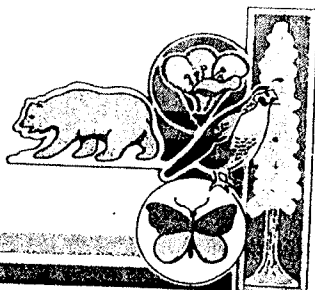


1702938



# State of California

OFFICE OF THE SECRETARY OF STATE

## CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

FEB 14 1992



*March Fong Eu*

Secretary of State

BYLAWS

OF

LA CANADA HIGH SCHOOL MUSIC PARENTS,  
a California nonprofit public benefit corporation

Adopted February 11, 1992

BYLAWS  
OF  
LA CANADA HIGH SCHOOL MUSIC PARENTS,  
a California nonprofit public benefit corporation

Table of Contents

	<u>Page</u>
<u>Article 1</u> <u>Principal Office</u> .....	1
<u>Article 2</u> <u>Membership</u> .....	1
2.1    Eligibility.....	1
2.2    Honorary Members.....	1
2.3    Fees and Dues.....	1
2.4    Membership Term.....	1
2.5    Voting Rights.....	1
2.6    Transfer of Memberships.....	2
2.7    Liability.....	2
2.8    Termination of Membership.....	2
<u>Article 3</u> <u>Meetings of Members</u> .....	2
3.1    Annual Meeting.....	2
3.2    Special Meetings.....	2
3.3    Notice of Meeting.....	2
3.4    Manner of Giving Notice.....	3
3.5    Quorum.....	3
3.6    Adjournment.....	3
3.7    Voting.....	3
3.8    Waiver of Notice.....	4
3.9    Action Without Meeting.....	4
3.10    Voting by Proxy or Ballot.....	5
3.11    Record Date.....	5
<u>Article 4</u> <u>Board of Directors</u> .....	5
4.1    Number.....	5
4.2    Qualifications.....	5
4.3    Powers.....	5
4.4    Election and Term of Office.....	6
4.5    Removal for Cause.....	6
4.6    Vacancies.....	6
4.7    Compensation.....	6
4.8    Liability.....	6
<u>Article 5</u> <u>Meetings of Board of Directors</u> .....	6
5.1    Organizational and Regular Meetings.....	6
5.2    Special Meetings.....	6
5.3    Notice of Meetings.....	7
5.4    Quorum.....	7

5.5	Participation in Meetings by Conference Telephone.....	7
5.6	Waiver of Notice.....	7
5.7	Adjournment.....	7
5.8	Action Without Meeting.....	7
<u>Article 6 Officers.....</u>		8
6.1	Officers.....	8
6.2	Election.....	8
6.3	Vacancies.....	8
6.4	President.....	8
6.5	Vice Presidents.....	8
6.6	Secretary.....	9
6.7	Chief Financial Officer.....	9
6.8	Compensation.....	9
6.9	Liability.....	9
<u>Article 7 Committees.....</u>		9
7.1	Appointment.....	9
7.2	Standing Committees.....	10
7.3	Proceedings and Reports.....	10
7.4	Other Committees.....	11
<u>Article 8 Indemnification.....</u>		11
8.1	Indemnification.....	11
8.2	Advance of Expenses.....	11
8.3	Insurance.....	11
<u>Article 9 Records and Reports.....</u>		12
9.1	Corporate Records.....	12
9.2	Inspection.....	12
<u>Article 10 Miscellaneous.....</u>		12
10.1	Budget.....	12
10.2	Fiscal Year.....	12
10.3	Notices.....	12
10.4	Checks, Drafts, and Evidences of Indebtedness.....	13
10.5	Execution of Contracts.....	13
10.6	Representation of Shares of Other Corporations.....	13
10.7	Construction and Definitions.....	13
<u>Article 11 Amendment.....</u>		13
11.1	Members.....	13
11.2	Board of Directors.....	13

1702938  
ENDORSED  
FILED  
in the office of the Secretary of State  
of the State of California

ARTICLES OF INCORPORATION  
OF  
LA CANADA HIGH SCHOOL MUSIC PARENTS

FEB 11 1992

MARCH FONG EU, Secretary of State

Article 1  
Name

The name of this corporation is:

LA CANADA HIGH SCHOOL MUSIC PARENTS

Article 2  
Purposes

Section 2.1 This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

Section 2.2 This corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 2.3 The specific and primary purpose for which this corporation is formed is to support and promote the instrumental music program, grades 7 through 12, at La Cañada High School as an extracurricular educational activity of the student participants.

Article 3  
Powers

Section 3.1 This corporation is to have and exercise all the powers conferred on nonprofit public benefit corporations by the laws of the State of California, except that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

Section 3.2 No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3.3 The property of this corporation is irrevocably dedicated to the purposes set forth in Article 2 and no part of the net earnings or assets of this corporation shall ever inure

to the benefit of or be distributable to or for the benefit of any director, officer or member (if any) of this corporation or any other private individual.

Section 3.4 Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or the corresponding provision of any successor law.

Article 4  
Service of Process

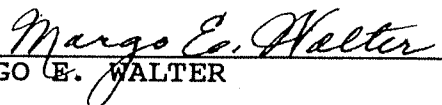
The name and address in the State of California of this corporation's initial agent for service of process are:

Margo E. Walter  
181 Starlight Crest Drive  
La Cañada Flintridge, California 91011

Article 5  
Dissolution

On dissolution of this corporation, all of its assets available for distribution shall be distributed to one or more organizations that are exempt from federal income tax under Code Section 501(c)(3) or the corresponding provision of any successor law, as the Board of Directors of this corporation may determine by resolution duly adopted prior to such dissolution, subject to the provisions of any trust under which such assets are held.

EXECUTED on January 27, 1992 at La Cañada Flintridge, California.

  
MARGO E. WALTER

BYLAWS  
OF  
LA CANADA HIGH SCHOOL MUSIC PARENTS,  
a California nonprofit public benefit corporation

Article 1  
Principal Office

The principal office of this corporation shall be located at 4463 Oak Grove Drive, La Cañada Flintridge, California.

Article 2  
Membership

Section 2.1 Eligibility. The qualifications for membership shall be established each year by the Board of Directors prior to the annual meeting of the corporation. The eligibility rules so established shall be in effect for the next fiscal year of the corporation. Initially, members are those with a son or daughter participating in the instrumental music program at La Cañada High School (grades 7 through 12), including the band auxiliary and color guard.

Section 2.2 Honorary Members. The Board of Directors may designate as honorary members persons who no longer have a son or daughter participating in the instrumental music program, but who have rendered significant past service to the corporation. Honorary members shall not be entitled to exercise the rights of "members" described in Section 5056 of the California Corporations Code (the "Code") or in these Bylaws.

Section 2.3 Fees and Dues. Each member must pay, within the time and on the conditions set forth by the Board of Directors, the annual dues. The annual dues shall be fixed by the Board of Directors prior to each annual meeting of the corporation. The annual dues so established shall be for the next fiscal year of the corporation. Until changed by the Board of Directors, the annual dues shall be \$10.

Section 2.4 Membership Term. If a member pays the dues for a fiscal year of the corporation before that fiscal year begins, the membership term shall be that fiscal year of the corporation. Otherwise, the membership term shall commence on the day on which the annual dues are paid and shall continue until the end of the corporation's fiscal year.

Section 2.5 Voting Rights. Subject to Section 3.11, each member shall be entitled to cast one vote on all matters submitted to a vote of the members during the membership term. Honorary members shall not be entitled to vote in the affairs of the corporation.

Section 2.6 Transfer of Memberships. No member may transfer a membership or any right arising therefrom.

Section 2.7 Liability. Except as provided by law, no person who is a member of this corporation shall, as such, be personally liable for the debts, liabilities or obligations of this corporation.

Section 2.8 Termination of Membership. The membership of any member shall terminate upon occurrence of either of the following events:

- (a) The resignation of a member; or
- (b) The expiration of the membership term, unless the member sooner renews for a subsequent period on the renewal terms set by the Board of Directors.

### Article 3 Meetings of Members

Section 3.1 Annual Meeting. The annual meeting of members of this corporation shall be held each year in the month of June, on such date and at such time and place as shall be determined by the Board of Directors.

Section 3.2 Special Meetings. Special meetings of members of this corporation for any purpose or purposes may be called by the President or the Board of Directors or by a petition of 20% of the then-current members of the corporation.

Section 3.3 Notice of Meeting. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than 10 nor more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. Such notice shall state the place, date and time of the meeting and the general nature of the business to be transacted. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

If action is proposed to be taken at any meeting (a) to approve a contract or transaction in which a director has a direct or indirect financial interest, (b) to remove a director without cause, (c) to fill a vacancy created by the removal of a director, (d) to amend the Articles of Incorporation, (e) to approve the voluntary dissolution of the corporation or (f) to approve a plan of distribution in dissolution, the notice shall also state the general nature of such proposal.

Section 3.4 Manner of Giving Notice. Notice of a meeting of members shall be given either personally or by mail or other means of written communication, addressed to each member at the address of such member appearing on the books of this corporation or given by the member to this corporation for purpose of notice. If any notice addressed to a member at the address of such member appearing on the books of this corporation is returned by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the member at such address, all future notices shall be deemed to have been duly given without further mailing if the same shall be available for the member upon written demand at the principal office of this corporation for a period of one year from the date notice was given to all other members.

Section 3.5 Quorum. Unless otherwise provided in the Articles of Incorporation, the presence in person or by proxy of ten percent of the members entitled to vote at any meeting of members shall constitute a quorum for the transaction of business. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 3.6 Adjournment. Any meeting of members, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members represented and entitled to vote at such meeting, either in person or by proxy, but in the absence of, a quorum, no other business may be transacted at such meeting.

When any meeting of members, annual or special, is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at a meeting at which the adjournment is taken, unless a new record date for the adjourned meeting is fixed, or unless the adjournment is for more than 45 days from the date set for the original meeting, in which case the Board of Directors shall set a new record date. Notice of any such adjourned meeting shall be given to each regular member of record entitled to vote at the adjourned meeting in accordance with the provisions of Sections 3.3 and 3.4. At any adjourned meeting, the corporation may transact any business which might have been transacted at the original meeting.

Section 3.7 Voting. The members entitled to notice of and to vote at any meeting of members shall be determined in accordance with the provisions of Section 2.5 and Section 3.11. The vote may be by voice vote or by ballot, at the discretion of the chair; provided, however, that any election for directors must be by ballot if demanded before the voting begins by a member entitled to vote at the meeting. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to

vote on such matter shall be the act of the members, provided that if less than one-third of the members entitled to vote at the meeting are present only such matters as are described in the notice of the meeting shall be submitted to vote at the meeting.

Section 3.8 Waiver of Notice. The transactions of any meeting of members, annual or special, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice, or a consent to a holding of the meeting, or an approval of the minutes thereof. Neither the waiver of notice nor the consent to holding of the meeting nor the approval of the minutes thereof need specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any matters specified in the second paragraph of Section 3.3, the waiver of notice or the consent to the holding of the meeting and the approval of the minutes thereof 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.

Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of such meeting if such objection is expressly made at the meeting.

Section 3.9 Action Without Meeting. Any action which may be taken at an annual or special meeting of members may be taken without a meeting if this corporation distributes a written ballot to every member entitled to vote on the matter. Such ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to this corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period 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 to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All ballot solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

Section 3.10 Voting by Proxy or Ballot. Any form of proxy or written ballot shall afford an opportunity on the proxy or form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot or proxy is distributed, to be acted upon at the meeting for which the proxy is solicited or by such written ballot, and 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, any form of proxy or written ballot in which the directors to be voted upon are named therein as candidates and which is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld shall not be voted either for or against the election of a director.

Section 3.11 Record Date. Members whose membership term includes the last day on which notice of a meeting is given and who are otherwise eligible to vote are entitled to notice of and to vote at the meeting of members.

Article 4.  
Board of Directors

Section 4.1 Number. The Board of Directors shall consist of not less than ten (10) nor more than twenty (20) persons. The exact number of directors shall be thirteen (13) until changed, within the limits specified, as provided in Section 11.2.

Section 4.2 Qualifications. Each member of the Board of Directors shall be a member or honorary member of this corporation.

Section 4.3 Powers. Subject to limitations imposed by law, the Articles of Incorporation or these Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under direction of the Board of Directors. Without limiting any such power or authority, the Board of Directors shall have the following powers:

- (a) To determine this corporation's objectives and assure that plans and programs are designed to meet them;
- (b) To adopt and control the budget of this corporation and assure the conduct of the financial affairs on a responsible basis in accordance with established policies;
- (c) To appoint such committees as it deems necessary and to prescribe powers and duties for them; and
- (d) To select and remove officers of this corporation and prescribe powers and duties for them.

Section 4.4 Election and Term of Office. The directors shall be elected at the annual meeting of members each year and shall serve until the next annual meeting and until a successor is elected and qualified. Notwithstanding Section 4.2, the instrumental music director at La Cañada High School shall automatically and without action by the members be a director of the corporation. The term of office for such director shall be the term of incumbency as instrumental music director.

Section 4.5 Removal for Cause. A director may be removed from office, for cause, by a majority of the directors present at a meeting duly held and at which a quorum is present.

Section 4.6 Vacancies. Subject to the provisions of Section 5226 of the California Nonprofit Public Benefit Corporation Law, any director may resign effective upon giving written notice to the President, the Secretary or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be selected before such time, to take office when the resignation becomes effective. A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any director, or if the authorized number of directors be increased. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office. Except for a vacancy created by the removal of a director, vacancies in the Board of Directors may be filled by a majority of the remaining directors, though less than a quorum, or by the sole remaining director. A director so elected shall serve for the unexpired term of his or her predecessor and until a successor is elected and qualified.

Section 4.7 Compensation. Members of the Board of Directors shall serve without compensation.

Section 4.8 Liability. Except as provided by law, no director shall be personally liable for the debts, liabilities or obligations of this corporation.

## Article 5 Meetings of Board of Directors

Section 5.1 Organizational and Regular Meetings. The Board of Directors shall hold an organizational meeting following each annual meeting of members for the purpose of organization, election of officers and the transaction of other business. In addition, the Board shall hold regular meetings at a time and place fixed by the Board. The meetings of the Board shall be open to all members of the corporation.

Section 5.2 Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, any Vice President, the Secretary or any two directors.

Section 5.3 Notice of Meetings. Regular meetings may be held without notice. Special meetings of the Board shall be held at least four days after delivery of notice of the meeting. A notice need not specify the purpose of any regular or special meeting of the Board.

Section 5.4 Quorum. A majority of the exact number of directors specified in Section 4.1 as in effect from time to time, but in no event fewer than three directors, shall constitute a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is otherwise required by law, by the Articles of Incorporation or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting or such greater number as may otherwise be required by law.

Section 5.5 Participation in Meetings by Conference Telephone. Members of the Board may participate in (and shall be deemed to be present at) a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 5.6 Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 5.7 Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting of the Board to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, unless the meeting is adjourned for more than 24 hours.

Section 5.8 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the Board.

*§ 5.8 To be hand of a director, as per note to take action without meeting. This is not required if all members of the Board consent in writing to such action. Such consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the Board.*

Article 6  
Officers

Section 6.1 Officers. The officers of this corporation shall be a President, Vice Presidents, a Secretary and a Chief Financial Officer and such other officers as the Board shall designate. Officers may, but need not, be members of the Board of Directors, but they must each be a member or honorary member of this corporation. 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.

Section 6.2 Election. The officers of this corporation shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 6.3 Vacancies. Any vacancy in an office because of death, resignation, removal, disqualification or any other cause shall be filled as it occurs by the Board of Directors.

Section 6.4 President. The President is the chief executive officer of this corporation and has, subject to the control of the Board, responsibility for general supervision, direction and control of the business and affairs of this corporation. The President shall preside at all meetings of members and of the Board, shall be the principal liaison with the administration of La Cañada High School, shall chair the Executive Committee, shall be a member ex-officio of all committees, and shall, subject to Section 6.4 and 6.5, appoint the chairs of standing committees.

Section 6.5 Vice Presidents. The Vice Presidents shall be designated as follows: Vice President - Fund Raising; Vice President - Special Events; Vice President - Communications; and Vice President - Uniforms. Their respective responsibilities shall be as follows:

(a) The Vice President - Fund Raising shall be responsible for all activities that generate funds to support the purposes of this corporation and shall chair the Ways and Means Committee.

(b) The Vice President - Special Events shall be responsible for organizing and managing on behalf of this corporation all special events, including band camp, festivals and concerts.

(c) The Vice President - Communications shall be responsible for all communications with members and others, including newsletters, publicity and the telephone tree.

(d) The Vice President - Uniforms shall be responsible for obtaining, maintaining and distributing all uniforms for

the instrumental music program, and shall chair the Uniform Committee.

The Vice Presidents shall have such other powers and duties as shall be prescribed from time to time by the President or the Board.

Section 6.6 Secretary. The Secretary shall keep an accurate record of all meetings of the members and of the Board, provide copies of minutes to Board members, and shall be responsible for providing notice of meetings. The Secretary shall have such other powers and duties as may be prescribed from time to time by the President or the Board.

Section 6.7 Chief Financial Officer. The Chief Financial Officer shall be the custodian for all funds of this corporation, which funds shall be deposited in such banks or other financial institutions as may from time to time be designated by the Board. Funds of this corporation shall be disbursed only on checks or other withdrawal orders of this corporation signed by such officers or other persons as may be specifically authorized by the Board. The Chief Financial officer shall generally supervise the accounting and bookkeeping of this corporation, shall regularly report to the Board as to the financial condition and results of operations of this corporation, and shall have such other powers and duties as may be prescribed from time to time by the President or the Board. The Chief Financial Officer, for purposes of giving any reports or executing any certificates or other documents requiring the signature of the Treasurer, is deemed to be the Treasurer of this corporation.

Section 6.8 Compensation. Officers of this corporation shall serve without compensation.

Section 6.9 Liability. Except as provided by law, no officer shall be personally liable for the debts, liabilities or obligations of this corporation.

## Article 7 Committees

Section 7.1 Appointment. The Board of Directors shall annually appoint standing committees and may create and appoint from time to time such ad hoc committees as in its discretion the activities of this corporation require, and shall delegate to such committees such powers and duties as it may deem appropriate within the limitations prescribed by these Bylaws and otherwise by law. Each such committee shall consist of three or more directors, shall be presided over by a chair selected by the President (subject to Sections 6.4 and 6.5) and shall serve at the pleasure of the Board. Any such ad hoc committee must be created by resolution adopted by a majority of the number of directors then in office, provided a quorum is present. Appointments to committees shall be by a majority vote of the directors then in office, except to the extent that

composition of a committee is specified in these Bylaws. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. In addition, the Board may from time to time appoint such advisory and other committees as it deems appropriate, consisting of directors and/or persons who are not directors, but such committees shall not be deemed committees of the Board and shall not exercise any power of the Board.

Section 7.2 Standing Committees. The standing committees shall be as follows:

(a) Executive Committee. The Executive Committee shall be comprised of the President, the Vice Presidents, the Secretary and the Chief Financial Officer. The Executive Committee is empowered to act on behalf, and with the full power, of the Board during the summer months or in those instances where immediate action is deemed necessary but the situation is not of a magnitude or time is insufficient to call a special meeting of the Board of Directors.

(b) Nominating Committee. The Nominating Committee shall, at least ten (10) days prior to each annual meeting of members, prepare and submit to the Board (i) a list of nominations of persons for election as directors of this corporation, and (ii) a list of nominations for a complete slate of officers for the following year. In nominating directors for election, the Nominating Committee shall attempt to attain representation from all grade levels and from the various constituent elements of the instrumental music program, including the orchestra, band, color guard and band auxiliary.

(c) Ways and Means Committee. The Ways and Means Committee shall organize programs and events for the purpose of raising funds to further the purpose of this corporation. This Committee shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

(d) Uniform Committee. The Uniform Committee shall organize and assist in obtaining, maintaining and distributing uniforms for the instrumental music program.

Section 7.3 Proceedings and Reports. The Board shall have power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of these Bylaws applicable to meetings and actions of the Board. Minutes shall be kept of meetings of each committee and each chair shall regularly report on action taken by that committee to the Board.

Section 7.4 Other Committees. The Board of Directors may create and appoint from time to time such committees as in its discretion the activities of this corporation require, and shall by resolution delegate to such committees such powers and duties as it may deem appropriate within the limitations prescribed by these Bylaws and otherwise by law, provided that no such committee may:

- (a) Fill vacancies on the Board or in any committee;
- (b) Amend or repeal Bylaws or adopt new Bylaws;
- (c) Amend or repeal any resolution of the Board unless such resolution is by its express terms so amendable or repealable;
- (d) Appoint any other committees of the Board or the members of any committee of the Board; or
- (e) Approve any transaction (1) to which the corporation is a party and one or more directors have a material financial interest; or (2) between the corporation and one or more directors or between the corporation or any person in which one or more of its directors have a material financial interest.

## Article 8 Indemnification

Section 8.1 Indemnification. This corporation shall, to the maximum extent permitted by the California Nonprofit Public Benefit Corporation Law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of this corporation. For purposes of this Article 8, an "agent" of this corporation 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 corporation, partnership, joint venture, trust or other enterprise.

Section 8.2 Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified.

Section 8.3 Insurance. Except as provided by law, this corporation shall have the power to purchase and maintain insurance on behalf of any agent of this 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 corpora-

tion would have the power to indemnify the agent against such liability.

Article 9  
Records and Reports

Section 9.1 Corporate Records. The corporation shall keep at its principal office:

(a) Adequate and correct books and records of account;

(b) A copy of these Bylaws, as amended to date;

(c) A record of its members giving their names and addresses; and

(d) Minutes in written form of the proceedings of its Board of Directors and of each committee of the Board of Directors.

Section 9.2 Inspection. Every member or director shall have the absolute right at any reasonable time to inspect these Bylaws and all books, records, and documents of every kind and the physical properties of the corporation. This inspection may be made in person or by an agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Article 10  
Miscellaneous

Section 10.1 Budget. The Board of Directors shall adopt a budget for each fiscal year, which may be reviewed and revised as necessary during the course of the year. Expenditures for items not provided for in the adopted budget shall require specific approval of the Board of Directors. Expenditures provided for in the adopted budget may be disbursed without such specific approval.

Section 10.2 Fiscal Year. The corporation's fiscal period for tax and financial accounting purposes shall be the year beginning August 1st and ending July 31st.

Section 10.3 Notices. All notices or other communications required or permitted by these Bylaws, except as otherwise specified by law, shall be in writing and shall be deemed delivered when personally delivered or, if mailed, upon deposit with the United States Postal Service as first-class mail, postage fully prepaid, addressed to the person to be notified at the most recent address of such person on the books of the corporation.

Section 10.4 Checks, Drafts, and Evidences of Indebtedness. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

Section 10.5 Execution of Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 10.6 Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or by the President are each authorized to vote and to represent and exercise on behalf of this corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this corporation. This authority may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 10.7 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

## Article 11 Amendment

Section 11.1 Members. New Bylaws may be adopted or these Bylaws may be amended or repealed by approval or ratification by the affirmative vote of a majority of the votes represented and voting at a duly held meeting of members at which a quorum is present (which affirmative vote also constitutes a majority of the required quorum) or written ballot conforming to these Bylaws.

Section 11.2 Board of Directors. Subject to the power of the members to adopt, amend or repeal Bylaws, new Bylaws may be adopted and these Bylaws may be amended or repealed by the Board of Directors, except that a Bylaw changing the maximum or minimum number of authorized directors or changing from a variable to a fixed Board, may only be adopted by approval of the members as provided in Section 11.1 above. The exact number of directors has

been fixed in Section 4.1 of these Bylaws within the limits specified, and such number may be changed by the Board of Directors or by the members in the same manner as provided in this Article 11 for amendment of these Bylaws.

ACTION TAKEN BY THE SOLE INCORPORATOR  
OF  
LA CANADA HIGH SCHOOL MUSIC PARENTS,  
a California nonprofit public benefit corporation

The undersigned, as the sole incorporator of La Canada High School Music Parents, a California nonprofit public benefit corporation, caused the Articles of Incorporation of the corporation to be filed in the office of the Secretary of State of the State of California and hereby adopts the following resolutions:

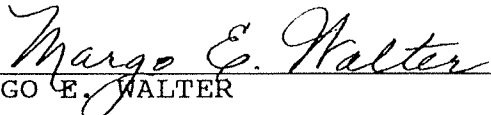
RESOLVED: That the Bylaws in the form presented to the sole incorporator are hereby adopted as the Bylaws of this corporation.

RESOLVED FURTHER: That the following persons are hereby elected as the initial directors of this corporation:

Margo E. Walter  
Muffin Nelson  
Barbara Schembari  
Vicki Brown  
Susan Hamre  
Nancy Weyermuller

Karen Stokes  
Joanne Crispin  
Wendy Chessum  
Kay Ayers  
Richard Johannesen  
Jennie Johannesen

IN WITNESS WHEREOF, the undersigned has executed this Action Taken by the Sole Incorporator as of February 11, 1992.

  
MARGO E. WALTER

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that she is the duly elected and acting Secretary of La Cañada High School Music Parents, a California nonprofit corporation, and that the foregoing Bylaws constitute a true and correct copy of the Bylaws of said corporation as in effect on the date hereof.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this \_\_\_\_\_ day of \_\_\_\_\_, 1992.

\_\_\_\_\_  
Vicki Brown, Secretary