

BY-LAWS

**RIVERSIDE PIPES AND DRUMS FOUNDATION
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business is located at 3798 Maxon Lane, Chino, San Bernardino County, California 91710.

SECTION 2. CHANGE OF ADDRESS

The county of the Corporation's principal office can be changed only by amendment of these By-Laws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these By-Laws.

_____	Dated: _____
_____	Dated: _____
_____	Dated: _____

SECTION 3. OTHER OFFICES

The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

This Corporation's initial agent for service of process is:

**Judy Conacher
3798 Maxon Lane
Chino, CA 91710**

**ARTICLE 2
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this Corporation shall be education and the perpetuation of Celtic music and culture by:

- (a) providing instruction in Scottish Highland bagpipe and Scottish drumming (bagpipe and drumming);
- (b) giving public bagpipe and drumming performances;
- (c) sponsoring special events involving the public performance of any or all Scottish music or other Scottish cultural arts by the Corporation's performing troupe, as well as by other performing arts groups;
- (d) marketing Scottish apparel and Corporation related products; and
- (e) any other lawful act or activity which a corporation may organize under the law.

**ARTICLE 3
DIRECTORS AND OFFICERS OF THE FOUNDATION**

SECTION 1. NUMBER

The Corporation shall have a minimum of seven (7) and a maximum of eleven (11) Directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this by law, or by repeal of this by law and adoption of a new by law, as provided in these By-Laws. The Directors shall be seven (7) Organizing Directors (hereinafter "Organizing Directors"), and four (4) Directors at Large (hereinafter "Directors at Large").

The names and addresses of the persons appointed as Organizing Directors are:

Judith C. Conacher	3798 Maxon Lane	Chino, CA 91710
Mike Miller	1928 Glover St	Redlands, CA 92374
Carole McCarty	19590 Landin Ln	Riverside, CA 92508
Shane Moore	3244 Lakehill Pl	Riverside, CA 92501
Patti Jacobson		
Matt Gorder	2623 Sovereign Way	Riverside, CA 92506
Katherine Kendrick	15206 Kellen Ct	Riverside, CA 92506

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and By-Laws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these By-Laws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;
- (c) Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these By-Laws;
- (e) Register their addresses with the Secretary of the Corporation and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.
- (f) The Pipe Major shall be appointed by the Board in accordance with rules promulgated by the Board.
- (g) The Band Manager shall be appointed by the Board in accordance with rules promulgated by the Board.
- (h) The Quartermaster shall be appointed by the Board in accordance with rules promulgated by the Board.

SECTION 4. TERMS OF OFFICE

- (a) Organizing Directors: The Organizing Directors shall serve for a term of one (1) year each, the term of which shall terminate at the annual Foundation membership meeting. Prior to the commencement of the annual Foundation membership meeting, the Board of Directors shall appoint seven (7) Organizing Directors to serve for the next one (1) year. Any vacancies shall be filled in accordance with Section 15 – Vacancies.
- (b) Directors at Large: The four (4) Directors at Large shall be elected by the voting membership for two (2) year terms with the exception that on the initial membership vote, two of the four positions shall be for an initial one (1) year term. The purpose of the one (1) year term is to stagger positions for election every year. For example, the first election two (2) positions are for two (2) year terms and two (2) positions are for a one (1) year terms. The following year, the one (1) year term will then be up for election for a two (2) year term.
- (c) Election of Directors at Large shall be held each year at the annual meeting and shall be by written ballot. Special elections may be called at any time by a 2/3 majority vote of the Foundation voting membership. The President will appoint two tellers to conduct the election under the supervision of the Secretary.
- (d) All Director at Large positions will be balloted at the same time and the winners will be the persons receiving a majority of all the votes cast for the position for which the person was a candidate.

SECTION 5. COMPENSATION

Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the Corporation in any capacity other than as a Director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these By-Laws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all Directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication

or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- (a) Each Director participating in the meeting can communicate with all of the other Directors concurrently;
- (b) Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and
- (c) The Corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are Directors of the Corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the Board are taken and cast only by Directors and not by persons who are not Directors.

SECTION 8. REGULAR AND ANNUAL MEETINGS

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors. Regular meetings of Directors shall be held at least quarterly.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

SECTION 10. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or e-mail. If sent by mail or e-mail, the notice shall be deemed to be delivered on its deposit in the mails or on electronic confirmation of e-mail delivery. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation.

SECTION 11. QUORUM FOR MEETINGS

A Board meeting quorum shall be a simple majority of Directors. An annual meeting quorum shall be a simple majority of members in good standing.

Except as otherwise provided in these By-Laws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinabove defined, is not present.

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 By-Laws of this Corporation.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or By-Laws of this

Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so designated or, in his or her absence, the Vice President of the Corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. 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.

Meetings shall be governed by Robert's Rules of Order.

SECTION 14. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the Board" shall not include any "interested Director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the By-Laws of this Corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 15. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (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, or 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 this Corporation has any members, then, if the Corporation has fewer than fifty (50) members, Directors at Large may be removed without cause by a majority of all voting members, or, if the Corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

If this Corporation has no members, Directors at Large may be removed without cause by a majority of the Directors then in office.

Any Director may resign effective upon giving written notice to the chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the attorney general.

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 By-Laws, or (3) a sole remaining Director.

If this Corporation has members, vacancies created by the removal of a Director at Large may be filled only by the approval of the members. The members, if any, of this Corporation may elect a Director at Large any time to fill a vacancy not filled by the Directors.

A person elected or appointed to fill a vacancy as provided by this Section shall hold office until the expiration of the term or until his or her death, resignation, or removal from office.

SECTION 16. NONLIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

To the extent that a person who is, or was, a Director, officer, employee, or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee, or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the Corporation shall be a President, vice-President, a Secretary, and a Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve as the President of the Board.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any Director may serve as an officer of this Corporation. Officers shall be elected by the Board of Directors, at the regular meeting following the annual meeting, and each officer shall hold office until he or she resigns, is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

SECTION 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 5. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers; perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these By-Laws, or which may be prescribed from time to time by the Board of Directors; preside at all meetings of the Board of Directors; and, if applicable, preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-Laws, the President shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 6. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of the President's inability or refusal to act, the 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 on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these By-Laws, or as may be prescribed by the Board of Directors.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

- (a) Certify and keep at the principal office of the Corporation the original, or a copy of these By-Laws as amended or otherwise altered to date;
- (b) Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- (c) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;

- (d) Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these By-Laws;
- (e) 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;
- (f) Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the By-Laws, the membership book, and the minutes of the proceedings of the Directors of the Corporation; and
- (g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these By-Laws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 8. DUTIES OF TREASURER

Subject to the provisions of these By-Laws relating to the "Execution of Instruments, Deposits, and Funds," the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
- (b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever
- (c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- (d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefore;
- (f) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation;
- (g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; and
- (h) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these By-Laws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 5 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE OF THE BOARD

The Board of Directors may, by a majority vote of Directors, designate two (2) or more of its members (who may also be serving as officers of this Corporation) to constitute an executive committee of the Board and

delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

- (a) The approval of any action, which, under law or the provisions of these By-Laws, requires the approval of the members or of a majority of all of the members;
- (b) The filling of vacancies on the Board or on any committee that has the authority of the Board;
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (d) The amendment or repeal of By-Laws or the adoption of new By-Laws;
- (e) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repeal able;
- (f) The appointment of committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (h) The approval of any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

SECTION 2. OTHER COMMITTEES

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

(a) Administrative Advisory Committee

- Appointed by the Board.
- Pipe Major, Drum Sergeant, Pipe Sergeant(s), Drum Corporal(s), Band Manager and Quartermaster shall be members.
 - 1. Additional members may be appointed as necessary.
- Assist Board with administrative duties of the Band.
- Advise Board on Corporation administration.

(b) Other Advisory Committees

- May be appointed as necessary.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these By-Laws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed

by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these By-Laws.

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these By-Laws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer or by the President of the Corporation. Checks in excess of \$1,000.00 shall be signed by both the Treasurer and President.

SECTION 3. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE 7 CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of Directors, committees of the Board and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including, accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the Corporation's Articles of Incorporation and By-Laws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every Director 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.

SECTION 4. MEMBERS' INSPECTION RIGHTS

If this Corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the Corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the Corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by an agent or attorney, and the right to inspection includes the right to copy and make extracts.

SECTION 6. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation and, if this Corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;

- (e) Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

If this Corporation has members, then, if this Corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this Corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This Corporation shall mail or deliver to all Directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year, which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- (a) Any transaction in which the Corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:
- (1) Any Director or officer of the Corporation, or its parent or its subsidiary (a mere common Directorship shall not be considered a material financial interest); or
 - (2) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent, or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any Director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this Corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

ARTICLE 8 FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on the 1st of January and end on the 31st of December in each year.

**ARTICLE 9
AMENDMENT OF BY-LAWS**

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of By-Laws of public benefit nonprofit corporations, these By-Laws, or any of them, may be altered, amended, or repealed and new By-Laws adopted as follows:

- (a) Subject to the power of members, if any, to change or repeal these By-Laws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this Corporation has admitted any members, then a bylaw specifying or changing the fixed number of Directors of the Corporation, the maximum or minimum number of Directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or
- (b) By a 2/3 majority of a quorum of the voting members, if any, of this Corporation.

**ARTICLE 10
AMENDMENT OF ARTICLES**

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS

Before any members have been admitted to the Corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

After members, if any, have been admitted to the Corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this Corporation.

SECTION 3. CERTAIN AMENDMENTS

Notwithstanding the above sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this Corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 11
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, Director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these By-Laws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up

of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

ARTICLE 12 MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

If this Corporation makes no provision for members, then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or By-Laws of this Corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

SECTION 2. MEMBERSHIP

Should the Board of Directors open this Corporation to a membership, membership in the Corporation may be offered to anyone interested and dedicated to the purposes of the organization, subject to the requirements specified herein or attendant hereto. There are to be three (3) categories of membership, Performing, Honorary, and Student.

- (a) Performing – A Performing Member is one who has been awarded a membership by the Pipe Major of the Pipe Band after the musician’s evaluation by the appointed Music Board Committee. A Performing Member’s tenure is at will, revocable by a simple majority of the Board of Directors. Rules of decorum by which a performing member must govern oneself as a member are contained in the Pipe Band Rules and Regulations. Performing Members, minimum 18 years of age, hold full voting privileges to the extent such is granted by these By-Laws or rules attendant hereto. Performing Members under 18 years of age must have parent/guardian supervision for voting.
- (b) Honorary – An Honorary Member is a non-performing member whose interests and/or abilities are aligned with the philosophy of this organization. The Board may appoint an individual an Honorary Member status upon approval of a majority of the Board at a properly convened meeting in accordance with the procedure specified herein. Honorary membership is a non-voting membership.
- (c) Student – A Student Member is one learning a skill towards qualifying for Performing Member status. A Student Member may be appointed within the discretion of the Pipe Major after advice and counsel of instructors. A Student Member is a non-voting member.

All applicants for membership, of any category, are subject to the review and approval of the Board and upon their recommendation accepted into membership. A copy of these By-Laws shall be available to members online on the UCRPB website.

SECTION 3. MEETINGS

- **Annual General Meeting** (referred to as AGM) – will be held as determined by the Board with 14 days notice, prior to the annual Western United States Pipe Band Association (WUSPBA) meeting. A quorum is required.
 - A quorum is 51% of the Band’s Performing Members and Board Members.
 - The agenda will include election of Board Members at Large, and amendments to the UCRPB Rules and Regulations, subject to the approval of the Board.
- **General Meetings** – will be held on an “as needed” basis.
 - Called by P/M or Board for a clearly stated purpose.
 - Members may request P/M or Board to convene a general meeting.
 - A quorum is required for passage of any Band or Corporate business, policy or emergency election.

WRITTEN CONSENT OF DIRECTORS ADOPTING BY-LAWS

We, the undersigned, are all of the persons named as the Officers of the Board Directors in the Articles of Incorporation of the Riverside Pipes and Drums Foundation, a California nonprofit Corporation, and, pursuant to the authority granted to the Directors by these By-Laws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing By-Laws, consisting of 15 pages, as the By-Laws of this Corporation.

Dated:

Judith C. Conacher, President

Michael Miller, Vice President

Sue Chrismer, Secretary

Glenn Forbush, Treasurer

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the By-Laws of the Corporation named in the title thereto and that such By-Laws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Dated:

Sue Chrismer, Secretary