ballot to each member entitled to vote on the matter. The ballots shall be mailed or delivered in the manner required by Section 3.04C of the Bylaws to all voting members. All solicitations of votes and distributions by ballot shall: (a) indicate the number of responses needed to meet the quorum requirement; (b) that a majority of the quorum is necessary for election of directors or to pass a measure(s); (c) with respect to ballots for election of

directors, state the name of each candidate and the office to which nominated; (d) specify the time by which the ballot must be received to be counted; (e) set forth the proposed action; (f) provide the members an opportunity to specify approval or disapproval of any proposal; (g) provide a reasonable time within which to return the ballot to the Corporation, specifying the address to which the ballot is to be sent. The written ballot shall provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith. In any election of directors, a written ballot which is marked by a member "withhold" or is otherwise marked in a manner indicating that the authority to vote is withheld, shall not be voted.

C. Quorum; Approval by Majority Vote. Approval by written ballot shall be valid only when the number of votes cast by ballot, within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

D. Revocation. A written ballot may not be revoked.

E. Retention of Ballots. All written ballots shall be filed with the Secretary of the Corporation and retained in the corporate records for a period of two (2) years.

3.08. Record Date.

A. For Notice, Voting, Written Ballots, and Other Board Actions. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board of Directors may, in advance, fix a record date. Unless the Board of Directors takes action, in advance, to fix a record date, the record date so fixed for:

- (1) sending notice of a meeting shall be no more than thirty (30) nor less than ten (10) days before the date of the meeting;
- (2) voting at a meeting shall be no more than ten (10) days before the date of the meeting;
- (3) voting by written ballot shall be no more than fifteen (15) days before the day on which the first written ballot is mailed or solicited; and
- (4) taking any other action shall be no more than thirty (30) days before that action.

B. Determination of Members Upon Record Date. For purposes of this Section 3.08, a person holding a membership at the close of business on the record date set by the Board of Directors shall be a member of record.

3.09. Member Action by Unanimous Written Consent Without a Meeting. Any action that could be taken at an annual or special meeting of members may be taken without

a meeting and without prior notice if all members consent in writing to the action. All consents shall be filed with the Secretary of the Corporation and retained in the corporate records for a period of two (2) years.

ARTICLE 4. INSPECTION RIGHTS OF THE MEMBERS.

4.01. Membership List. Unless the Corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

A. Written Demand for Personal Inspection and Copying. Inspect and copy the records containing members' names, addresses, and voting rights provided that the Corporation is given a written demand stating the purpose for which the inspection rights are requested and given to the Corporation at least five (5) days in advance of the desired inspection date which shall be during usual business hours; or

B. Written Demand to Secretary of Corporation. Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten (10) days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The Corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the Corporation.

4.02. Accounting Records and Minutes. On written demand on the Corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board of Directors, and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the

member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the Corporation.

4.03. Articles and Bylaws. The Corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation ("Articles") and Bylaws, as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours. If the Corporation has no business office in California, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles and Bylaws, as amended to the current date.

ARTICLE 5. ELECTION OF DIRECTORS AND OFFICERS.

5.01. Nominations by Committee. The President of the Board of Directors shall appoint a committee to nominate qualified candidates for election to the Board of Directors at least forty-five (45) days before the date of any election of directors. The nominating committee shall select qualified candidates for election to the Board of Directors as officers or as directors at large. More than one candidate may be nominated for an office. The chair of the nominating committee shall make its report to the Board of Directors at least thirty (30) days before the date of the election or at such other time as the Board of Directors may set, and the Secretary of the Board of Directors shall forward to each member, with the notice of the meeting required by these Bylaws, a list of all candidates nominated by committee.

5.02. Nominations From the Floor. At the annual meeting, any active member in good standing and present at the meeting may place names in nomination.

5.03. Use of Corporate Funds. No corporate funds may be expended to support a nominee to the Board of Directors.

ARTICLE 6. DIRECTORS.

6.01. Powers. Subject to the limitations stated in the Corporation's Articles, these Bylaws or the Nonprofit Corporation Law, and subject to the duties of directors as prescribed by the Nonprofit Corporation Law, all corporate powers shall be exercised by or under the direction of, and the business and affairs of the Corporation shall be managed by, the Board of Directors. The individual directors shall act only as members of the Board of Directors, and the individual directors shall have no power as such.

6.02. Number of Directors. The authorized number of directors of the Corporation shall not be less than five (5) nor more than be eleven (11). The exact number of directors shall be as determined periodically by resolution of the Board. Until the Board adopts such a resolution, the authorized number of directors shall be nine (9) and shall

consist of four (4) specifically elected officers (President, Vice President, Chief Financial Officer and Secretary), four (4) directors at large, and one (1) ex officio member who shall be the Head Band Director of the Bella Vista High School Band. All directors shall be voting members of the Board of Directors.

6.03. Election, Term of Office and Qualifications.

A. Except for the ex officio director, all directors shall be elected by written ballot cast at the annual meeting of members to hold office until the next annual meeting. However, if directors are not elected at an annual meeting, they may be elected at any special members' meeting held for that purpose or by written ballot. Each director (except for the ex officio director and including a director elected to fill a vacancy or elected at a special members' meeting or by written ballot) shall hold office until expiration of the term for which elected and until a successor has been elected and qualified, or until the death, resignation or removal of the director.

B. The Board of Directors may take action to change the commencement and ending date of the terms of directors without amending these Bylaws.

C. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors of the Corporation may be "interested persons." An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonably compensation paid to a director as a director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation.

6.04. Resignation. Any director may resign at any time by giving written notice of such resignation to the President, the Secretary or the Board of Directors of the Corporation. Such resignation shall take effect at the time specified in the notice; provided, however, that if the resignation is not to be effective upon receipt of the notice by the Corporation, the Corporation must accept the effective date specified. Except upon notice to the Attorney General, no director may resign where the Corporation would then be left without a duly elected director or directors in charge of its affairs. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

6.05. Removal.

A. Any or all directors may be removed by the Board of Directors, with or without cause, by a vote of a majority of the directors then in office.

B. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.

C. Any director who does not attend three (3) successive board meetings will automatically be removed from the board without board resolution unless (i) the director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting (if such leave is granted, the number of board members will be reduced by one in determining whether a quorum is or is not present), (ii) the director suffers from illness or disability that prevents him or her from attending meetings and the board by resolution waives the automatic removal procedure of this Section, or (iii) the board by resolution of the majority of board members must agree before a director who has missed three (3) meetings may be reinstated.

D. Any vacancy caused by the removal of a director shall be filled as provided in Section 6.06 of the Bylaws.

6.06. Vacancies.

A. A vacancy in the Board of Directors shall be deemed to exist in case of the death, resignation or removal of any director or if the authorized number of directors is increased or if the Board of Directors declares vacant the position of any director whose term has expired.

B. Vacancies on the Board of Directors may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice, or (3) a sole remaining director. The term of a director so elected shall be the unexpired portion of the term of the director being replaced.

C. The members may fill any vacancy not filled by the directors.

6.07. Organization Meeting. Immediately after each meeting at which a majority of the Board of Directors is elected, the Board of Directors shall hold a regular meeting for the purpose of organization and the transaction of other business. No notice of such meeting need be given.

6.08. Other Regular Meetings. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board of Directors. No notice of such regular meetings of the Board of Directors need be given.

6.09. Calling Meetings. Regular or special meetings of the Board of Directors (other than regular meetings held pursuant to Sections 6.07 and/or 6.08 of these Bylaws) shall be held whenever called by the President or the Board of Directors.

6.10. Place of Meetings. Meetings of the Board of Directors shall be held at any place within or without the state of California which may be designated in the notice of the

meeting, or, if not stated in the notice or if there is no notice, designated by resolution of the Board of Directors. In the absence of such designation, meetings of the Board of Directors shall be held at Bella Vista High School.

6.11. Telephonic Meetings. Members of the Board of Directors may participate in a regular or special meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 6.11 constitutes presence in person at such meeting.

6.12. Notice of Special Meetings. Written notice of the time and place of special meetings of the Board of Directors shall be delivered personally to each director or sent to each director by first-class mail, telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimiles, electronic mail, or other electronic means, or any other means of written communication. In case such notice is sent by mail, it shall be deposited in the United States mail at least four (4) days prior to the time of the holding of the meeting. For purposes of determining whether such four (4)-day requirement has been satisfied, the day of the meeting and the day notice is given shall each be counted as one (1) full day regardless of the time of the day the meeting is held or the notice is given. Each notice shall be deemed given to a director when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and custody of the United States Post Office department and addressed to such director at the address designated by him for that purpose or, if none is designated, at his last known address. In case such notice is delivered personally, by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means, or other means of written communication, it shall be so delivered at least forty-eight (48) hours prior to the time of the holding of the meeting. Such notice may be given by the Secretary, any director or by the persons who called said meeting. Such notice need not specify the purpose of the meeting, unless the meeting is to consider the removal of a director or an amendment to the Bylaws that will increase the number of directors of the Corporation. Notice shall not be necessary if appropriate waivers, consents or approvals are filed in accordance with Section 6.13 of these Bylaws.

6.13. 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 of the meeting, 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 meeting. Neither the business to be transacted nor the purpose of any regular or special meeting of the directors, or of a committee of directors, need be specified in any such waiver, consent or approval.

6.14. 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 of Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

6.15. Quorum. A majority of the directors then in office shall constitute a quorum 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 the act of the Board of Directors, unless the Articles, these Bylaws, or the Nonprofit Corporation Law specifically requires a greater number. In the absence of a quorum at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting as provided in Section 6.16 of these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of enough directors to leave less than a quorum, if any action taken is approved by at least a majority of the required quorum for such meeting.

6.16. Adjournment. Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the vote of a majority of the directors present. Notice of the time and place of the adjourned meeting need not be given to absent directors if said time and place are fixed at the meeting adjourned; provided, however, that if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, prior to the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

6.17. Inspection Rights. Every director shall have the absolute right at any time to inspect, copy and make extracts of, in person or by agent or attorney, all books, records and documents of every kind and to inspect the physical properties of the Corporation.

6.18. Fees and Compensation. Directors shall not receive any stated salary for their services as directors. Directors may be reimbursed in such amounts as may be determined from time to time by the Board of Directors for expenses paid while acting on behalf of the Corporation. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity as an officer, agent, employee or otherwise and receiving compensation therefor.

ARTICLE 7. COMMITTEES.

7.01. Executive Committee. The Board shall establish an Executive Committee in accordance with the Bylaws.

A. Authority.

(1) The Executive Committee shall have the power and authority as determined by the Board, subject to the limitations imposed on such power and authority by law or the Bylaws. The Board may grant to the Executive Committee any of the power and authority of the Board, except with respect to:

- (a) Adopting, amending or repealing the Bylaws;
- (b) Acting for the Board on any matters which require Board action pursuant to the Bylaws, including but not limited to filling vacancies in officer positions of the Board or any of its committees or the position of Administrative Officer;
- (c) Amending or repealing any resolution of the Board unless by its express terms the Board has authorized the Executive Committee to modify its terms; and
- (d) Appointing other committees of the Board or their members.

(2) Specifically, the Executive Committee shall have the power and authority to act for the Board in the following circumstances:

- (a) In matters specifically delegated by the Board;
- (b) In matters in which the Board's position is necessary to both meet an urgent timeframe and further the best interests of the Board and the corporation;
- (c) In matters concerning revisions to the budget not exceeding \$3,000 unless specifically authorized by the Board; and
- (d) In matters where the Board of Directors could not take action at a Board of Directors meeting due to lack of quorum and the Executive Committee determines that it is in the best interest of the Corporation that a designated action should be taken prior to the next scheduled Board of Directors meeting.

All action taken by the Executive Committee shall be consistent with the mission and adopted policies of the Board.

B. Composition, Selection, Term and Quorum.

(1) The Executive Committee shall be composed of five (5) Board members. The President, the Vice President, the Chief Financial Officer, the Secretary and the Head Band Director shall be ex officio voting members of the Executive Committee.

(2) The presence of three (3) members shall constitute a quorum for the transaction of business.

C. Officers of the Executive Committee. The President of the Board shall be the Chair of the Executive Committee. A Vice Chair of the Executive Committee shall be nominated from and elected by the Executive Committee. A vacancy shall be filled by the same procedure nominating and selecting new directors or officers.

7.02. Other Committees of the Board of Directors. The Board of Directors may, by resolution adopted by a majority of the directors then in office, create other committees, consisting of a minimum of two (2) directors and no one who is not a director, to serve at the pleasure of the Board of Directors. Such committee(s) shall have such power and authority as may be determined by the Board of Directors, subject to the limitations imposed on such power and authority by the Nonprofit Corporation Law or the Articles. The President (preferably with the concurrence of the Board of Directors but such concurrence shall not be required) shall appoint the chair of each committee.

7.03. Ad Hoc Committees. The Board of Directors may create one (1) or more ad hoc advisory committees.

A. Authority. The Board of Directors shall define the committee's role, the scope of its activities and jurisdiction, and its advisory status in a resolution establishing an ad hoc committee.

B. Composition, Selection and Term. An ad hoc committee shall consist of such persons as may be determined by the Board of Directors or appointed by the person designated by the Board of Directors to fill the committee(s). An ad hoc committee member shall serve a term of one (1) year unless otherwise determined by the Board of Directors and shall serve at the pleasure of the Board. The President (preferably with the concurrence of the Board of Directors but such concurrence shall not be required) shall appoint the chair of each ad hoc committee. It is anticipated, but not required, that the Board of Directors will create the following committees: Uniform, Communication, Pit Crew, Community Show, Publicity, Java & Jingle, Crab Feed, Java & Jazz and Spring Trip.

7.04. Committee Meetings. The presence of a majority of the committee members shall constitute a quorum for the transaction of business (except for the Executive Committee). Each member shall be entitled to one (1) vote, to be exercised in person. Neither cumulative, substitute, nor proxy voting shall be allowed. Meetings of a committee may be called at any time by the President, the Vice Chair, or the chair of the committee, or may be called by such officers upon the recommendation of the Board. Committee meetings shall be governed by Sections 6.11, 6.12, 6.13 and 6.14 of these Bylaws. All committee meetings shall be open to the Board of Directors or any member thereof. Minutes of each meeting shall be kept and shall be filed with the corporate records.

7.05. Term of Office of Committee Members. Each committee member shall serve at the pleasure of the Board of Directors but not to exceed such committee member's term as a director.

ARTICLE 8. OFFICERS.

8.01. Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Chief Financial Officer. The Corporation may also have, at the discretion of the Board of Directors, other officers as may be appointed in accordance with the provisions of Section 8.03. One (1) person may hold two (2) or more offices; provided, however, that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President.

8.02. Election and Term. The officers of the Corporation shall be directors elected by the members to serve as both directors and specified officers. Thereafter, the officers shall serve at the pleasure of the Board of Directors. Any officer may be removed, either with or without cause, at any time by a majority of the directors present at any regular or special meeting at which a quorum is present, or, with respect to offices appointed by the President, by the President. An officer that is removed from office may continue to serve as a director at large on the Board of Directors unless such director is removed or otherwise vacates his or her position as a director.

8.03. Subordinate Officers, Etc. The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are required in these Bylaws or as the Board of Directors may from time to time determine

8.04. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

8.06. President. The President shall, if present, act as the Chair of the Board of Directors and preside at all meetings of the Board of Directors. The President shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation. The President shall have the general powers and duties of management and shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws.

8.07. Vice President. If the President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers and be subject to all restrictions on the President. The Vice President shall have such other powers and performs such other duties as the Board of Directors or these Bylaws may require.

8.08. Secretary. The Secretary shall keep, or cause to be kept, a book of minutes in written form of the proceedings of the Board of Directors and committees of the Board of Directors. Such minutes shall include all waivers of notice, consents to the holding of meetings or approvals of the minutes of meetings executed pursuant to these Bylaws or the Nonprofit Corporation Law. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by these Bylaws or by law to be given, and shall cause the seal of the Corporation to be kept in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

8.09. Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account in written form or any other form capable of being converted into written form. The Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depository or depositories as may be designated by the Board of Directors. The Chief Financial Officer shall reimburse all funds of the Corporation as may be ordered by the Board of Directors, shall render to the President and directors whenever they request an account of all of the Chief Financial Officer's transactions as Chief Financial Officer, and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or by these Bylaws.

8.10. Reelection. Nothing in these Bylaws shall be construed to limit the number of terms of office to which a person may be reelected or reappointed.

ARTICLE 9. BOOKS AND RECORDS.

9.01. Books and Records. The Corporation shall keep adequate and correct books and records of account and minutes of the proceedings of the Board of Directors and committees of the Board of Directors.

9.02. Form of Records. Minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form. If any record subject to inspection pursuant to the Nonprofit Corporation

Law is not maintained in written form, a request for inspection is not complied with unless and until the Corporation, at its expense, makes such record available in written form.

9.03. Annual Report. The Board of Directors shall cause an annual report (the "Annual Report") to be sent to the directors after the close of the Corporation's fiscal year.

The Annual Report shall contain in appropriate detail the following:

A. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

B. The principal changes in assets and liabilities, including contributions, during the fiscal year;

C. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during the fiscal year;

D. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and

E. Any information required by Section 6322 of the Nonprofit Corporation Law.

The Annual Report shall be accompanied by any report thereon of independent accountants or, if there is no such report, the certificate of an authorized officer of the Corporation that such statement were prepared without audit from the books and records of the Corporation.

ARTICLE 10. GRANTS, CONTRACTS, ETC.

10.01. Grants. The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Corporation, may be authorized by the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to make any such grants, contributions or assistance.

10.02. Execution of Contracts. The Board of Directors may authorize the President or Vice President, in the name of and on behalf of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board of Directors to the contrary, the President shall be authorized to execute such instruments on behalf of the Corporation.

10.03. Checks, Drafts, Etc. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

10.04. Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected by an officer, employee or agent of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

ARTICLE 11. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS.

11.01. Definitions. For the purpose of this article, "agent" means any person who is or was a director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic association, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;

A. "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and

B. "Expense" includes, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this article.

11.02. Successful Defense by Agent. To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this article, or in the defense of any claim, issue or matter therein, the agent may be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim to the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporations Law. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 11.03 through 11.05 shall determine whether the agent is entitled to indemnification.

11.03. Actions Brought by Persons Other Than the Corporation. Subject to the required findings to be made pursuant to Section 11.05, below, this Corporation may, to the fullest extent permitted by law, indemnify any officer, director or executive director and shall have the power to indemnify any other agent who was or is a party, or is threatened to be made a party, to any proceeding (other than an action brought by, or on behalf of, this Corporation, or by an officer, director or person granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is

engaging in self-dealing within the meaning of California Corporations Code section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

11.04. Action Brought By or on Behalf of the Corporation. If an agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding. This Corporation may indemnify any officer, director or executive director and shall have power to indemnify any other agent who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

A. Good Faith Conduct. The determination of good faith conduct required by Section 11.05, below, must be made in the manner provided for in that section.

B. Court Determination. Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

11.05. Determination of Agent's Good Faith Conduct. The indemnification granted to an agent in Sections 11.03 and 11.04, above, is conditioned on the following:

A. Good Faith and Reasonable Care. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner the agent believed to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the agent did not act in good faith or in a manner which the agent reasonably believed to be in the best interest of this Corporation or that the agent had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the agent must have had no reasonable cause to believe that his or her conduct was unlawful.

B. Proper Method of Determination. The determination that the agent did act in the manner complying with subparagraph A, above, shall be made by:

(1) The Board of Directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

(2) The court in which the proceeding is or was pending.

Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by this Corporation.

11.06. Limitations. No indemnification or advance shall be made under this article, except as provided in Section 11.02 or Section 11.05B(2), in any circumstance when it appears that (1) the indemnification or advance would be inconsistent with a provision of the Articles or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (2) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

11.07. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this article.

11.08. Contractual Rights of Non-Directors and Non-Officers. Nothing contained in this article shall affect any right to indemnification to which persons other than directors and officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

11.09. Insurance. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this Section.

ARTICLE 12. INVESTMENTS.

12.01. Standards, Retention of Property.

A. In investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the Corporation's investments, other than assets held for use or used directly in carrying out a public or charitable program of the Corporation, the Board of Directors shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of the Corporation's capital.

B. Unless limited by the Articles, the Corporation may continue to hold property properly acquired or contributed to it if and as long as the Board of Directors, in the

exercise of good faith and reasonable prudence, discretion and intelligence, may consider that retention is in the best interests of the Corporation. No retention of donated assets violates this Section 12.01, where such retention was required by the donor in the instrument under which the assets were received by the Corporation, except that no such requirement may be effective more than ten (10) years after the death of the donor.

C. No investment violates this Section 12.01 by virtue of the investment's speculative character, where the investment conforms to provisions authorizing such investment contained in the instrument or agreement under which the assets were contributed to the Corporation.

12.02. Endowment Fund.

A. The Corporation may receive donations earmarked for an endowment fund from any source in cash or in other property acceptable to the Board of Directors, provided the terms and conditions, if any, are consistent with the purposes and powers of the Corporation as set forth in the Articles or the Bylaws of the Corporation. All donations so received, together with the income therefrom (the "Fund"), shall be held, managed, administered and paid out in accordance with any terms and conditions with respect thereto. Unless otherwise specifically required, the Corporation may mingle such restricted donations with other assets of the Fund. The Corporation may reject any donation carrying restrictions deemed by the Board of Directors to be incompatible with the purpose of the Fund or the Corporation.

B. The Corporation shall keep a complete record of the source of all gifts made to the Fund and shall take such steps as the Board of Directors deems appropriate to recognize and commemorate each such gift, to the end that the memory of the gift and of the donor shall be appropriately preserved.

C. The Corporation shall disburse the Fund or the income therefrom at such time and in such a manner and in such amounts as the Board of Directors may, in its discretion, determine for the Corporation or its related activities.

ARTICLE 13. DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES.

In the event that the Corporation shall at any time be a private foundation within the meaning of section 509 of the United States Internal Revenue Code of 1986, as amended (the "Code"), the Corporation, so long as it shall be such a private foundation, shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Code section 4942, and the Corporation shall not (1) engage in any act of self-dealing as defined in Code section 4941(d), (2) retain any excess business holdings as defined in Code section 4943(c), (3) make any investments in such manner as to

subject the Corporation to any tax under Code section 4944, or (4) make any taxable expenditures as defined in Code section 4945(d).

ARTICLE 14. AMENDMENT OF BYLAWS.

14.01. Amendment by Board Subject to Limitation by Members. Subject to the members' rights under Section 2.01 of these Bylaws and the limitations set forth below, the Board of Directors may adopt, amend, or repeal Bylaws unless doing so would materially and adversely affect the active members' rights as to voting or transfer. The Board of Directors may not extend a director's term beyond that for which the director was elected.

14.02. Changes to Number of Directors. Once members have been admitted to the Corporation, the Board of Directors may not, without the members' approval, specify or change any Bylaw that would:

- A. Fix or change the authorized number of directors;
- B. Fix or change the minimum/maximum number of directors; or
- C. Change from a fixed number of directors to a variable number of directors

or vice versa.

14.03. Members' Approval Required. Without the approval of the members, the Board of Directors may not adopt, amend, or repeal any bylaw that would:

- A. Increase or extend the terms of directors;
- B. Allow any director to hold office by designation or selection rather than by election by the members;
- C. Increase the quorum for members' meetings;
- D. Repeal, restrict, create, expand, or otherwise change proxy rights; or
- E. Authorize cumulative voting.

CERTIFICATE OF SECRETARY

I, Maris Jane Will, hereby certify that:

I am the duly elected and acting Secretary of Bella Vista Band Boosters, a California nonprofit public benefit corporation; and

The foregoing Amended and Restated Bylaws constitute the Bylaws of said Corporation as duly adopted by the Board of Directors on April 19, 2006, and approved by the members of Bella Vista Band Boosters on April 26, 2006.

IN WITNESS WHEREOF, I have hereunder subscribed my name this 3rd day of May, 2006.

Maris Jane Will, Secretary