

BYLAWS OF SCHURR HIGH MUSIC BOOSTERS
A California Nonprofit Public Benefit Corporation

Article I
Offices

1.01. Name of Corporation. The name of this corporation is SCHURR HIGH MUSIC BOOSTERS (hereinafter referred to as the "Music Boosters").

1.02. Principal Office of the Corporation. The principal office for the transaction of the activities and affairs of this corporation is located at 820 North Wilcox Avenue, Montebello, in Los Angeles County, California. The board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Article II
General and Specific Purposes; Limitations

2.01. General and specific purposes. The purpose of this corporation is to promote musical awareness, musical appreciation and performing arts education at the high school level; to inform the general public of such educational opportunities by promoting, supporting and organizing events and activities for the Schurr High School Music Band, Orchestras and related Performance Ensembles (hereinafter referred to as the "Music Programs"); to create a bond between the Music Programs and the general public; to Promote and support the instrumental and performing auxiliary programs of the Music Programs; and carry on other charitable and educational activities associated with this goal as allowed by law. The Music Boosters shall aid, assist, and support the Music Programs, in the most appropriate capacity in fulfilling its aforementioned purpose, as requested by the Instrumental Music Director of the Music Programs (hereinafter referred to as the "Music Director"). The Music Boosters' contribution of time, goods, services, and/or finances to the Music Programs is intended to augment the Music Program, and does not serve as a substitute for the legal financial obligations of the State of California, the County of Los Angeles, or the Montebello Unified High School District to provide for the basic needs of the Music Program. In pursuit of these objectives, the Music Boosters will neither seek to direct the administrative activities of the Music Program or control its policies.

2.02. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

2.03. Dedication of assets. This corporation's assets are irrevocably dedicated to charitable 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 to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has

established its exempt status under Internal Revenue Code section 501(c)(3).

2.04. No Political Purposes. The Music Boosters shall be non-sectarian and non-partisan. It shall not endorse any political candidate, nor shall it attempt to influence any type of political legislation at any level. Neither the name of the Music Boosters nor its officers, in their official Music Booster capacities, shall be used in any partisan interest or for any purpose other than the stated objectives and purposes of the Music Boosters.

2.05. Other Organizations. The Music Boosters may cooperate with other organizations whose activities are congruent with and support the objectives of the Music Boosters.

Article III **Qualified Participants**

3.01. Qualified Participants. The Music Boosters recognize the following three (3) classes of participants (hereinafter collectively referred to as "Qualified Participants"):

A. Regular Participant. A Regular Participant is a parent or guardian of a current Music Program member.

B. Associate Participant. An Associate Participant is a parent or guardian of a former Music Program member, or a former Music Program member.

C. Honorary Participant. An Honorary Participant is any other person, group, firm, or corporation interested in the Music Program and its programs, subject to the approval of the board of directors.

3.02. Qualified Participants are Not Statutory Members. No reference to any class of Participant shall be construed as a reference to a statutory member within the meaning of Corporations Code section 5056. All classes of Qualified Participants have participation rights that are limited to those defined in these bylaws.

3.03. Rights of Qualified Participants. Participants in each class shall have the right to vote on the election of directors as set forth in Section 5.05 of these bylaws; and for non-budget items that exceed one-thousand (\$1,000.00) dollars.

3.04. Meetings. There shall be at least two (2) general meetings of the Qualified Participants each semester. Such meeting dates are to be determined by the board.

3.05. Quorum. One tenth of the authorized number of Regular Participants shall constitute a quorum for any general meeting.

Article IV **General and Specific Powers of Board of Directors**

4.01. General powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of

incorporation or bylaws regarding actions that require approval of the Qualified Participants, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board.

4.02. Specific Powers. Without prejudice to the general powers set forth in Section 4.01 of these bylaws, but subject to the same limitations, the board shall have the power to:

1. Appoint and remove, at the pleasure of the board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; and require from them security for faithful service.
2. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting involving Qualified Participants.
3. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Article V **Board of Directors**

5.01. Variable number of and qualification for directors. The board of directors shall consist of the following two groups: (i) at least 5 but no more than 13 elected directors unless changed by amendment to these bylaws (the exact number of directors may be fixed, within those limits, by a resolution adopted by the board of directors); and (ii) the previous school year's Music Booster President and the current Musical Director as non-elected ex-officio directors.

5.02. Voting Rights of Directors. The elected directors shall have voting rights with respect to all matters that are decided by a vote of the board of directors. The non-elected ex-officio directors shall not have such voting rights.

5.03. Restriction on Interested Persons as Directors. No more than 49 percent of the persons serving on the board may be "interested persons." An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as 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.

5.04. Term of Director. Each director, with the exception of the original directors, shall serve a term of one (1) year that shall commence on July 1 and conclude on June 30 of the following calendar year. The board of directors shall indicate by resolution the terms of the original directors.

5.05. Nominations of Directors by Committee. At the first board of directors meeting after January 3rd, the board of directors shall appoint a committee of four (4) persons, referred to as the Nominating Committee, to nominate qualified candidates for election to the board of directors for the

following school year. The Nominating Committee is purely an advisory committee and shall not exercise any power that is reserved to the board of directors under California Nonprofit Public Benefit Corporation Law. The Nominating Committee shall prepare a list of suggested candidates for the board and present such list at the board meeting prior to the annual Schurr High School Spring Concert, or at such other time as the board may set. The secretary shall forward the list of candidates to each Regular Participant along with notice that the following year's directors will be elected at the Schurr High School Spring Concert.

5.06. Election of Directors. The election to select directors shall take place at the annual Schurr High School Spring Concert. Any Qualified Participant may vote for the director candidates presented by the Nominating Committee. Only one vote per household will be allowed, regardless of the number of students that household has enrolled in the Music Program. The results of the vote will be presented at an annual general meeting (as referenced in Section 5.11 of these Bylaws), to be held no later than May of the school year or at such other time as the board may set.

5.07. Events causing vacancies on board. A vacancy or vacancies on the board of directors shall occur in the event of (a) the term for the director expires and is the director is not re-elected; (b) the death or resignation of any director; (c) the declaration by resolution of the board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (d) the increase of the authorized number of directors.

5.08. Resignation of Directors. Except as provided below, any director may resign by giving written notice to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective.

5.09. Vacancies Filled by Board. Vacancies on the board 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 according to notice or waivers of notice complying with Corporations Code section 5211, or (3) a sole remaining director.

5.10. No Vacancy on Reduction of Number of Directors. Any reduction of the authorized number of directors, if such number was established by resolution of the board, shall not result in any director being removed before his or her term of office expires.

5.11. Place of Board Meetings. All general and special meetings shall be held at Schurr High School, unless it is determined by the board that another location would be more appropriate. Meetings of the Qualified Participants shall be presided over by the President, or in his or her absence, by a Vice-President of the organization or by a representative chosen by the President or, in the absence of each of the persons, by a person who is a Qualified Participant chosen by the majority of those Qualified Participants present at the meeting.

5.12. Annual Meeting and Other Meetings. The board shall hold an annual general meeting for purposes of organization, election of officers, and transaction of other business, to be held no later than May of every school year. Notice of this meeting is not required. In addition to the annual general meeting, the board shall have at least three (3) additional meetings per semester during the school year.

Such meetings may be held without notice at such time and place as the board may fix from time to time. The board shall also establish at least two (2) general meetings each semester for the Qualified Participants.

5.13. Authority to Call Special Meetings. Special meetings of the board for any purpose may be called at any time by the president or any vice president, the secretary, or any two directors.

5.14. Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.

Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, at least 48 hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.

5.15. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

5.16. Action Without a Meeting. Any action that the board is required or permitted to take may be taken without a meeting if all board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Corporations Code section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

5.17. Compensation and Reimbursement. Directors serve on a voluntary basis and shall not, under any circumstance, receive compensation for their services as directors. However, directors may be paid reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties, as the board may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

5.18. Creation and Powers of Committees. The board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors and

no one who is not a director, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the board, to the extent provided in the board resolution, except that no committee may:

- (a) Fill vacancies on the board or any committee of the board;
- (b) Fix compensation of the directors for serving on the board or on any committee;
- (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;
- (e) Create any other committees of the board or appoint the members of committees of the board;
- (f) Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected;
- (g) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Corporations Code section 5233(d)(3).

5.19. Meetings and Action of Committees. Except as otherwise provided herein, meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board has not adopted rules, the committee may do so.

5.20. Limitations. The board shall conduct business as necessary to consider proposed future activities by the Music Boosters, as well as to implement and expedite all actions required by vote of the Qualified Participants, provided that such action of the board shall not interfere with the music education policies of Schurr High School; and no director shall assume an obligation that commits the corporation to any future expenditures or engage in any fundraising effort on behalf of the corporation, without prior approval of the board.

Article VI **Officers**

6.01. Offices held. The authorized officers of this corporation shall be those described in Sections 6.08 through 6.11. The corporation, at the board's discretion, may also have one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under Section 6.04 of these bylaws.

6.02. Duplication of office holders. Any number of offices may be held by the same person,

except that neither the secretary nor the chief financial officer may serve concurrently as the president.

6.03. Election of Officers. The officers of this corporation, except any appointed under Section 6.04 of these bylaws, shall be chosen annually by the board at the annual meeting described in Section 5.11 of these bylaws, and shall serve at the pleasure of the board.

6.04. Appointment of Other Officers. The board may appoint and authorize other officer positions by amendment of these Bylaws. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the board.

6.05. Term of Service; Removal of Officers. The officers shall serve a term of one (1) year (from July 1 to June 30 of the following year) or until their successors have been installed. No person shall hold the same elected office for more than two (2) consecutive years. The board may remove any officer with or without cause.

6.06. Resignation of Officers. Any officer may resign at any time by giving written notice to the board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

6.07. Vacancies in Office. 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 normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

6.08. President. The President shall direct the general activities of the Music Boosters. The President, or his or her appointed representative, shall preside over all meetings of the Music Boosters and the board of directors. The President shall be an ex-officio member of all committees, except for those dealing with nominations. The President shall create committees as required and appoint chairpersons of these committees, subject to the approval of the then constituted board.

6.09. Vice Presidents

A. First Vice President. The First Vice President shall be the chairperson responsible for ways and means. If the president is absent or disabled, the First Vice President shall perform all duties of the president. When so acting, the First Vice President shall have all powers of and be subject to all restrictions on the president. The First Vice President shall have such other powers and perform such other duties as the board or the bylaws may require.

B. Second Vice President. The Second Vice President shall be responsible for communications, human resource development, hospitality at meetings involving Qualified Participants, and assist the First Vice President in coordinating fundraising activities. If both the president and First Vice President are absent or disabled, the Second Vice President shall perform all duties of the president. When so acting, the Second Vice President shall have all powers of and be subject to all restrictions on the president. The First Second President shall have such other powers and perform such other duties as the board or the bylaws may require.

C. Third Vice President. The Third Vice President shall be the chairperson of the Uniform Committee and manage all of the uniform acquisition and maintenance activities for all

appropriate band activities as outlined in the Uniform Committee Handbook.

D. Fourth Vice President. The Fourth Vice President shall be the chairperson of the transportation, logistics, recycling, and special projects committees. It is the responsibility of the chairperson of such committee to organize and recruit volunteers to assist the Music Programs as requested by the directors.

E. Fifth Vice President. The Fifth Vice President shall be the liaison to the Schurr High School Orchestra in charge of communicating and coordinating activities with the First Vice President. He or she shall also be prepared to assist in the duties of the other Officers when called upon.

F. Sixth Vice President. The Sixth Vice President shall be the liaison to the Schurr High School Pageantry in charge of communicating and coordinating activities with the First Vice President. He or she shall also be prepared to assist in the duties of the other Officers when called upon.

6.10. Executive Secretary. The Executive Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of meetings involving Qualified Participants. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; and the names of persons present at board and committee meetings. The Executive Secretary shall also be responsible for all Music Boosters correspondence.

6.11. Chief Financial Officer. The Chief Financial Officer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate; (ii) disburse the corporation's funds as the board may order; (iii) render to the President and the board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the board or the bylaws may require. The Chief Financial Officer shall keep an itemized account of all receipts and disbursements and submit reports at regular meetings. All disbursements, except those expenditures through the Uniform Committee petty cash fund, must be by check and signed by two (2) of the authorized signatories: the President, the First Vice President, the Second Vice President, the Third Vice President, or the Chief Financial Officer.

All expenditures of funds require prior approval by the board as a budget item, discretionary grant, for specific motion. Non-budget items of more than \$1,000 must be presented and approved by the Qualified Participants at general or specific meetings. In the absence of a special or general meeting, emergency funds may be allocated with the approval of the board. All emergency expenditures must obtain subsequent approval from the Qualified Participants, as necessary. All expenses are to be reported with accompanying receipts. A proposed budget will be presented at the Fall general meeting for ratification. An independent audit will be made upon any change of an Officer with signatory authority over the Music Boosters funds. The audit must be completed within three (3) months after the end of the fiscal year.

6.12. Contracts With Directors and Officers. No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless

(a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

6.13. Loans to Directors and Officers. This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

6.14. Indemnification. To the fullest extent permitted by law, this corporation may indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of Qualified Participants. At that meeting, the Qualified Participants shall determine under Corporations Code section 5238(e) whether the applicable standard of conduct has been met and, if so, the Qualified Participants present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under this Section 6.15 of these bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

6.15. Insurance. This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees,

and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

6.16. Compensation and Reimbursement. Officers serve on a voluntary basis and may not, under any circumstance, receive compensation for their services as officers. However, officers may be paid reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties, as the board may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

Article VII Corporate Records

7.01. Maintenance of Corporate Records. This corporation shall keep:

- (a) Adequate and correct books and records of account; and
- (b) Written minutes of the proceedings of its board and committees of the board.

7.02. Maintenance and Inspection of Articles and Bylaws. This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the directors 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 director, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.

7.03. Directors' Right To Inspect. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records and documents of every kind. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

7.04. Annual Report. The board shall cause an annual report to be sent to the directors within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- (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 trust funds;
- (c) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The corporation's expenses or disbursements for both general and restricted purposes;
- (e) Any information required by Section 7.05 of these bylaws; and
- (f) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000

in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors who requests it in writing.

7.05. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and furnish to each director a statement of any transaction or indemnification of the following kind:

(a) Any transaction (i) in which the corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (c) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:

(1) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(2) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the corporation under Section 6.15 of these bylaws.

Article VIII Committees

The standing committees are the following:

1. Ways & Means (Fundraising)
2. Hospitality
3. Uniform
4. Transportation
5. Recycling
6. Orchestra
7. Pageantry
8. Telephone
9. New Family Orientation
10. Taco Mambo 5 K Walk/Run

Article IX Amendments

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the directors.

Article X
Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June.

Article XI
Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of SCHURR HIGH MUSIC BOOSTERS, a California nonprofit public benefit corporation; that these bylaws, consisting of 14 pages, are the bylaws of this corporation as adopted by the board of directors on _____ and that these bylaws have not been amended or modified since that date.

Executed on _____ at _____, California.

Secretary