

**BY-LAWS OF**  
***Fountain Valley High School Royal Regiment Booster Association***

***ARTICLE I - NAME***

The name of the organization shall be “FOUNTAIN VALLEY HIGH SCHOOL ROYAL REGIMENT BOOSTER ASSOCIATION” hereinafter referred to as the “FVRR BOOSTERS.”

***ARTICLE II – PRINCIPAL OFFICE***

The principal office for the transaction of the activities and affairs of the Association (“principal office”) is located at 17816 Bushard Street, Fountain Valley, and Orange County, California 92708. The Executive EXEC BOARD (“EXEC BOARD”) may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these By-Laws opposite this section, or this section may be amended to state the new location.

***ARTICLE III – PURPOSE***

This Association is formed to provide financial and moral support to the Fountain Valley High School Royal Regiment and develop avenues of communication between the school and community. Under all circumstances: to foster a closer relationship between parents and students.

Regiment Ensembles supported by FVRR include Marching Band, Color Guard, Percussion, Orchestra, Wind Ensemble, Symphonic Band, Jazz Band, and any other instrumental group established at Fountain Valley High School.

This Association is a non-profit association organized under California Corporations Code §21000, et. seq. and is organized exclusively for charitable and educational purposes pursuant to the provisions of Internal Revenue Code §501(c)(3). The purpose of this Association is to engage in any lawful act or activity for which an association may be organized under such law.

***ARTICLE IV – MEMBERSHIP and MEETINGS***

Membership in the FVRR BOOSTERS shall be open to any interested Parent or guardians of students currently enrolled in the music groups at Fountain Valley High School. Additional categories of membership may be established by the FVRR BOOSTERS. Membership dues shall be established annually by budget vote during the usual approval process outlined in these by-laws.

- (a) Student members of the Royal Regiment Executive Council (RREC) are invited to attend FVRR BOOSTER meetings without voting privileges;
- (b) Each Member Household has the right to cast ONE vote regardless of the number of students enrolled in the music program;
- (c) No Membership or right arising from a Membership shall be transferred. All Membership rights cease on the Member's death; and
- (d) Meetings will be conducted in accordance with the provisions of Roberts Rules of Order (10<sup>th</sup> Edition).

#### ***ARTICLE V – FISCAL YEAR***

The fiscal year shall be from July 1 to June 30. Financial records shall be submitted for audit within thirty days after the end of the fiscal year. If an audit is requested by the Huntington Beach Unified School District, thirty days written notice must be given, and any and all expenses incurred by the school district shall be paid by the district.

#### ***ARTICLE VI – CONTRIBUTIONS***

Each Member must pay, within the time and on the conditions set by the EXEC BOARD, the dues, contributions, and assessments in amounts to be fixed annually by the EXEC BOARD. Payment of such dues, contributions, and assessments shall be an obligation and in case of delinquency, shall be enforceable by the EXEC BOARD. Fiscal year for the Association shall be July 1 through June 30.

- (a) The annual Membership contributions rates, & contributions shall be set by a two-thirds affirmative vote of the Board at the time of annual budget approval process.
- (b) Members may contribute Volunteer Hours in lieu of assessment determined by the Board. The number of required Volunteer Hours for each Member shall be established by budget process and included in annual approval of the membership at the time of annual budget approval;
- (c) Upon leaving the membership of the FVRR, Members shall be refunded only cash contributions remaining in their record for the current annual year. All refunds will be considered on a case-by-case basis, with ultimate decision by the Band Director with the approval of the Board of Directors;
- (d) Student Record funds of seniors who are active one or more semesters in their senior year may be used for ASB –year-end activities, including Grad Night, Senior Prom and Disneyland after the student's Association dues and contributions have been paid;
- (e) All funds remaining at year-end for students not returning the following year will become the property of the general account at the start of the next school year. In such a case, the student and his or her family will receive no refund of unused monies. No funds will be held over more than a summer session except when a family member remains in the program or begins the program the following year. No balances will be transferred to a student who is not a sibling.

**ARTICLE VII – EXECUTIVE BOARD OF DIRECTORS:**

The Executive Board of Directors shall consist of the Elected Officers and Appointed Standing Committee Chairpersons responsible for activities within the organization (hereinafter the “EXEC BOARD”).

Officers, consisting of a President, Vice President Ways and Means, Treasurer Accounts Payable, Treasurer Student Records, Vice President Band Operations, Vice President Percussion, Vice President Color Guard, Vice President Orchestra, Secretary and Scrip Treasurer, will be elected annually for a twelve month term. The President-elect must have served at least one term in another position on the Executive Board or as a committee chairperson or as a Standing Committee Chairperson if no executive board member is eligible.

Vice-Presidents of each Regiment Ensemble will be selected from members who have students in that section. If no such member is willing to serve, another interested candidate may be appointed.

The Elected Officers shall appoint the following Standing Committee Chairpersons to serve as voting members of the EXEC BOARD for the fiscal year: *Scrip Manager, Bingo Manager, and Parliamentarian*. Only one member of a household may serve on the EXEC BOARD. No member from a household shall hold the office of President or any Treasurer’s position at the same time and shall Only have one vote between them. Each officer on this Exec Board shall have one vote per position.

**ARTICLE VIII – EXECUTIVE BOARD POWERS:**

The EXEC BOARD shall be vested with authority over the management and operation of the FVRR BOOSTERS. This authority shall include decisions concerning financial matters and authorization for payment of bills within the limits of the budget adopted by the General Membership during the annual approval process.

The EXEC BOARD will be responsible for decisions regarding the purchase of band equipment, loaning of FVRR BOOSTERS property, payment of music staff salaries, fundraising, transportation, lodging expenses and related activities. EXEC BOARD members shall present a report of expenditures to the Membership at each meeting. No advisor, instructor, staff, or member of the FVRR Boosters, other than a duly authorized officer of the EXEC BOARD, is authorized to commit the FVRR BOOSTERS to financial obligations, contracts, or agreements without prior approval of the EXEC BOARD.

- (a) Appointment and/or Removal of officers are governed by these by-laws. Officers will not be paid for their services.
- (b) All bills (including monthly salary checks issued to ASB) shall be reviewed by the Director and submitted to the Treasurer Accounts Payable for payment.

- (c) Any bill exceeding their category amount in the annual budget by ten percent (10%) must be approved by the EXEC BOARD and presented to the membership at the next meeting. Any changes to budget categories are to be submitted to the general membership and recorded in the Minutes.
- (d) The Band Director, as faculty, shall serve as an ex-officio, non-voting member of the EXEC BOARD.
- (e) Outgoing EXEC BOARD officers shall be responsible for the transfer of the various effects (e.g., papers, files, CD's, notes, memos, etc.) of their offices on or before July 1.
- (f) Every Officer shall have the absolute right, at any reasonable time, to inspect all books, records, and documents of the FVRR BOOSTER ASSOCIATION.

### ***ARTICLE IX – ELECTION OF OFFICERS***

The Nominating Committee for the following year's slate of officers shall be named by the Executive Board and will consist of an appointed chairman and seven (7) members plus one (1) alternate. The President may not serve as a member of the Nominating Committee. Members must be in good standing and have attended at least four (4) BOOSTER Meetings during the current school year. Members will be chosen from a cross-section of the entire membership and include representation from the freshman, sophomore and junior classes.

The Vice President, Ways and Means will organize the Nominations Committee. No member shall serve on the Nominating Committee for more than two (2) consecutive years unless there are insufficient members to serve. The committee will select a chairperson who will report to the Board.

- (a) The slate of officers shall be presented in writing at the March Board meeting.
- (b) A written ballot will be created by the Vice President Ways and Means to be presented at the April meeting. The ballot will contain one name for each elected position and will have space for additional names in the event that there are nominations from the floor.
- (c) In the case of an uncontested election, members in good standing shall elect the slate of officers by voice vote. If there are contested positions, a secret paper ballot will be used.
- (d) When necessary, a committee of three people will be appointed by the EXEC BOARD for the purpose of distributing, collecting, and counting the written ballots. No current EXEC BOARD Member may serve on this committee.
- (e) Each "member" family in good standing is entitled to one vote. A member in good standing is defined as a member who is current with their dues, contributions, and assessments.
- (f) There will be no proxy voting. The EXEC BOARD will make provisions for absentee ballots if warranted by the circumstances.

**ARTICLE X- VACANCIES & TERMINATIONS**

A vacancy or vacancies on the Board shall exist on the occurrence of the following: (1) The death, removal or resignation of any Officer or (2) the declaration by resolution of the Board of a vacancy of any office held by an Officer who has been declared of unsound mind by any order of the court or convicted of a felony or has been found by final order of judgment on any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Benefit Corporation Law.

- (a) Resignation: Except as provided in this subsection, any Officer may resign effective upon giving written notice to the President or the Secretary of the Association, unless such notice specifies a later time for the resignation to become effective.
- (b) Removal by Majority Vote: Upon a vote of the majority of the Officers, any Officer may be removed from office and replaced with or without cause. When an EXEC BOARD member fails to attend three consecutive meetings without adequate excuse, or when an officer is not fulfilling the responsibilities of the office or engages in conduct which is determined to be injurious to the organization, the Executive Board of Directors may, by a two-thirds vote, take action.
- (c) Filling Vacancies: Any vacancy on the Board shall be filled for the remainder of the term by appointment of the remaining EXEC BOARD Officers.
- (d) If the President should be unable to complete the term in office, the EXEC BOARD shall elect a new President from the existing EXEC BOARD to fill the unexpired term.
- (e) All EXEC Board Members and Standing Committee Chairperson's are subject to confidentiality at All board meetings at All locations. Subject to disciplinary actions or removable by the Exec Board and Band Directors if confidentiality is compromised.

**ARTICLE XI – DUTIES OF ELECTED OFFICERS:**

**PRESIDENT:**

The President shall be a member of each FVRR BOOSTER committee. Duties of the office include:

- presiding over all meetings except meetings of the nominating committee;
- organizing the Financial Aid Committee;
- acting as liaison to all regiment ensembles and the director;
- coordinating all regiment trips with the director;
- organizing a committee to solicit corporate sponsorships;
- coordinating orientation meeting materials;
- have check signing privileges on all FVRR BOOSTER accounts;
- report on the general condition and organization of all activities of the FVRR BOOSTER membership; and
- shall have other powers and duties as may be prescribed by the Board or these Bylaws.

### VICE PRESIDENT – WAYS AND MEANS

The Vice President Ways and Means shall:

- act as an aide to the President and, in the absence of the President, perform the duties of the President;
- shall be responsible for all fundraising activities;
- shall assist the President as directed; and
- monitor the activities of all fundraising committees: and perform any other duties as may be prescribed by the EXEC BOARD or these By-Laws.

### TREASURER - ACCOUNTS PAYABLE

The Treasurer – Accounts Payable shall:

- be responsible for the handling and accounting of FVRR BOOSTERS funds;
- organize the annual budget committee and prepare the annual budget for approval at the May Membership meeting;
- present a financial summary at all EXEC BOARD and general membership meetings;
- be responsible for the preparation of the annual tax return;
- review students and scrip accounts;
- be a signatory on all bank accounts;
- manage the bank accounts in a responsible manner and make timely deposits and disbursements within the budgeted guidelines. The person to whom the check is written may not sign that check regardless of the amount. Any check exceeding \$1,000 must have an additional authorized (President, Treasurer Payable, Treasurer Student Record or Secretary) signature;
- participate in Financial Aid Committee and perform any other duties as may be prescribed by the EXEC BOARD or these By-Laws.

The Treasurer-Accounts payable must be bondable and, if required by the Executive Board, must provide a bond at FVRR's expense.

### TREASURER – STUDENT RECORDS

The Treasurer-Student Records shall:

- assist the TREASURER ACCOUNTS PAYABLE with financial duties;
- be primarily responsible for maintaining information on student records
- coordinate the billing and collection of funds on Student Record;
- participate in the financial aid committee.
- present a summary of Student Record activity at the EXEC BOARD and General Membership meetings;
- provide members their student's account statements as needed;
- sign or co-sign checks on general and student bank accounts;
- reconcile Student Record checkbook and resolve any disputes that arise;
- meet monthly with the TREASURER-RECEIVABLES/PAYABLES; and
- keep a summary of all student record activity and provide it to the EXEC BOARD; and perform any other duties as may be prescribed by the EXEC BOARD or these By-Laws.

The Treasurer-Student records must be bondable and, if required by the Executive Board, must provide a bond at FVRR's expense.

#### VICE PRESIDENT OF BAND OPERATIONS

The Vice President of Band Operations shall:

- arrange for chaperones and transporting of students as well as equipment to all competition and events for fall and spring;
- be responsible for maintenance, inventory and storage of band uniforms;
- assist Student Record Treasurer with collecting band contributions
- coordinate the planning, building, movement and maintenance of equipment and props for the fall season;
- coordinate the preparation and implementation of meals as needed;
- keep an inventory of all band equipment;
- report activities of the band at monthly Booster Meetings; and
- perform any other duties as may be prescribed by the EXEC BOARD or these By-Laws.

Committee chairpersons who report to this Vice President are Equipment Transportation, Pit and Props Crew, Chaperones, Uniforms, Seat Covers, Hospitality, and any other committee established by the EXEC BOARD deemed necessary to operate the FVRR.

#### VICE PRESIDENT OF PERCUSSION OPERATIONS:

The Vice President of Percussion Operations shall:

- arrange for chaperones and transporting of percussion members as well as their equipment to all competitions and events during the spring season;
- assist director and staff with purchase of uniforms and equipment as needed;
- prepare the budget for spring and oversee purchases for the spring season;
- assist Student Record Treasurer with collecting percussion contributions;
- coordinate meals as needed during the spring season;
- coordinate the planning, building, movement and maintenance of equipment;
- coordinate fundraising, as necessary, for spring activities;
- report activities of the percussion group at monthly Booster Meetings;
- and perform any other duties as may be prescribed by the EXEC BOARD or these By-Laws.

#### VICE PRESIDENT OF COLOR GUARD OPERATIONS:

The Vice President of Color Guard shall:

- arrange for chaperones and transporting of students as well as their equipment to all competition and events;
- assist Director and staff with the purchase of color guard uniforms and equipment;
- assist Student Record Treasurer with collecting color guard contributions, assessment and dues;
- coordinate the planning, building, movement and maintenance of equipment and props for the spring season;

coordinate meals as necessary during the spring season;  
coordinate fundraising, as necessary, for spring activities;  
report activities of the color guard at monthly Booster Meetings; and  
perform any other duties as may be prescribed by the EXEC BOARD or these By-Laws.

VICE PRESIDENT OF ORCHESTRA OPERATIONS:

The Vice President of Orchestra Operations shall:

arrange for chaperones and transporting of students as well as their musical instruments to all performances and festivals;  
assist Student Record Treasurer with collecting orchestra contributions, assessment and dues;  
assist the Band Director with the implementation of all performances; and  
perform any other duties as may be prescribed by the EXEC BOARD or these By-Laws.

SECRETARY:

The Secretary shall:

keep the written minutes of the EXEC BOARD and General Membership meetings;  
prepare a list of unfinished business items for the President;  
have a copy of the by-laws, minutes of previous meetings with all documents enumerated therein, list of all committees, and an up-to-date list of all members available at each meeting;  
read the minutes of any previous meeting when called upon to do so;  
make all corrections to the official minutes;  
enter all amendments to the by-laws;  
maintain the FVRR BOOSTER member database;  
notify the Band Director when sending an e-mail using the membership database;  
have check signing privileges on both the student and general bank accounts; and  
have such other powers and duties as may be prescribed by the EXEC BOARD or these By-Laws.

SCRIP TREASURER:

The Scrip Treasurer shall:

purchase scrip;  
make scrip available for purchase at regularly scheduled times;  
schedule volunteers to sell scrip;  
report monthly activity to the EXEC BOARD;  
sign and/or co-sign scrip bank account checks;  
reconcile scrip bank account; and  
have such powers and duties as may be prescribed by the EXEC BOARD or these By-laws.

The Scrip Treasurer must be bondable and, if required by the Executive Board, must provide a bond at FVRR's expense.

**SCRIP MANAGER:**

The scrip manager shall :

- assist the Scrip Treasurer in implementing the sale of scrip;
- prepare a weekly activity report of scrip purchases and sales by student or booster organization account;
- provide a monthly report showing profits to be credited to the participating Student Records or other booster program accounts;
- sign/co-sign scrip bank accounts checks;
- write monthly checks to both the student and general bank accounts; and
- write and mail checks to other FVHS booster group treasurers for profits earned from participating in the scrip program.

The Scrip Manager must be bondable and, if required by the Executive Board, must provide a bond at FVRR's expense.

**PARLIMENTARIAN:**

The Parliamentarian is appointed by and acts as an advisor to the president and shall:

- attend all meetings of the General Membership and EXEC BOARD;
- give advice on procedure when necessary;
- attend all meetings of the Nominating Committee;
- chair the By-Laws Committee and annually review By-Laws;

**BINGO:**

The Bingo Manager shall:

- schedule all bingo workers;
- contact all scheduled workers to remind and confirm their commitment;
- to provide training dates to the Association; and
- to provide any other responsibilities deemed necessary by the Board.

***ARTICLE XII MEMBERSHIP TERMINATION***

**EXPULSION OF THE MEMBER**

If a member has fails to observe the rules of conduct of the FVRR BOOSTERS Association or engages in conduct prejudicial to the purposes and interests of the Association, that member may be removed.

**PROCEDURE FOR EXPULSION**

The Member shall be given 15 days prior written notice of the proposed expulsion and the reasons for the proposed expulsion. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent first-class or registered mail to the Member's last known address as reflected in the FVRR membership roster;

the Member shall be given an opportunity to be heard, either orally or in writing at least 5 days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the EXEC BOARD or person authorized by the EXEC BOARD to determine whether the expulsion should take place.

### ***ARTICLE XIII – CHAIRPERSONS***

The EXEC BOARD shall appoint the following Chairpersons: Publicity, Hospitality, Webmaster, New Parent Representative, Uniform, Transportation, Pit Crew, Head Chaperone, Newsletter Editor, Seat Covers, and Alumni Liaison. Each chairperson may select a committee, if necessary. Other Committees may be established and chairpersons appointed by the EXEC BOARD.

#### **DUTIES:**

**UNIFORM:** The uniform Chairperson will be responsible for the marching band uniforms.

**TRANSPORTATION:** The Transportation Chairperson ensures proper registration of the trailers and will take all precautions necessary to insure the safe transportation of Royal Regiment equipment and uniforms.

**PIT CREW:** The Pit Crew Chairperson will arrange for a committee to move equipment and props.

**NEWSLETTER EDITOR:** The Newsletter Editor shall gather pertinent information from the President, Band Director and other committees in order to prepare a newsletter. The information will be organized and transmitted via e-mail to the Membership.

**HEAD CHAPERONE:** The Head Chaperone is responsible for keeping the chaperone bags well stocked and ready for use, refreshing all supplies each August; training all chaperones, scheduling chaperones as requested for each competition or other events; insuring that all chaperones have turned in the proper paperwork for their protection; having water bottles clean and full for each event; supplying water during summer field camp and evening practices, calling chaperones to remind and confirm their assignments; notifying the President of the names of chaperones for each event and any other activities necessary that the Board sees as needed.

SEAT COVERS: The Seat Cover Committee is responsible for seeing that the seat covers are in place at all home football games, removed at the conclusion of the game and washed and stored during the season.

SENIOR APPRECIATION: This chairperson coordinates recognition and honoring of the senior class FVRR students at a predetermined home football game.

PUBLICITY: The Publicity Chairperson shall be responsible for publicizing all FVRR BOOSTERS' activities and preparing news releases. This includes requesting and completing appropriate ASB paperwork to have these announcements posted on the FVHS marquee. Also responsible for sending out mass e-mails to the membership and notifying the Band Director before sending mass e-mails using the membership database.

WEBMASTER: The Webmaster shall be responsible for maintaining and keeping FVHSMUSIC.com website current and up-to-date at all times and make changes as requested by the President or the EXEC BOARD or Band Director.

HOSPITALITY: The Hospitality chairperson shall be responsible for providing food/refreshments for FVRR BOOSTER and regiment ensemble related activities when requested by the Band Director. Such activities include but not limited to summer field camp and marching band away competitions.

NEW PARENT REPRESENTATIVE: The New Parent Representative shall be a liaison between parents and students and will keep parents informed of events, schedules, fundraising opportunities, etc.

ALUMNI LIAISON: The Alumni Liaison act as a representative between the alumni and active membership of the FVRR and shall maintain alumni e-mail addresses and advise alumni of upcoming events including dine-outs and fund raising opportunities.

#### ***ARTICLE XIV – MEETINGS***

The General Membership Meetings of the FVRR BOOSTERS will be held monthly at Fountain Valley High School, on the third Tuesday at 7:00 pm from August to June unless otherwise indicated, and no fewer than eight times per year.

- (a) ANNUAL MEETING. An annual meeting of members shall be held on the third Tuesday of April of each year at 7:00 pm, unless the EXEC BOARD fixes another date or time and so properly notifies FVRR BOOSTERS Members. At this meeting, EXEC BOARD Officers shall be elected and any other proper business may be transacted.
- (b) SPECIAL MEETINGS:

- (1) A special meeting of the FVRR BOOSTERS Association Members for any lawful purpose may be called at any time by the EXEC BOARD, or the President, or by 10 or more Members of the Association.
- (2) A special meeting shall be called by written request, e-mail or telephone, specifying the general nature of the business proposed to be transacted, and submitted to the EXEC BOARD. The Board Member receiving the request shall cause notice to be given promptly to the Members entitled to vote, stating that a meeting will be held at a specified time and date.
- (3) No business other than the business, the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.
- (4) General and special notice requirements. Whenever FVRR BOOSTER Association Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with this section of these By-Laws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour for the meeting and (1) for a special meeting, the general nature of the business transaction, and no other business may be transacted, or (2) for the Annual Meeting, those matters that the EXEC BOARD, at the time notice is given, intends to present for action by the Members, any proper matter may be presented at the meeting. The notice of any meeting at which Officers are to be elected shall include the names of all persons who are nominees when notice is given.
- (5) Notice of Certain Agenda Items. Approval by the Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice states the general nature of the proposal or proposals:
  - (a) Removing an Officer without cause
  - (b) Filling vacancies on the EXEC BOARD
  - (c) Amending the Articles of Association, or
  - (d) Electing to wind up and dissolve the Association
- (6) Notice of any meeting of Members shall be in writing, email or by telephone to all FVRR Booster Members who are entitled to vote.
- (7) A simple majority of those in attendance shall constitute a quorum for the transaction of business at any meeting of Members.

#### ***ARTICLE XV – INDEMNIFICATION***

Liability: To the full extent that the California Nonprofit Association Law, as hereafter amended, and other applicable laws, permit elimination or limitation of the liability of Officers and members, no Officer or Member shall be personally liable for monetary damages as such for any action, or failure to take any action, or any item of damage or cost, either contractual or tortuous, caused by the Association, its Officers or Members. Any amendment or repeal of this Section 8.01(a) which has the effect of increasing Officer or Member liability shall operate prospectively only, and shall not affect any action taken, or any failure to act, prior to its adoption.

Rights of Indemnity: To the full extent permitted by law, this Association shall indemnify its Officers, Members and agents, including persons formerly occupying any such position, against all damages, expenses, judgments, fines, attorney's contributions, settlements and other amounts actually and reasonably incurred in connection with any proceeding, whether or not resulting in the filing or conclusion of a lawsuit, trial, settlement, or arbitration, and including an action by or in the right of the Association, by reason of the fact that such person is or was associated with this Association. The right to, and procedure for, indemnification shall be made in accordance with Section 5238 of the California Corporations Code, or its successor.

Approval of Indemnity: Upon written request to the Board by any person seeking indemnification, the Board shall promptly determine whether the person seeking indemnification acted in good faith and in a manner such person believed was in the best interests of the Association, and with such care, included reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. The requirements and limitations of Section 5233 of the California Corporations Code shall apply to the approval of any indemnity if the Board cannot authorize indemnification because the number of the officers who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum who are not parties to the proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the application standard of conduct set forth in this section has been met.

Advancement of Expenses: To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these By-laws in defending any proceeding covered by these Bylaws shall be advanced by the Association prior to the final disposition of the proceeding upon receipt by the Association as undertaking by or on the behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the Association therefore.

#### ***ARTICLE XVI – INSURANCE***

The Association shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers and other agents of the Association, against any liability asserted against or incurred by an Officer, or agent in such capacity or arising out of the Officer's or agent's status as such.

#### ***ARTICLE XVII – ADVISORS***

All members of the Instrumental Music Department Faculty are considered advisors and ex-officio and non-voting members to the FVRR BOOSTERS. Advisors shall see that the FVRR BOOSTERS' activities are conducted in accordance with Fountain Valley High School Policies and Official Student conduct.

### ***ARTICLE XVIII – AMENDMENTS TO BYLAWS***

Additions to or amendments of the bylaws must be presented in writing to the General Membership one month prior to being voted on by the General Membership. Any changes in the bylaws must have the approval of two-thirds of the membership in attendance at the General Membership Meeting in order to become effective. The bylaws will be reviewed annually by the Bylaw Review Committee. The Bylaw Review Committee will be appointed by the EXEC BOARD at the March EXEC Board Meeting and shall consist of three EXEC Board members and the Parliamentarian who will chair the committee.

### ***ARTICLE XIX – DISSOLUTION***

The property of the Fountain Valley High School Royal Regiment Booster Association is irrevocably dedicated to charitable and education purposes and no part of the net income or assets of this organization shall ever directly benefit of any director, officer, or member thereof or to the benefit of any private persons. Upon dissolution of the Association by its members and EXEC BOARD, its assets remaining after payment, or provision for payment of, all debts and liabilities of this Association, shall be distributed to the Fountain Valley High School Instrumental Music Department; if it is then in existence and exempt under Section 501( c)(3) ; but if not then in existence or exempt, to another Fountain Valley High School organization which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501( c)(3) of the Internal Revenue Code. Proposed: Adopted March 2003.

### ***ARTICLE XX***

The FVRR BOOSTER ASSOCIATION shall be governed by the current Roberts’ Rules of Order subject to any special rules which have been or will be adopted by the FVRR BOOSTER ASSOCIATION.

### ***MAINTENANCE OF RECORDS***

The Secretary of the Association shall see that a true and correct copy of all amendments of the bylaws, duly certified by the Secretary, is attached to the official Bylaws of the Association and is maintained with the official records of the Association at the principal office of the Association.

*CERTIFICATE OF SECRETARY*

I, the undersigned, certify that I am the presently elected and acting Recording Secretary of the Fountain Valley High School Royal Regiment Booster Association, a California Nonprofit Association, and the Bylaws attached to this Certificate are the Bylaws of this Association as adopted at a meeting of the Board held.

Adopted: \_\_\_\_\_, \_\_\_\_\_, 2010