

**BYLAWS OF THE  
SAVANNA BAND AND PAGEANTRY BOOSTER ORGANIZATION**

**ARTICLE I – NAME**

The name of this organization shall be the Savanna Band and Pageantry Booster Organization. It is incorporated as such under the requirements of the State of California.

**ARTICLE II – OFFICES**

Section 1. **PRINCIPAL OFFICE.** The principal office of the organization for the transaction of its business shall be located in the County of Orange, State of California, at a location to be established by the executive board.

Section 2. **OTHER OFFICES.** Other offices of the organization may be established in such places as the executive board may designate.

**ARTICLE III – OBJECTIVES**

Section 1. **INTEREST.** To promote and maintain an enthusiastic interest in the various activities of the Savanna High School Band and Pageantry.

Section 2. **SUPPORT.** To assist and support the Savanna High School Band and Pageantry, both physically and financially, within the limits of the organization's capabilities.

Section 3. **ORGANIZATION.** To build and maintain an organization of parents and interested parties which will help promote the general activities of the Savanna High School Band and Pageantry.

**ARTICLE IV – MEMBERSHIP**

Section 1. **MEMBERS.** The membership of this organization shall consist of any adult with an interest in supporting the Savanna Band and Pageantry and who has paid the current years dues.

Section 2. **DUES.** The annual dues shall be in the amount set by the executive board, and are non-refundable.

Section 3. **MEMBERSHIP BOOK.** The booster organization shall keep a membership list containing the names and addresses of each member.

Section 4. **NONLIABILITY OF MEMBERS.** No member of this booster organization shall be personally liable for the debts, liabilities, or obligations of the organization.

Section 5. **VOTING.** Each member shall be entitled to one vote in the conduct of the affairs of the membership of the organization.

Section 6. **ELIGIBILITY FOR OFFICE.** Any current member shall be eligible for election as an officer of the organization.

Section 7. **TERM OF MEMBERSHIP.** Membership shall commence upon payment of annual dues and shall expire on June 30<sup>th</sup> of each year.

Section 8. **TERMINATION OF MEMBERSHIP.** The membership of any member shall terminate upon the occurrence of any of the following events:

- (a) Expiration of the annual membership on June 30<sup>th</sup> of each year;
- (b) The resignation or death of the member;
- (c) The determination by the board of directors or a committee designated to make such determination that the continuation of the person's membership is inimical to the goals and objectives of the organization.

Section 9. TRANSFER OF MEMBERSHIP. No member may transfer a membership or any right arising from it. All rights of membership cease upon termination of membership.

## **ARTICLE V – MEETINGS OF MEMBERS**

Section 1. PLACE OF MEETINGS. Meetings of members may be held at any place in the County of Orange designated by the executive board. Unless otherwise specified, meetings shall be held on the premises of Savanna High School in the City of Anaheim, California.

Section 2. ANNUAL MEETING. The annual meeting of members shall be held in May of each year, unless the executive board fixes another date and so notifies the members as provided in Section 5 of this article. At each annual meeting, officers shall be elected and other business may be transacted.

Section 3. REGULAR MEETINGS. Regular meetings of the members shall be held once each month during the school year.

Section 4. SPECIAL MEETINGS. A special meeting of the members may be called at any time by the executive board, the president, or by the written request of at least 5 members of the organization. Written requests shall be directed to the president of the organization and shall include the general nature of the proposed agenda item. The president shall, in accordance with the provisions of Sections 5 and 6 of this article, cause notice to be given promptly to the membership that a special meeting shall be held not less than five (5) nor more than twenty (20) days after receipt of the request. If the notice is not given within eighteen (18) days after receipt of the last (or 5<sup>th</sup>) request, the persons requesting the meeting may give the notice. Nothing contained in this section shall be construed as limiting, fixing, or affecting, the date when a meeting of the members called by action of the executive board may be held. At a special meeting, no business other than that specified may be transacted.

Section 5. NOTICE OF MEMBERS MEETINGS. All notices of meetings of members shall be sent or otherwise given in accordance with Section 6 of this article not less than two (2) nor more than sixty (60) days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting, and, in the case of a special meeting, the general nature of the business to be transacted. In the case of the annual meeting, the notice shall specify those matters which the executive board, at the time of giving the notice, intends to present for action before the membership. The notice of any meeting at which officers are to be elected shall include the name of any nominee or nominees whom, at the time of the notice, the board intends to present for election. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal:

- (a) Removing an officer without cause.
- (b) Amending the articles of incorporation.
- (c) Voluntarily dissolving the organization

Member action on such items is invalid unless the notice or written waiver of notice states the general nature of such proposals.

Section 6. MANNER OF GIVING NOTICES. Notice of any meeting of by mail, e-mail, or by telephone at the address or telephone number appearing on the books of the organization or given by the member to the organization for the purpose of notice.

Section 7. QUORUM. Seven (7) members shall constitute a quorum for the members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 8. RULES OF ORDER. Except where otherwise provided by these bylaws, all meetings of the membership shall be conducted according to the then current edition of Robert's Rules of Order.

Section 9. VOTING. Voting may be by voice or ballot, provided that any election of officers by ballot if demanded by any member before the voting begins.

Section 10. RECORD DATE FOR MEMBER NOTICE OR VOTING. Only members of record thirty (30) days or more prior to the date of a meeting at which an election is to be held are entitled to notice or to vote, except as otherwise provided in the articles of incorporation, by agreement, or in the California Nonprofit Public Benefit Corporation Law.

## **ARTICLE VI – OFFICERS**

Section 1. OFFICERS. The officers of this booster organization shall be a president, two (2) vice presidents, recording secretary, communication secretary, financial secretary, treasurer, assistant treasurer, auditor, and parliamentarian.

Section 2. ELECTION OF OFFICERS. Officers shall be elected or appointed in accordance with Article IX of those bylaws.

Section 3. POWERS. The officers shall exercise the powers of the booster organization, control its property and conduct its affairs, except as otherwise provided by law.

Section 4. QUALIFICATIONS. The privilege of holding office shall be limited to members of this organization whose dues are paid and who have been members of this organization for at least thirty (30) days prior to election.

Section 5. RESIGNATIONS. Any officer may resign effective on giving written notice to the president, the secretary, or the executive board. If the notice specifies a later time for that resignation to become effective, the executive board may, before the effective date of the resignation, elect a successor to take office upon the effective date of the resignation. Three (3) absences in one fiscal year from the regular meetings of the executive board shall be grounds for removal by a majority vote of the executive board, such removal to take effect upon such vote.

Section 6. REMOVAL FROM OFFICE. Any officer may be removed from office upon the vote of two-thirds (2/3) of the membership at a regular meeting.

Section 7. COMPENSATION. Officers shall serve without compensation.

Section 8. ORDER OF SUCCESSION OF OFFICERS. In the event of a vacancy in the office of President, the duties of that office shall be assumed by the First Vice President. In the event the First Vice President is unable or unwilling to continue as Acting President, the following order of succession shall be established:

Second Vice President, Recording Secretary, Treasurer, Assistant Treasurer, Communication Secretary, Financial Secretary, Auditor, and Parliamentarian. In the event that none of the existing board will accept the responsibility of acting president, the first in line of succession shall appoint a replacement, subject to ratification by a majority of the membership. The replacement does not need to be a current member of the executive board.

Section 9. **PRESIDENT.** The president shall be the chief executive officer of the organization and shall generally supervise, direct, and control the business and the officers of the organization. (S)he shall preside at all meetings of the members and at all meetings of the board, shall appoint all committees and be an ex-officio member thereof, and shall have such other powers and duties as may be prescribed by the executive board or the bylaws.

Section 10. **VICE PRESIDENTS**

A. **FIRST VICE PRESIDENT.** In the absence or disability of the president, the first vice president shall perform all the duties of the president and, when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The first vice president shall also be responsible for member recruitment and records and serve as advisor to the Band staff.

B. **SECOND VICE PRESIDENT** shall be chairperson of the ways and means committee and shall organize the fundraising activities of this organization.

These vice presidents shall have such other powers and duties as from time to time shall be prescribed by the president, the executive board, or the bylaws.

Section 11. **RECORDING SECRETARY.** The recording secretary shall keep, or cause to be kept, the minutes of the executive board meetings and the general membership meetings of the organization. (S)he shall keep a membership roster showing the names and addresses of all members. The recording secretary shall keep the seal of the organization, if one is adopted, in safe custody and shall have other such powers and perform other such duties as may be prescribed by the president, the executive board, or these bylaws.

Section 12. **COMMUNICATION SECRETARY.** The communication secretary shall give or cause to be given, notice of all meetings of the members and of the executive board as required by the bylaws. S(he) shall have such other powers and perform such other duties as may be prescribed by the president, the executive board, or the bylaws.

Section 13. **TREASURER.** The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the organization, including all receipts and disbursements and showing each activity separately, as well as a complete record of all funds. The books of account shall at all reasonable times be open to inspection by any member. S(he) shall prepare, or cause to be prepared, any and all required federal and state tax forms and reports. The treasurer shall deposit all monies and other valuables in the name and to the credit of the organization with such depositories as may be designated by the executive board. He or she shall disburse the funds of the organization as may be ordered by the executive board or the members, whenever requested. The treasurer shall secure two (2) signatures on all checks written on behalf of the organization. Any elected officer may be designated by the executive board as a signor, however, these signors shall not be related by blood or marriage or reside at the same address. The treasurer will also give a monthly report on account balances and expenditures, and shall have such other powers and perform such other duties as may be prescribed by the president, executive board or the bylaws.

Section 14. **ASSISTANT TREASURER.** In the absence or disability of the treasurer, the assistant treasurer shall perform all the duties of the treasurer and, when so acting, shall have all the powers of and be subject to all the restrictions upon the treasurer. The assistant treasurer shall also keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business

transactions of the organization, including all receipts and disbursements and showing each activity separately, as well as a complete record of all fund related to the Savanna Band and Pageantry Field Show Tournament.

Section 15. FINANCIAL SECRETARY. The financial secretary shall verify all monies received from students and shall prepare and maintain, or cause to be prepared and maintained, receipts of all monies received from students. S(he) shall have such other powers and perform such other duties as may be prescribed by the president, the executive board or the bylaws.

Section 16. PARLIAMENTARIAN. The parliamentarian shall be responsible for ensuring that all business of the booster organization is conducted in accordance with these bylaws and shall interpret both the bylaws and Robert's Rules of Order for the organization. His or her decision on any conflict shall be final. The parliamentarian shall chair the nominating committee as described in Article LX of these bylaws and shall have such other powers and perform such other duties as may be prescribed by the president, the executive board and the bylaws.

Section 17. AUDITOR. The auditor shall audit the books and financial records of the organization annually and shall present a written report for adoption to the executive board and the membership. The auditor shall audit the respective books and financial records upon resignation of the treasurer, assistant treasurer, or financial secretary prior to a successor being appointed or at any time deemed necessary by the executive board.

Section 18. MEMBERS AT LARGE. Members at large will be recommended by the Director of Instrumental Music and ratified by the general membership, and shall be a liaison for the portion of the program they represent. They will also perform duties as may be prescribed by the Director of Instrumental Music and or by the president, the executive board, or the bylaws. Members at large to be appointed are: Band Representative, Pageantry Representative, and Drum Line Representative. A member at large may hold more than one position. These appointed positions are members of the executive board and hold all privileges that an elected board member has.

## **ARTICLE VII – EXECUTIVE BOARD**

Section 1. POWERS. The business and affairs of the booster organization shall be managed and all powers shall be exercised by or under the direction of the executive board, subject to the provision of the California Nonprofit Public Benefit Corporation Law and any limitations in the articles of incorporation and these bylaws relating to actions required to be approved by the members. Without prejudice to such general powers, and subject to the same limitations, the executive board shall have the power to:

- (a) Prescribe the powers and duties of all officers and agents that are consistent with the law, the articles of incorporation and the bylaws.
- (b) Change of the location of the principal office or other office and designate any place for the holding of any members' meetings, including annual meetings.
- (c) Adopt, make, and use a corporate seal; prescribe the form of certificates of membership; and alter the form of the seal and certificate.
- (d) Borrow money and incur indebtedness on behalf of the organization and cause to be executed and delivered for the organization's purposes, in the organization's name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

- (e) May authorize the payment of organizational bills within the limits of the budget adopted by the organization. Such action shall be ratified at the next general meeting and must be recorded in the minutes of the organizations.
- (f) May authorize the payment of other non-budgeted bills not to exceed \$1,000.00 between meetings of the general membership. Ratification of payment of these bills must occur at the next general meeting and must be recorded in the minutes of the organization.
- (g) Shall create committees as are deemed necessary to promote the purposes of the organization and to carry on the work of the organization.

Section 2. COMPOSITION. The executive board shall be composed of the elected officers, members at large, appointed chairpersons and the Director of Instrumental Music of Savanna High School

- (a) The Director of Instrumental Music is a non-voting member of the board.

Section 3. REGULAR MEETINGS. Regular monthly meetings of the executive board shall be held at a time and place which shall be established annually by the executive board. Notice of changed meetings shall require 7 days notice.

Section 4. SPECIAL MEETINGS. Special meetings of the executive board for any purpose may be called at any time by the president or any two (2) officers. Such meetings shall be at any location that has been designated in the notice of the meeting.

Section 5. NOTICE. Notice of the time and place of special meetings shall be delivered to each board member in person, by telephone, by e-mail, or by regular mail to the address or telephone number as shown on the records of the organization. The notice must specify the purpose, place and time of the meeting and be received at least forty-eight (48) hours before the time of the meeting.

Section 6. MEETINGS BY CONFERENCE CALLS. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all members participating in the meeting can hear one another, and all such members shall be deemed to be present at the meeting.

Section 7. QUORUM. Five (5) members of the executive board shall constitute a quorum for the transaction of business. Every act or decision done or made by the majority of the members present at a meeting duly held at which a quorum is present shall, subject to the provisions of the California Nonprofit Public Benefit Corporation Law especially as to approval of contracts or transactions in which a member has a direct or indirect material financial interest, the appointment of committees, and indemnification of members, be regarded as the act or decision of the executive board. A meeting at which a quorum is initially present may continue to transact business notwithstanding a withdrawal of members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 8. ADJOURNMENT. A majority of the members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 9 NOTICE OF ADJOURNMENT. Notice of the time and place of the reconvening of any adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given to the members who were not present at the time of the adjournment before reconvening the adjourned meeting.

Section 10. ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the executive board may be taken without a meeting if all members of the board, individually and collectively, consent in writing (which includes e-mail) to that action. Such action by written consent shall have the same

force and effect as a unanimous vote of the executive board. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

## **ARTICLE VIII – COMMITTEES**

Section 1. **COMMITTEES OF OFFICERS.** The executive board may designate one or more committees to serve at the pleasure of the board. The board may designate one or more officers as members or alternate members of any committee, who shall have the right to attend all meetings of the committee. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except with respect to:

- (a) The approval of any action which, under the California Nonprofit Public Benefit Corporation Law, also requires members' approval.
- (b) The filling of vacancies on the executive board or in any committee.
- (c) The amendment or repeal of bylaws or the adoption of new bylaws.
- (d) The amendment or repeal of any resolution of the executive board which by its terms is not amenable or repealable.
- (e) The designation or appointment of members of any other committees of the executive board.

Section 2. **MEETINGS AND ACTIONS OF COMMITTEES.** Meetings shall be held, and actions of committees shall be governed by and taken in accordance with the provisions of Article VII of these bylaws concerning meetings of the executive board, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the executive board, except that the time for regular meetings of committees may be determined either by resolution of the executive board or of the committee. Special meetings of committees may also be called by resolution of the executive board. Notice of special meetings of committees shall also be given to all alternate members. The executive board may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

## **ARTICLE IX – ELECTIONS**

Section 1. **NOMINATIONS.** A nominating committee consisting of not less than 5 members shall be elected by the membership at least 2 months prior to the election meeting. The nominating committee shall include at least one (1) representative from the band and one (1) representative from pageantry. The parliamentarian shall chair the nominating committee. A slate of nominees shall be presented 30 days prior to the annual meeting (see Article V). Nominations by voting members will be accepted from the floor at the annual meeting.

Section 2. **ELECTIONS.** Officers are to be elected at the annual meeting, held in accordance with Article V of these bylaws.

Section 3. **ASSUMPTION OF OFFICE.** New officers shall assume their duties on July 1<sup>st</sup> of each year. Nothing shall constrain the president-elect from calling meetings of the officers-elect to ratify appointments of appointed officers and chairmen and to make plans for the coming year's work.

Section 4. **VACANCIES.** Should a position remain unfilled after elections, the president-elect shall appoint a replacement, subject to ratification by a majority of the executive board-elect, to fill the office until the next regular election.

Section 5. **TERM OF OFFICE.** The term of office shall be one fiscal year or, in the case of a replacement, the remaining portion thereof. No person shall be elected to hold the same office for more than two (2) consecutive fiscal years.

## **ARTICLE X – GENERAL BOOSTER ORGANIZATION MATTERS**

Section 1. **CHECKS, DRAFTS AND EVIDENCES OF INDEBTEDNESS.** All checks, drafts or other orders for payment of money, and all notes or other evidences of indebtedness issued in the name of or payable to the booster organization, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by the executive board and in accordance with these bylaws.

Section 2. **ORGANIZATION CONTRACTS AND INSTRUMENTS.** The executive board, except as otherwise provided in the bylaws, may authorize any officer, officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and this authority may be general or confined to specific instances. Unless so authorized or ratified by the executive board or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the organization by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 3. **CONSTRUCTION AND DEFINITION.** Unless the context requires otherwise, the general provision, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law, shall govern the construction of these bylaws.

Section 4. **FISCAL YEAR.** The fiscal year of the organization shall begin on the first day of July and end on the last day of June.

## **ARTICLE XI – RECORDS AND REPORTS**

Section 1. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** The booster organization shall keep at its principal executive office the originals or copies of its articles of incorporation and bylaws as amended to date, and they shall be open to inspection by the members at all reasonable times.

Section 2. **MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS.** The minutes and accounting books and records shall be kept in written form and shall be open to inspection upon the written demand of any member at any reasonable time for any purpose reasonable related to the member's interests in the organization. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts.

Section 3. **INSPECTION BY OFFICERS.** Every officer shall have the right at any reasonable time to inspect all books, records, documents, and physical properties of the organization. This inspection by an officer may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.

Section 4. **FINANCIAL STATEMENTS.** A copy of the annual financial statements and any income statement of the organization for each monthly period of each fiscal year shall be kept on file in the principal executive office of the organization for thirty-six (36) months. Each statement shall be exhibited at all reasonable times to any member. The quarterly financial statements shall be accompanied by the report, if any, of any independent accountants engaged by the corporation or the certificate of any authorized officer of the organization that the financial statements were submitted without an audit of the books and records of the organization.

Section 5. AUDIT. An audit of the treasurer's books should be conducted once a year at the conclusion of the fiscal year and the results reported to the organization according to the terms of these bylaws.

## **ARTICLE XII – INDEMNIFICATION OF OFFICERS, EMPLOYEES AND AGENTS**

Section 1. DEFINITIONS. For the purpose of this article, “agent” means any person who is or was an officer, employee, lawyer or accountant, or any other agent of this organization, or is or was serving at the request of this organization as an officer, employee, lawyer or accountant or other agent; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes, without limitation, attorneys’ fees and any expenses of establishing a right to indemnification under Section 4 or Section 5 of this article.

Section 2. ACTIONS BROUGHT BY PERSONS OTHER THAN BY THE CORPORATION. Subject to required findings to be made pursuant to Section 5 below, the organization shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceedings other than an action brought by, or on behalf of, this organization, or by an officer or person granted related status by the Attorney General on the grounds that the defendant was or is engaging in self-dealing within the meaning of California Corporation Code section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 3. ACTIONS BROUGHT BY OR ON BEHALF OF THE ORGANIZATION.

(a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the organization, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(b) Claims and suits awarded against agent. This organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this organization or by reason of the fact that the person is or was an agent of this organization, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

1. The determination of good faith conduct required by Section 5 below must be made in the manner provided for in that section, and
2. Upon application, the court in which the action was brought must determine that, in view of all the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 4. SUCCESSFUL DEFENSE BY AGENT. To the extent that an agent of this organization has been successful on the merits in defense of any proceeding referred to in Section 2 or 3 of this article, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. REQUIRED APPROVAL – DETERMINATION OF AGENT’S GOOD FAITH CONDUCT. The indemnification granted to an agent in Sections 3 and 4 above is conditioned upon the following:

- (a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner believed to be in the best interest of this organization, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this organization or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.
- (b) Manner of determination of good faith conduct. The determination that the agent did not act in a manner complying with subparagraph (a) above shall be made by:
  - (1) The executive board by a majority vote of a quorum consisting of members who are not parties to the proceedings, or
  - (2) The court in which the proceeding is or was pending. Such determination may be made on application brought by this organization or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by this organization.

Section 6. **ADVANCE OF EXPENSES.** Expenses incurred in defending any proceeding may be advanced by this organization before the final disposition of the proceedings on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined that the agent is entitled to be indemnified as authorized in this article.

Section 7. **CONTRACTUAL RIGHTS OF NONOFFICERS.** Nothing contained in this article shall affect any right to indemnification to which persons other than directors and officers may be entitled by contract or otherwise.

Section 8. **LIMITATIONS.** No indemnification or advance shall be made under this article, except as provided in Section 4 or 5, in any circumstances where it appears:

- (a) That the indemnification or advance would be inconsistent with a provision of the articles of incorporation, a resolution of the members, or an agreement in effect at the time of accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification, or
- (b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. **INSURANCE.** Upon and in the event of determination by the executive board to purchase insurance, this organization shall purchase and maintain insurance on behalf of any agent of the organization against any liability asserted against or incurred by the agent in such capacity or arising out of the agents status as such, whether or not this organization would have the power to indemnify the agent against that liability under the provision of this section.

## **ARTICLE XIII – BYLAWS AND AMENDMENTS**

Section 1. EFFECTIVE DATE. These bylaws shall become effective immediately upon their adoption.

Section 2. AMENDMENT BY MEMBERS. New bylaws may be adopted or these bylaws may be amended or repealed by the vote of a majority of the voting members present at a meeting for this purpose, or at a regular meeting, provided proposed amendments have been made available for inspection at least 7 days prior to the meeting date at which the amendments are to be voted upon.

Section 3. AMENDMENT BY OFFICERS. Subject to the rights of members under Section 2 of this article, bylaws, other than a bylaw fixing or changing the authorized number of officers, may be adopted, amended, or repealed by the executive board.

**CERTIFICATE OF SECRETARY**

I, the undersigned, certify that I am the presently elected and acting secretary of the Savanna Band and Pageantry Booster Organization and that the above bylaws are the bylaws of this organization as adopted at a meeting of the membership held on \_\_\_\_3/03/04\_\_\_\_\_.

Executed at Orange County, California

\_\_\_/s/ K. Sargant\_\_\_\_\_   
Recording Secretary

**ORIGINAL MAINTAINED BY BOARD**