

**BYLAWS
OF
RANCHO SAN DIEGO MUSIC FOUNDATION**

A California Nonprofit Public Benefit Corporation

**ARTICLE I
OFFICES**

Section 1.1. PRINCIPAL OFFICE. The principal office for the transaction of the activities and affairs of the corporation is located at Valhalla High School, 1725 Hillside Road, El Cajon, California 92019. The Board of Directors (hereafter referred to as the "Board") may from time to time change the principal office from one location to another.

Section 1.2. OTHER OFFICES. The Board may at any time establish branch or subordinate offices at any location(s) where the Board deems it necessary or appropriate to conduct the corporation's activities or further the purposes of the corporation.

**ARTICLE II
PURPOSE**

Section 2.1. OBJECTIVE. The 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. The corporation's purpose is to aid, promote and sustain the Valhalla High School instrumental music and color guard programs, by providing financial and other support and assistance to such programs and to the students enrolled in such programs

**ARTICLE III
DIRECTORS**

Section 3.1. GENERAL AUTHORITY OF BOARD. Subject to the provisions 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 members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors shall have authority to fix the compensation of officers and directors for services in any lawful capacity.

Each director shall exercise such powers and otherwise perform such duties in good faith, in the manner such director believes to be in the best interest of the corporation, and with care, including reasonable inquiry, using ordinary prudence, as a person in a like position would use under similar circumstances.

Section 3.2. QUALIFICATION AND NUMBER. The authorized number of directors constituting the Board of Directors until changed by amendment to these Bylaws shall be seven.

The President, Vice President, Secretary, and Chief Financial Officer shall be members of the Board of Directors as voting members.

The Valhalla High School Instrumental Music and Color Guard representative to the Grossmont Union High School District Parent Music Advisory Group (PMAG) shall be a member of the Board of Directors as a voting member.

Two (2) parents, who are active members of this corporation per Section 5.1, and who are appointed and approved by the Board per section 3.12, shall each serve on the Board of Directors as a voting Director at Large.

The Director of the Valhalla High School Music Department shall serve as a representative from the school, advising the RSDMF Board of Directors as to the needs of the Valhalla High School Music Department. This position will be granted a courtesy seat at RSDMF Board meetings, but will not serve on the Board of Directors as a voting member.

A director shall be a citizen of the United States, and a resident of the State of California.

Section 3.3. DUTIES. It shall be the duty of the directors to:

Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these Bylaws.

Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.

Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly.

Meet at such times and places as required by these Bylaws.

Section 3.4. DESIGNATION, ELECTION AND TERM. The initial Board of Directors (including the initial President, Vice President, Chief Financial Officer and Secretary of the corporation) shall be designated by the incorporator. Thereafter, directors shall be elected at an annual meeting of members for a term of one year.

Each director shall hold office until the expiration of the term on June 30th and until a successor has been elected and qualified, or until his or her earlier resignation or removal from office. If an annual meeting of members is not held, or the directors are not elected at an annual meeting, the directors may be elected at any special meeting of members held for that purpose.

Section 3.5. MEETINGS OF BOARD OF DIRECTORS. After each annual meeting of members, the Board shall hold a regular meeting for purposes of organization, election of officers, and transaction of other organizational business. Notice of this meeting is not required. The date and time of subsequent regular meetings of the Board shall be set by the newly elected Board during this organizational meeting.

The meetings may be held at any place, within or outside of the State of California, designated in any notice of the meeting, or, if not stated in said notice, or, if there is no notice given, at the principal office of the corporation.

The President may adjust the date and time of subsequent regular meetings to accommodate director's schedules, legal holidays, etc. Notice of the time and place of

special meetings of the Board shall be given to each director by one of the following methods: personal delivery of written notice; first-class mail; telephone, 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; or electronic mail. The notice shall state the date and time of the meeting, as well as the place if the place is other than the principal office of the corporation. The notice need not state the purpose of the meeting.

Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.

Section 3.6. SPECIAL MEETINGS. Special meetings of the Board for any purpose may be called at any time by the President, any Vice President, the Secretary, or any two directors. Such meetings shall be held at the place designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

Notice of the time and place of special meetings of the Board shall be given to each director by one of the following methods: personal delivery of written notice; first-class mail; telephone, 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; or electronic mail. The notice shall state the date and time of the meeting, as well as the place if the place is other than the principal office of the corporation. The notice need not state the purpose of the meeting.

Section 3.7. QUORUM AND ACTION. A quorum shall consist of three directors.

Except as otherwise provided in these Bylaws or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or Bylaws of this corporation.

Section 3.8. CONDUCT OF MEETINGS. The President, if present and acting, shall preside at all meetings of the Board of Directors, or in his or her absence, by the Vice President. Otherwise, any director chosen by the Board shall preside. The Secretary of the corporation shall act as Secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

During meetings of the Board of Directors, only the directors may deliberate, discuss, and vote on motions, agenda items or other issues raised at these Board meetings.

Any Board meeting may be held by conference telephone, video teleconference, or other communications equipment. Participation in a meeting under this section shall constitute presence in person at the meeting if all of the following apply:

Each Board member participating in the meeting can communicate concurrently with all other members.

Each Board member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

The President, or other director in his/her absence, is satisfied that the person communicating by telephone, video teleconference, or other communications equipment is a director and not another person not permitted to participate as a director.

Section 3.9. ELECTION OF DIRECTORS. The President shall appoint a nominating committee consisting of two or more directors to select qualified candidates for election to the Board of Directors. The nominating committee shall make its report to the Board at least 30 days before the date of the election or other time as the Board may set, and the Secretary shall forward to each member of the corporation, with the notice of the meeting at which such election is to take place, and a list of all candidates nominated by committee under this Section.

Any member personally present at a meeting at which directors are to be elected may nominate candidates for election as directors.

The Board of Directors shall formulate procedures that allow a reasonable opportunity for each nominee to communicate to members the nominee's qualifications and reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

Section 3.10. RESIGNATION. Except as provided below, any director may resign by giving written notice to the President, the Secretary, or the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If the resignation is effective at a future time, a successor may be appointed to take office when the resignation becomes effective. Except on notice to the Attorney General, no director may resign if the corporation would be left without a duly elected director or director in charge of its affairs.

Section 3.11. REMOVAL OF DIRECTORS. Any or all of the directors may be removed at any time without cause:

(a) By "approval of a majority of all members" (as that term is defined by California Corporations Code Section 5033) if the corporation has fewer than 50 members; or

(b) By "approval of the members" (as that term is defined by California Corporations Code Section 5034) if the corporation has 50 or more members.

Section 3.12. VACANCIES. Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, or (2) whenever the number of

authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

If the corporation has fewer than fifty members, directors may be removed without cause by a majority of all members, or, if the corporation has fifty or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

Vacancies on the Board of Directors may be filled by appointment and approved by a majority vote 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 complying with this Article of these Bylaws, or (3) a sole remaining director. A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office.

Section 3.13. COMPENSATION. Directors shall serve without compensation. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy.

Section 3.14. NONLIABILITY OF DIRECTORS. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 3.15. COMMITTEES. The Board of Directors may by resolution designate committees, however composed (i.e., consisting of directors, non-directors and/or members) which may be advisory committees, or to which the Board may delegate management of certain activities of the corporation to the extent permitted by California Corporations Code Section 5210, provided that such other committees shall not exercise the authority of the Board.

Section 3.16. INFORMAL ACTION. Except as the Articles of Incorporation, these Bylaws and/or applicable law may otherwise provide, the transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum is present.

Section 3.17. PRESENCE OF NON-DIRECTORS. Members of the corporation, students enrolled in the Valhalla High School instrumental music and color guard programs, and the public may be invited by the President to attend meetings of the Board of Directors, and may be accorded an opportunity to communicate compliments or concerns to the Board during the public communication portion of the Board meeting.

The Board may, with the approval of a majority of directors present at any Board meeting, adjourn such meeting and reconvene in executive session to discuss and/or vote on litigation in which the corporation is or may become involved, suspension or expulsion of members, or other matters as the Board directs.

ARTICLE IV OFFICERS

Section 4.1. OFFICERS. The corporation shall have a President, Vice President, Secretary and Chief Financial Officer. The corporation may also have, in the discretion of the Board of Directors, one or more Assistant Vice Presidents, one or more Assistant Secretaries, and such other officers as may be appointed by the Board in accordance with the provisions of Section 4.2 of these Bylaws. 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 4.2. APPOINTMENT AND TERM. The President, Vice President, Secretary and Chief Financial Officer shall be elected by the members as provided for in Section 3.4 of these Bylaws (except for the initial President, Vice President, Secretary and Chief Financial Officer, who shall be designated by the incorporator), and shall serve for the term specified in that Section. All other directors of the corporation shall be appointed by the elected Board of Directors, shall have the duties prescribed in the resolution(s) of the Board establishing such offices, and shall serve at the pleasure of the Board or until the expiration of their term on June 30th, whichever comes first.

Section 4.3. RESIGNATION AND REMOVAL. Any officer may resign at any time by giving signed written notice to the Board of Directors, President, or Secretary of the corporation, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. 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. Officers elected by the members may be removed only pursuant to the provisions of Section 3.11 of these Bylaws relating to removal of directors.

Section 4.4. VACANCIES. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 4.5. DUTIES OF THE PRESIDENT. The President shall be the presiding and Chief Executive Officer of the corporation and, subject to the authority of the Board, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board. The President shall preside at and set the agenda for all meetings of the Board and shall be ex officio a member of all the standing committees.

Section 4.6. DUTIES OF VICE PRESIDENT. If the President is absent, or unable to or refuses to act, the Vice President, (or if there are one or more Assistant Vice Presidents, the Vice Presidents in the order of their rank as fixed by the Board) shall perform all duties of the President. When so acting, the Vice President (or an Assistant Vice President, if applicable) shall have all powers of and be subject to all restrictions on the President. The Vice President and any Assistant Vice Presidents shall have such other powers and duties as the Board or Bylaws may prescribe.

The Vice President shall serve as the corporation's Parliamentarian, whose purpose is to allow the majority to make decisions effectively and efficiently while protecting the rights of the minority and giving each member the right to voice his or her opinion in accordance with these Bylaws.

Section 4.7. DUTIES OF SECRETARY. The Secretary shall: Keep, or cause to be kept, a book of minutes at the principal office, or such other place as the Board of Directors may order, of all meetings of Directors with the time and place of holding, whether regular or special, and if special, how authorized, the notice hereof given, and the names of those present at Directors' meetings.

Give, or cause to be given, notice of all Board meetings required by the Bylaws or by law, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board or by the Bylaws.

Keep at the principal office of the corporation a membership book containing the name and address of each and any member, and, in the case where any membership has been terminated, the Secretary shall record such fact in the membership book together with the date on which such membership ceased.

The Bylaws, the membership book, and the minutes of the proceedings of the corporation's directors shall be open to inspection by any director.

Section 4.8. DUTIES OF CHIEF FINANCIAL OFFICER. The Chief Financial Officer (who may, where appropriate, be designated by the alternate title of "Treasurer") shall keep and maintain in accordance with generally accepted accounting principles, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, losses and expenditures. The books of account shall at all reasonable times be open to inspection by any director.

The Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and directors, whenever they request it, an account of all transactions 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 Bylaws. The Chief Financial Officer shall prepare or cause to be prepared and submit to the Board an annual budget for the corporation.

ARTICLE V MEMBERSHIP

Section 5.1. VOTING MEMBERS. The corporation shall have a single class of members. Any parent/guardian of a child/dependent student, who is active in the Valhalla High School Instrumental Music and Color Guard program, is eligible for membership. Any such individual may become a member upon the Board of Directors' approval of their membership application, provided they make timely payment of membership dues and assessments as the Board of Directors may fix from time to time, and comply with other procedures as the Board of Directors may prescribe.

Any student, who is active in the Valhalla High School Instrumental Music and Color Guard program and has attained the age of eighteen years, is eligible for membership. These students are not required to pay the membership dues.

No person may hold more than one membership. Members shall have the right to vote, in the manner set forth in these Bylaws, on the election of directors. In addition, members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 5.2. ASSOCIATES. The corporation may refer to other persons or entities associated with the corporation as "associates," "associate members" or "members," including those who contribute funds to the corporation as "donations," "dues" or otherwise, even though such persons or entities are not voting members as described in Section 5.1 of these Bylaws, and no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporations Code. References in these Bylaws to "members" shall mean members as defined in Section 5056 of the California Corporations Code, i.e., those who have qualified for voting membership under Section 5.1 of these Bylaws. The corporation may by amendment of its Articles of Incorporation or these Bylaws grant some or all of the rights of a member to persons or entities who do not possess any of the voting rights of a member, but no such person or entity shall be a member within the meaning of Section 5056 of the California Corporations Code.

Section 5.3. DUES AND ASSESSMENTS. Each member shall pay the periodic membership dues fixed by the Board. Membership shall expire on June 30th and may be renewed upon reapplication and payment of dues. The membership dues and assessments shall be equal for all members.

Assessments may be imposed on members by action of the Board. A member, upon learning of an assessment, may avoid liability for the assessment by promptly resigning their membership, verbally or written.

The Board may from time to time authorize and provide for the corporation to receive funds characterized as "dues" from associates or other contributors who are not voting members of the corporation.

Section 5.4. GOOD STANDING. Those members who have paid the required dues and assessments in accordance with these Bylaws and whose memberships are not suspended shall be members in good standing.

Section 5.5. SUSPENSION AND TERMINATION OF MEMBERSHIP

a. **CAUSES OF TERMINATION.** A membership shall terminate on occurrence of any of the following events:

- (1) Resignation of the member, on reasonable notice, to the corporation;
- (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board of Directors;
- (3) Failure of the member to pay dues or assessments as set by the Board within thirty days after they become due and payable;
- (4) Occurrence of any event that renders the member ineligible for membership, or failure to satisfy any membership requirements; or
- (5) Expulsion of a member under subsection c of this section based on the good faith determination of the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and adversely prejudicial to the purposes and interests of the corporation.

b. **SUSPENSION OF MEMBERSHIP.** A member may be suspended under subsection c of this section based on the good faith determination of the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and adversely prejudicial to the purposes and interests of the corporation.

c. **PROCEDURE FOR SUSPENSION OR EXPULSION.** If grounds appear to exist for expulsion or suspension of a member as described above, the below procedures shall be followed:

- (1) The member shall be given fifteen days' advance written notice of the proposed suspension or expulsion and the reasons therefore. Notice shall be given by any method reasonably calculated to provide actual notice.
- (2) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or expulsion. The hearing shall be held, or the written statement considered, by the Board or a committee or person authorized by the Board to determine whether the suspension or expulsion should take place.
- (3) The Board, or its authorized committee or person, shall decide whether the member shall be suspended, expelled, or sanctioned in some other way. The decision of the Board, or its authorized committee or person, shall be final.
- (4) Any action challenging an expulsion, suspension or termination of membership, including a claim alleging defective notice, must commence within one year after the date of the suspension, expulsion or termination.

Section 5.6. MEMBERSHIP TRANSFER. No membership or right arising from membership shall be transferred or assigned, nor shall membership vest in any personal representative, heir or devisee. All membership rights of a member shall cease upon such member's death.

Section 5.7. MEETINGS OF MEMBERS. Meetings of the corporation's members shall be held at the principal office of the corporation unless otherwise provided by the Board. An annual meeting of members shall be held as prescribed by the Board, where members consider reports of the corporation's affairs, elect directors, and transact any other proper business.

Notice of any meeting of members shall be in writing. The notice shall be given either personally, by mail, by electronic mail, or by other means of written communication.

At all meetings of members, a quorum shall consist of the personal presence of one-third of the members.

Any members meeting, whether or not a quorum is present, may adjourn by the vote of the majority of the members personally present at the meeting. No meeting may adjourn for more than 45 days. When a members meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if follow-on meeting's time and place are announced at the adjourned meeting. If after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, members in good standing, as determined under Section 5.4, are entitled to vote at any meeting of members. Voting may be by voice or ballot, except that any election of directors shall be by ballot if demanded by any member at the meeting before the voting begins. Each voting member shall only cast one vote on each matter submitted to a vote of members.

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law, the Articles of Incorporation or any provision of these Bylaws.

Members shall not be entitled to vote by proxy or by the written ballot procedure described in California Corporations Code Section 5513.

Section 5.8. SPECIAL MEETINGS. Special meetings of the members may be called at any time by the President, any Vice President, the Board of Directors, or five percent or more of members.

ARTICLE VI CORPORATE CONTRACTS AND INSTRUMENTS

The President shall have the general authority to enter into contracts and execute instruments in the name of and on behalf of the corporation. Except as may otherwise be provided in these Bylaws, the Board may authorize any officer(s) or agent(s) to enter into contracts or execute instruments in the name of and on behalf of the corporation. Unless so authorized by the Board, no officer, agent or employee other than the President shall have any power or authority to bind the corporation by any contract or agreement, or to render it liable for any purposes or any amount.

ARTICLE VII CORPORATE FUNDS AND PROPERTY

Section 7.1. RECEIPT OF FUNDS AND PROPERTY. The corporation shall receive all monies and/or other properties transferred to it for the purposes for which the corporation was formed. However, nothing herein shall require the Board to accept or receive any money or property of any kind if the Board shall determine that receipt of such monies or property is contrary to the expressed purposes of the corporation.

Section 7.2. MANAGEMENT AND DISBURSEMENT OF FUNDS. The corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner consistent with the expressed purposes of the corporation. No disbursement of corporate funds or properties shall be made until it is first approved by the President, Chief Financial Officer or Board of Directors. However, the Board of Directors shall have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed, to direct the officers of the corporation from time to time to make disbursements to implement the appropriations and to prescribe specific policies and procedures to be followed in administering the corporation's funds.

Section 7.3. FINANCIAL AUTHORITY. All checks written from the corporation's bank account(s) shall have two signatures, as authorized by the Board.

Valhalla High School employees are not permitted to authorize (sign) checks on behalf of the corporation.

Married couples who are also members of the Board of Directors shall not both authorize the same check.

If a check is made payable to a designated check signer, it must be signed (authorized) by two different designated check signers.

ARTICLE VIII AMENDMENT OF BYLAWS

Section 8.1. AMENDMENT BY BOARD. The Board of Directors may adopt, amend or repeal Bylaws unless the action would materially and adversely affect the members' rights as to voting or transfer. If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote.

The Board must have the approval of members to specify or change any Bylaw provision that would fix or change the authorized number of directors, change from a fixed number of directors to a variable number of directors or vice versa, increase or extend the terms of directors, increase the quorum of members' meetings, authorize cumulative voting, or repeal, restrict, create, expand or otherwise change proxy rights.

ARTICLE IX BOOKS, RECORDS AND REPORTS

Section 9.1. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. The corporation shall keep at its principal office in California the original or a copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section 9.2. MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep adequate and correct books and records of account; written minutes of the proceedings of its members, Board of Directors, and committees of the Board of Directors; and a record of each member's name and address.

Section 9.3. INSPECTION BY DIRECTORS. The directors shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation for purposes reasonably related to their interests as directors.

Section 9.4. MEMBERS' INSPECTION RIGHTS. The original or duplicate membership register, books of account, and minutes and proceedings of the members and the Board, and of official committees of the Board, shall be open to inspection on the written demand of any member at any reasonable time, for a specifically stated purpose reasonably related to such member's interests as a member, and shall be exhibited at any time when required by the demand of a members' meeting.

Section 9.5. ANNUAL REPORT. The Board shall cause an annual report to be prepared not later than 120 days after the close of the corporation's fiscal year. Such report shall contain the following information, in appropriate detail, for the fiscal year: assets and liabilities, including the trust funds; revenue or receipts; expenses or disbursements. The annual report shall be furnished to all directors of the corporation; and any member who requests it in writing.

The annual report shall be accompanied by any report on it from independent accountants or, if there is no such report, by the certificate of the authorized officer of the corporation that the report was prepared without audit from the corporation's books and records.

**CERTIFICATE OF SECRETARY
OF ADOPTION OF BYLAWS
OF
RANCHO SAN DIEGO MUSIC FOUNDATION**

A California Nonprofit Public Benefit Corporation

The undersigned certifies that:

1. I am the duly elected, qualified and acting Secretary of RANCHO SAN DIEGO MUSIC FOUNDATION, a California Nonprofit Public Benefit Corporation; and
2. The foregoing is a true and correct copy of the Bylaws of said corporation which were properly adopted by the Board of Directors of the corporation as of August 30, 2007.

/s/ Beverly Lindahl

BEVERLY LINDAHL
Rancho San Diego Music Foundation
Bylaws
30 August 2007

RANCHO SAN DIEGO MUSIC FOUNDATION
Bylaws Amendments - 8/25/2014

To add words at the end:

Section 3.2. QUALIFICATION AND NUMBER		
Wording	Amendment	
The President, Vice President, Secretary, and Chief Financial Officer shall be members of the Board of Directors.	The President, Vice President, Secretary, and Chief Financial Officer shall be members of the Board of Directors <u>as voting members</u> .	
The Valhalla High School Instrumental Music and Color Guard representative to the Grossmont Union High School District Parent Music Advisory Group (PMAG) shall be a member of the Board of Directors.	The Valhalla High School Instrumental Music and Color Guard representative to the Grossmont Union High School District Parent Music Advisory Group (PMAG) shall be a member of the Board of Directors <u>as a voting member</u> .	
<i>Proposed Amendment to Section 3.2. of the RSDMF Bylaws to add words at the end, Approved 8-25-14</i>		
<i>Motion: Bonnie Ward</i>	<i>Seconded: Shannon Vint</i>	<i>Vote: 6-0</i>

To add words and remove words

Section 3.2. QUALIFICATION AND NUMBER

Wording	Amendment
<p>A parent, who is an active member of this corporation per Section 5.1, shall serve on the Board of Directors as a voting director at large.</p> <p>The Director of the Valhalla High School Music Department shall serve as a voting member of the Board of Directors.</p>	<p><u>Two (2) parents, who <u>are</u> active members of this corporation per Section 5.1, and who are appointed and approved by the Board per section 3.12, shall <u>each</u> serve on the Board of Directors as a voting Director at Large.</u></p>

Proposed Amendment to Section 3.2. of the RSDMF Bylaws to remove words and insert of new words, Approved 8-25-14

<i>Motion: Bonnie Ward</i>	<i>Seconded: Melissa Wehr</i>	<i>Vote: 6-0</i>
-----------------------------------	--------------------------------------	-------------------------

To add words

Section 3.2. QUALIFICATION AND NUMBER		
Amendment		
<u>The Director of the Valhalla High School Music Department shall serve as a representative from the school, advising the RSDMF Board of Directors as to the needs of the Valhalla High School Music Department. This position will be granted a courtesy seat at RSDMF Board meetings, but will not serve on the Board of Directors as voting member.</u>		
<i>Proposed Amendment to Section 3.2. of the RSDMF Bylaws to add new words, Approved 8-25-14</i>		
<i>Motion: Eugenie King</i>	<i>Seconded: Melissa Wehr</i>	<i>Vote: 6-0</i>

To add new words; To remove and insert new words

Section 3.12. VACANCIES		
Wording	Amendment	
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 pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office.	Vacancies on the Board of Directors may be filled by <u>appointment and approval by a majority vote</u> 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 complying with this Article of these Bylaws, or (3) a sole remaining director. A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office.	
Section 4.2. APOINTMENT AND TERM		
The President, Vice President, Secretary and Chief Financial Officer shall be elected by the members as provided for in Section 3.4 of these Bylaws (except for the initial President, Vice President, Secretary and Chief Financial Officer, who shall be designated by the incorporator), and shall serve for the term specified in that Section. All other officers of the corporation shall be appointed by the Board of Directors, shall have the duties prescribed in the resolution(s) of the Board establishing such offices, and shall serve at the pleasure of the Board or until the expiration of their term on June 30 th , whichever comes first.	The President, Vice President, Secretary and Chief Financial Officer shall be elected by the members as provided for in Section 3.4 of these Bylaws (except for the initial President, Vice President, Secretary and Chief Financial Officer, who shall be designated by the incorporator), and shall serve for the term specified in that Section. All other <u>Directors</u> of the corporation shall be appointed by the elected Board of Directors, shall have the duties prescribed in the resolution(s) of the Board establishing such offices, and shall serve at the pleasure of the Board or until the expiration of their term on June 30th, whichever comes first.	
Proposed Amendments to Sections 3.12. and 4.2. of the RSDMF Bylaws to add new words and to remove and insert new words, Approved 8-25-14.		
Motion: Eugenie King	Seconded: Melissa Wehr	Vote: 6-0


**CERTIFICATE OF SECRETARY
OF ADOPTION OF
AMENDMENTS TO BYLAWS
OF
RANCHO SAN DIEGO MUSIC FOUNDATION**

A California Nonprofit Public Benefit Corporation

The undersigned certifies that:

I am the duly elected, qualified, and acting Secretary of the RANCHO SAN DIEGO MUSIC FOUNDATION, a California Nonprofit Public Benefit Corporation; and

The foregoing is a true and correct copy of the Amendments made to the Bylaws of said corporation which were properly adopted by the Board of Directors of the corporation on August 25, 2014.



EVONN AVILA
RANCHO SAN DIEGO MUSIC FOUNDATION
BYLAWS
August 25, 2015

RANCHO SAN DIEGO MUSIC FOUNDATION
Bylaws Amendment – September 14, 2016

To add words

ARTICLE X CODE OF CONDUCT		
Section 10.1 Every parent with a student in the Valhalla Instrumental Music Department will be requested to execute on a yearly basis a then-current Code of Conduct agreement. Said Code of Conduct agreement will be a part of the Parent Packet distributed at the beginning of each school year.		
<i>Proposed Amendment to add Article X Code of Conduct to the RSDMF Bylaws.</i>		
<i>Motion: Kathia Bustamante</i>	<i>Seconded: Naomi Rainey</i>	<i>Vote: 5-0</i>

**CERTIFICATE OF SECRETARY
OF ADOPTION OF
AMENDMENT TO BYLAWS
OF
RANCHO SAN DIEGO MUSIC FOUNDATION**

A California Nonprofit Public Benefit Corporation

The undersigned certifies that:

I am the duly elected, qualified and acting Secretary of the RANCHO SAN DIEGO MUSIC FOUNDATION, a California Nonprofit Public Benefit Corporation; and

The foregoing is a true and correct copy of the Amendment made to the Bylaws of said corporation which were properly adopted by the Board of Directors of the corporation on September 14, 2016.



ROMONA BEAUDRY, Secretary
RANCHO SAN DIEGO MUSIC FOUNDATION
September 14, 2016