

**BYLAWS OF THE CUPERTINO SYMPHONIC BAND  
AMENDED APRIL 8, 1998**

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## ARTICLE 1 – OFFICES

### SECTION 1 – PRINCIPAL OFFICE

The ~~principle~~ principal office of the association is located in the Santa Clara County, State of California.

### SECTION 2 – CHANGE OF ADDRESS

The designation of the county or state of the association's ~~principle~~ principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principle 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, nor require, an amendment of these Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_

### SECTION 3 – OTHER OFFICES

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

## ARTICLE 2 – NONPROFIT PURPOSES

### SECTION 1 – IRC SECTION 501(c)(3) PURPOSES

This association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

### SECTION 2 – SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this association shall be:

1. To provide musical performances for the community, ~~especially~~ including ~~for those groups~~ who generally do not have access to such activities, such as retirement homes, hospitals, and ~~elementary~~ schools.
2. To ~~provide funds~~ support ~~for enhancing~~ music education programs in the community.
3. To provide awards and encouragement, ~~and/or scholarships~~ for promising high school students planning to continue their musical studies.

4. To encourage support of community services through food donations in lieu of admission fees.

## **ARTICLE 3 – BOARD OF DIRECTORS**

### **SECTION 1 – COMPOSITION**

The association shall have eight (8) Directors. The Board of Directors shall consist of five (5) officers: President, Vice President, Secretary, Treasurer, Immediate Past President, and three (3) Directors at Large. The President is also the Chairman of the Board.

### **SECTION 2 – QUALIFICATIONS**

Directors shall be of the age of majority in this state. Other qualifications for Directors of this association shall be as follows:

- A. Must be a member in good standing (refer Article 11, Section 9) of the Cupertino Symphonic Band
- B. Must uphold the goals of the organization.

### **SECTION 3 – POWERS**

Subject to the provisions of this state and any limitations in the Articles of Association and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this association, the activities and affairs of this association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 4 – DUTIES**

It shall be the responsibility of the Board of Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Association, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, ~~of~~ of all Directors, agents, and employees of the association;
- c. Meet at such times and places as required by these Bylaws;
- d. Register their addresses with the Secretary of the association. Notices of ~~meetings~~ meetings ~~mailed or telegraphed~~ transmitted to them at such addresses shall be valid notices thereof.

### **SECTION 5 – DUTIES OF PRESIDENT**

The President shall be the Chief Executive Officer of the association and shall supervise and control the affairs of the association and the activities of the Directors. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Association, and by these Bylaws. He or she shall, in the name of this association

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 his or her 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 the Articles of Association, these Bylaws, or provisions of law, or as may be prescribed by the Board of Directors.

## **SECTION 7 – DUTIES OF SECRETARY**

The Secretary shall:

Certify and keep at the ~~principle~~-principal office of the association the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the ~~principle~~-principal office of the association 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, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the association and affix the seal, as authorized by these Bylaws or by law, to duly execute documents of the association.

Keep at the ~~principle~~-principal office of the association a membership book containing the name and address of each and any members, and, in the case where membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the association, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the association.

Generate a newsletter as needed to keep membership informed of activities and events.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by the Articles of Association, these Bylaws or provisions of law, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 8 – DUTIES OF TREASURER**

The Treasurer shall:



Have charge and custody of, and be responsible for, all funds and securities of the association, and deposit all such funds in the name of the association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, moneys due and payable to the association from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Maintain adequate records of dues payments by members, including a current listing of those who are delinquent in payment.

Follow up on delinquent members to collect dues. When appropriate, provide names of such members to the Secretary for action in accordance with Article 11, Section 9 of these Bylaws.

Exhibit at all reasonable times the books of accounts and financial records to any Director of the association, or to his or her agent or attorney, on request therefore.

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 association.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by the Articles of Association, these Bylaws or provisions of law, or which may be assigned to him or her from time to time by the Board of Directors.

### ***SECTION 9 – DUTIES OF IMMEDIATE PAST PRESIDENT***

Attend meetings of the Board of Directors and act in an advisory capacity, to the board, -when necessary.

### ***SECTION 910 – DUTIES OF DIRECTORS AT LARGE***

Directors at Large attend meetings of the Board of Directors, and perform duties as assigned by the Officers.

### ***SECTION 110 – TERMS OF OFFICE***

Officers shall hold office for two (2) successive years, Directors at Large shall hold office for one (1) year, and until a successor is elected and qualified. Officers shall not be eligible for re-election to the same office for consecutive terms. Directors at Large are eligible for re-election

for one (1) succeeding term only, but would thereafter be eligible for election as an Officer. Election procedures are described in Article 12, Section 1.

### **SECTION 142 – COMPENSATION**

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

### **SECTION 132 – 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. In the event of a vacancy, the Board of Directors shall appoint an interim board member until the next election.

### **SECTION 143 – MEETINGS**

#### **Place of Meetings**

Meetings shall be held at the ~~principle~~ principal office of the association unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

#### **Meetings of the Board**

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, by any two (2) Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the ~~principle~~ principal office of the association, or, if different, at the place designated by the person or persons calling the special meeting.

#### **Notice of Meetings**

Unless otherwise provided by the Articles of Association, these Bylaws, or the provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- i. At least one week the Secretary of the association shall give prior notice to each Director of each meetings of the Board. Such notice may be oral or written, may be given personally, by email, first class mail, by telephone, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the Director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within 24 hours of the first facsimile transmission.
- ~~ii. Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this association under provision of the Articles of Association, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.~~



## **ARTICLE 4 – APPOINTED POSITIONS**

Appointed (i.e., non-elected and non-members of the Board) positions may be created and filled by the Board of Directors as required to carry out specialized tasks. Terms of such appointment will be indefinite at the discretion of the Board. Members holding such appointment are eligible to hold any elected position on the Board providing they meet the qualifications as provided in these Bylaws.

The following appointed positions are authorized:

### **LIBRARIAN**

The Librarian shall have the following duties:

- Have charge and custody of all music of the Band
- Maintain an appropriate filing system
- Maintain temporary folders of music for all parts currently in rehearsal by the Band. These folders will be available at all rehearsals and public performances for the use of new members and those members who do not bring their own folders.
- Coordinate preparation and distribution of current music for all members at the beginning of each concert season.
- At the end of each concert season, collect music and folders from each member and coordinate return of music to the permanent files.

### **PUBLIC INFORMATION OFFICER (PIO)**

The PIO shall have the following duties:

- Maintain current database of local media
- Notify local media of activities of the association
- Perform other public information activities as assigned or defined by the Board of Directors.

## **ARTICLE 5 – COMMITTEES**

### **SECTION 1 – EXECUTIVE COMMITTEE**

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of three (3) Board members (two (2) of whom are officers) and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the association, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any of all of the Executive Committee authority so delegated, increase or decrease, but not below three (3), the number of members of the executive Committee from the members of the Board. The Executive Committee shall keep regularly 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 association shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

## **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 Bylaws 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 and special meetings of committees may be fixed by resolution pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws.

# **ARTICLE 6 – EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

## **SECTION 1 – EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Board member or agent of the association to enter into any contract or execute and deliver an instrument in the name or on behalf of the association, and such authority may be general or confined to specific instances. Unless so authorized, no Board member, agent, or employee shall have any power or authority to bind the association 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 association may be signed by the President, Vice President, or Treasurer of the Association. Expenditures over \$200.00 require approval of the Board of Directors.

## **SECTION 3 – DEPOSITS**

All funds of the association shall be deposited from time to time to the credit of the association 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 association any contribution, gift, bequest, or devise for the nonprofit purposes of this association.

## **ARTICLE 7 – CORPORATE RECORDS, REPORTS, AND SEAL**

### **SECTION 1 – MAINTENANCE OF CORPORATE RECORDS**

The association shall keep at its principal office:

- a. Minutes of all meetings of Directors, committees of the Board, and, if this association has members, of all meetings of members, indication of the time and place of holding such meetings, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct records of accounts 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, including 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 association's Articles of Association and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the association 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 association. 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 association and shall have such other rights to inspect the books, records and properties of this association as may be required under the Articles of Association, these Bylaws, or provisions of law.

### **SECTION 4 – MEMBERS' INSPECTION RIGHTS**

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 and voting rights at reasonable times, upon written demand on the Secretary of the association, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the Secretary of the association, upon written demand on and payment of a reasonable charge to the Secretary of the association, a list of names and voting rights of those members entitled to vote for the election of Directors as of the most recent record 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 within a reasonable time 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 on the members or of the Board or committees of the Board, upon written demand on the Secretary of the association by the member, for a purpose reasonable related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this association as may be required under the Articles of Association, these Bylaws or provisions of law.

### **SECTION 5 – RIGHT TO COPY AND MAKE EXTRACTS**

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

### **SECTION 6 – PERIODIC REPORT**

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this association, to be so prepared and delivered within the time limits set by law.

## **ARTICLE 8 – IRC 501(c)(3) TAX EXEMPTION PROVISIONS**

### **SECTION 1 – LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this association shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) if the Internal Revenue Code), and this association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this association shall not carry on any activities not permitted to be carried on:

- (a) By an association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or
- (b) By an association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### **SECTION 2 – PROHIBITION AGAINST PRIVATE INCREMENT**

No part of the net earnings of this association shall inure to the benefit of, or be distributable to, its members, Directors or trustees, or other private persons. Except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this association.

### **SECTION 3 – DISTRIBUTION OF ASSETS**

Upon the dissolution of this association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this association shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

### **SECTION 4 – PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this association is a private foundation as described in Section 509(a) if the Internal Revenue Code, the association:

- 1) Shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
- 2) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- 3) Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- 4) Shall not make any investments in such manner as to subject the association to tax under Section 4944 of the Internal Revenue Code; and
- 5) Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

### **ARTICLE 9 – AMENDMENT OF BYLAWS**

These Bylaws may be amended at any duly called and notified business meeting of the general membership at which a quorum is present, by a majority vote of members present and voting. Any amendment may be proposed in writing by an individual member in good standing, which must be submitted to the Board of Directors for approval. Board approval will be announced in the meeting notice to all members.

### **ARTICLE 10 – CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Association of this association, the provisions of the Articles of Association shall govern.

Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Association shall be to the Articles of Association, Articles or Organization, Certificate of Association, Organizational Charter,



Corporate Charter, or other founding document of this association filed with an office of this state and used to establish the legal existence of this association.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## **ARTICLE 11 – MEMBERS**

### **SECTION 1 – DETERMINATION AND RIGHTS OF MEMBERS**

The association shall have only one class of members. No member shall hold more than one membership in the association. Except as expressly provided in or authorized by the Articles of Association, these Bylaws, or provisions of law, all members shall have the same rights, privileges, restrictions, and conditions.

### **SECTION 2 – QUALIFICATIONS OF MEMBERS**

The qualifications for membership in this association are as follows:

1. A desire to support the goals of the organization.
2. Participation in the organization as described in the Member's Handbook.

### **SECTION 3 – ADMISSION OF MEMBERS**

Applicants shall be admitted to membership at anytime upon payment of dues, as described in Article 11, Section 43

### **SECTION 4 – FEES AND DUES**

- a. No fee shall be charged for making application for membership.
- b. The annual dues payable to the association by members shall be \$340.00. Annual membership renewal is payable at the start of the Fall season in September. New member dues will be prorated accordingly.

### **SECTION 5 – NUMBER OF MEMBERS**

There is no limit on the number of members the Association may admit.

### **SECTION 6 – MEMBERSHIP BOOK**

The association shall keep a membership book containing the name and phone number of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the Secretary's office.

## **SECTION 7 – NONLIABILITY OF MEMBERS**

A member of this association is not, as such, personally liable for the debts, liabilities, or obligations of the association.

## **SECTION 8 – NONTRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

## **SECTION 9 – TERMINATION OF MEMBERSHIP**

The membership of a member shall terminate upon the occurrence of any of the following events:

- 1) Upon his or her notice of such termination delivered to the President or Secretary of the association personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- 2) If this association has provided for the payment of dues by members, upon failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the association. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
- 3) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the association. Any person expelled from the association shall receive a refund of dues already paid for the current dues period.

All rights of a member in the association shall cease on termination of membership as herein provided.

## **ARTICLE 12 – MEETINGS OF MEMBERS**

### **SECTION 1 – REGULAR MEETINGS/ELECTIONS**

A regular meeting of members shall be held at the first practice in June of each year for the purpose of electing the Board of Directors and transacting other business as may come before the meeting. This shall be defined as the organization's Annual Meeting.

Sixty (60) days prior to the Annual Meeting, the members will be notified that the Board will accept recommendations for Officer and Director at Large positions. After reviewing eligibility of candidates, the Board will select the nominees, after first obtaining each nominee's consent to serve if elected. A list of candidates will be submitted to the membership as part of the meeting notice as described in Section 3 of this Article. Such notice will advise all members that nominations from the floor may be made at the meeting. The positions of President, Vice

President, Secretary, and Treasurer will serve two (2) year terms. Directors at Large will serve one (1) year terms. To provide continuity of leadership, the positions of President and Secretary will be elected in odd-numbered years and the offices of Vice President and Treasurer will be elected in even-numbered years. Directors at Large will be elected each year.

The highest number of votes cast will determine election for each position of President, Vice President, Secretary, and Treasurer. Election of Directors at Large will be determined by nominees receiving the highest number of votes cast up to the number to be elected. In case of a tie vote, a separate run-off ballot (if required) will be taken to select the required number of Directors at Large. All contested positions will be determined by secret ballot.

## **SECTION 2 – SPECIAL MEETINGS OF MEMBERS**

Special meetings of the members shall be called by the Board of Directors, or the President of the association, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

## **SECTION 3 – NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Association, these Bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the association, with postage prepaid. Personal notification includes notification by telephone or by facsimile machine, provided however, in the case of facsimile notification, the member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four (24) hours of the first facsimile transmission.

Whenever any notice of a meeting is required to be given to any member of this association under provisions of the Articles of Association, these Bylaws, or provisions of law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## **SECTION 4 – QUORUM FOR MEETINGS**

A quorum shall consist of one-half ( $\frac{1}{2}$ 50%) the current membership of the association.

Except as otherwise provided under the Articles of Association, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn.

## **SECTION 5 – MAJORITY ACTION AS MEMBERSHIP ACTION**

Every act or decision by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of

Association, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

### **SECTION 6 – VOTING RIGHTS**

Each member is entitled to one (1) vote on each matter submitted to a vote by the members.

### **SECTION 7 – CONDUCT OF MEETINGS**

Meetings of the members shall be presided over by the President of the association or, in his or her absence, by the Vice President of the association or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members present at the meeting. The Secretary of the association shall act as Secretary of all meetings of members, provided that, in his or her absence, the president shall appoint another person to act as Secretary of the meeting.

Robert's Rules of Order shall govern meetings; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Association, these Bylaws, or with provisions of law.

BYLAWS OF THE CUPERTINO SYMPHONIC BAND  
AMENDED APRIL 8, 1998

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## ARTICLE 1 – OFFICES

### SECTION 1 – PRINCIPAL OFFICE

The ~~principle~~principal office of the association is located in the Santa Clara County, State of California.

### SECTION 2 – CHANGE OF ADDRESS

The designation of the county or state of the association's ~~principle~~principal office may be changed by amendment of these Bylaws. The Board of Directors may change the ~~principle~~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, nor require, an amendment of these Bylaws:

\_\_\_\_\_ Dated: \_\_\_\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_

### SECTION 3 – OTHER OFFICES

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

## ARTICLE 2 – NONPROFIT PURPOSES

### SECTION 1 – IRC SECTION 501(c)(3) PURPOSES

This association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

### SECTION 2 – SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this association shall be:

1. To provide musical performances for the community, ~~especially including for those groups who generally do not have access to such activities, such as retirement homes, hospitals, and elementary schools.~~
2. To ~~provide funds support for enhancing~~ music education programs in the community.
3. To provide awards ~~and encouragement, and/or scholarships~~ for promising high school students planning to continue their musical studies.

4. To encourage support of community services through food donations in lieu of admission fees.

## **ARTICLE 3 – BOARD OF DIRECTORS**

### **SECTION 1 – COMPOSITION**

The association shall have eight (8) Directors. The Board of Directors shall consist of five (5) officers: President, Vice President, Secretary, Treasurer, Immediate Past President, and three (3) Directors at Large. The President is also the Chairman of the Board.

### **SECTION 2 – QUALIFICATIONS**

Directors shall be of the age of majority in this state. Other qualifications for Directors of this association shall be as follows:

- A. Must be a member in good standing (refer Article 11, Section 9) of the Cupertino Symphonic Band
- B. Must uphold the goals of the organization.

### **SECTION 3 – POWERS**

Subject to the provisions of this state and any limitations in the Articles of Association and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this association, the activities and affairs of this association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **SECTION 4 – DUTIES**

It shall be the responsibility of the Board of Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Association, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, ~~of~~ of all Directors, agents, and employees of the association;
- c. Meet at such times and places as required by these Bylaws;
- d. Register their addresses with the Secretary of the association. Notices of ~~meetings~~ meetings mailed or telegraphed ~~transmitted~~ to them at such addresses shall be valid notices thereof.

### **SECTION 5 – DUTIES OF PRESIDENT**

The President shall be the Chief Executive Officer of the association and shall supervise and control the affairs of the association and the activities of the Directors. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Association, and by these Bylaws. He or she shall, in the name of this association

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 his or her 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 the Articles of Association, these Bylaws, or provisions of law, or as may be prescribed by the Board of Directors.

## **SECTION 7 – DUTIES OF SECRETARY**

The Secretary shall:

Certify and keep at the ~~principle~~-principal office of the association the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the ~~principle~~-principal office of the association 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, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the association and affix the seal, as authorized by these Bylaws or by law, to duly execute documents of the association.

Keep at the ~~principle~~-principal office of the association a membership book containing the name and address of each and any members, and, in the case where membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the association, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the association.

Generate a newsletter as needed to keep membership informed of activities and events.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by the Articles of Association, these Bylaws or provisions of law, or which may be assigned to him or her from time to time by the Board of Directors.

## **SECTION 8 – DUTIES OF TREASURER**

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the association, and deposit all such funds in the name of the association in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, moneys due and payable to the association from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Maintain adequate records of dues payments by members, including a current listing of those who are delinquent in payment.

Follow up on delinquent members to collect dues. When appropriate, provide names of such members to the Secretary for action in accordance with Article 11, Section 9 of these Bylaws.

Exhibit at all reasonable times the books of accounts and financial records to any Director of the association, or to his or her agent or attorney, on request therefore.

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 association.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by the Articles of Association, these Bylaws or provisions of law, or which may be assigned to him or her from time to time by the Board of Directors.

### **SECTION 9 – DUTIES OF IMMEDIATE PAST PRESIDENT**

Attend meetings of the Board of Directors and act in an advisory capacity when necessary.

### **SECTION 910 – DUTIES OF DIRECTORS AT LARGE**

Directors at Large attend meetings of the Board of Directors, and perform duties as assigned by the Officers.

### **SECTION 101 – TERMS OF OFFICE**

Officers shall hold office for two (2) successive years, Directors at Large shall hold office for one (1) year, and until a successor is elected and qualified. Officers shall not be eligible for re-election to the same office for consecutive terms. Directors at Large are eligible for re-election

for one (1) succeeding term only, but would thereafter be eligible for election as an Officer. Election procedures are described in Article 12, Section 1.

### **SECTION 112 – COMPENSATION**

Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

### **SECTION 123 – 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. In the event of a vacancy, the Board of Directors shall appoint an interim board member until the next election.

### **SECTION 134 – MEETINGS**

#### **Place of Meetings**

Meetings shall be held at the ~~principle~~principal office of the association unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.

#### **Meetings of the Board**

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, by any two (2) Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the ~~principle~~principal office of the association, or, if different, at the place designated by the person or persons calling the special meeting.

#### **Notice of Meetings**

Unless otherwise provided by the Articles of Association, these Bylaws, or the provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- i. At least one week the Secretary of the association shall give prior notice to each Director of each meetings of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the Director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within 24 hours of the first facsimile transmission.
- ii. Waiver of Notice. Whenever any notice of a meeting is required to be given to any Director of this association under provision of the Articles of Association, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## **Quorum for Meetings**

A quorum shall consist of four (4) of the members of the Board of Directors.

Except as otherwise provided under the Articles of Association, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

## **Majority Action as Board Action**

Every act or decision by a majority of the Directors present at a meeting duly held at which a quorum is present is an act of the Board of Directors, unless the Articles of Association, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

## **Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the President, or, in his or her absence, by the Vice President, or, in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meetings. The Secretary shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding Board member shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by group consensus, insofar as such rules are not inconsistent with or in conflict with the Articles of Association, these Bylaws, or with provision of law.

## **SECTION 145 – NON-LIABILITY OF DIRECTORS**

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

## **SECTION 156 – INDEMNIFICATION BY CORPORATION OF DIRECTORS**

The association to the fullest extent permissible shall indemnify the Directors of the association under the laws of this state.

## **SECTION 167 – INSURANCE FOR CORPORATE AGENTS**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the association (including a Director, employee, or other agent of the association) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the association would have the power to indemnify the agent against such liability under the Articles of Association, these Bylaws or provisions of law.

## **ARTICLE 4 – APPOINTED POSITIONS**

Appointed (i.e., non-elected and non-members of the Board) positions may be created and filled by the Board of Directors as required to carry out specialized tasks. Terms of such appointment will be indefinite at the discretion of the Board. Members holding such appointment are eligible to hold any elected position on the Board providing they meet the qualifications as provided in these Bylaws.

The following appointed positions are authorized:

### **LIBRARIAN**

The Librarian shall have the following duties:

- Have charge and custody of all music of the Band
- Maintain an appropriate filing system
- Maintain temporary folders of music for all parts currently in rehearsal by the Band. These folders will be available at all rehearsals and public performances for the use of new members and those members who do not bring their own folders.
- Coordinate preparation and distribution of current music for all members at the beginning of each concert season.
- At the end of each concert season, collect music and folders from each member and coordinate return of music to the permanent files.

### **PUBLIC INFORMATION OFFICER (PIO)**

The PIO shall have the following duties:

- Maintain current database of local media
- Notify local media of activities of the association
- Perform other public information activities as assigned or defined by the Board of Directors.

## **ARTICLE 5 – COMMITTEES**

### ***SECTION 1 – EXECUTIVE COMMITTEE***

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of three (3) Board members (two (2) of whom are officers) and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the association, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any of all of the Executive Committee authority so delegated, increase or decrease, but not below three (3), the number of members of the executive Committee from the members of the Board. The Executive Committee shall keep regularly 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 association shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

## **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 Bylaws 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 and special meetings of committees may be fixed by resolution pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of the Bylaws.

# **ARTICLE 6 – EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

## **SECTION 1 – EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Board member or agent of the association to enter into any contract or execute and deliver an instrument in the name or on behalf of the association, and such authority may be general or confined to specific instances. Unless so authorized, no Board member, agent, or employee shall have any power or authority to bind the association 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 association may be signed by the President, Vice President, or Treasurer of the Association. Expenditures over \$200.00 require approval of the Board of Directors.

## **SECTION 3 – DEPOSITS**

All funds of the association shall be deposited from time to time to the credit of the association 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 association any contribution, gift, bequest, or devise for the nonprofit purposes of this association.

## **ARTICLE 7 – CORPORATE RECORDS, REPORTS, AND SEAL**

### **SECTION 1 – MAINTENANCE OF CORPORATE RECORDS**

The association shall keep at its principal office:

- a. Minutes of all meetings of Directors, committees of the Board, and, if this association has members, of all meetings of members, indication of the time and place of holding such meetings, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct records of accounts 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, including 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 association's Articles of Association and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the association 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 association. 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 association and shall have such other rights to inspect the books, records and properties of this association as may be required under the Articles of Association, these Bylaws, or provisions of law.

### **SECTION 4 – MEMBERS' INSPECTION RIGHTS**

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 and voting rights at reasonable times, upon written demand on the Secretary of the association, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the Secretary of the association, upon written demand on and payment of a reasonable charge to the Secretary of the association, a list of names and voting rights of those members entitled to vote for the election of Directors as of the most recent record 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 within a reasonable time 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 on the members or of the Board or committees of the Board, upon written demand on the Secretary of the association by the member, for a purpose reasonable related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this association as may be required under the Articles of Association, these Bylaws or provisions of law.

### **SECTION 5 – RIGHT TO COPY AND MAKE EXTRACTS**

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

### **SECTION 6 – PERIODIC REPORT**

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this association, to be so prepared and delivered within the time limits set by law.

## **ARTICLE 8 – IRC 501(c)(3) TAX EXEMPTION PROVISIONS**

### **SECTION 1 – LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of this association shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) if the Internal Revenue Code), and this association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this association shall not carry on any activities not permitted to be carried on:

- (a) By an association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or
- (b) By an association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### **SECTION 2 – PROHIBITION AGAINST PRIVATE INCREMENT**

No part of the net earnings of this association shall inure to the benefit of, or be distributable to, its members, Directors or trustees, or other private persons. Except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this association.

### **SECTION 3 – DISTRIBUTION OF ASSETS**

Upon the dissolution of this association, its assets remaining after payment, or provision for payment, of all debts and liabilities of this association shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

### **SECTION 4 – PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this association is a private foundation as described in Section 509(a) of the Internal Revenue Code, the association:

- 1) Shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
- 2) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- 3) Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- 4) Shall not make any investments in such manner as to subject the association to tax under Section 4944 of the Internal Revenue Code; and
- 5) Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

### **ARTICLE 9 – AMENDMENT OF BYLAWS**

These Bylaws may be amended at any duly called and notified business meeting of the general membership at which a quorum is present, by a majority vote of members present and voting. Any amendment may be proposed in writing by an individual member in good standing, which must be submitted to the Board of Directors for approval. Board approval will be announced in the meeting notice to all members.

### **ARTICLE 10 – CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Association of this association, the provisions of the Articles of Association shall govern.

Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Association shall be to the Articles of Association, Articles of Organization, Certificate of Association, Organizational Charter,

Corporate Charter, or other founding document of this association filed with an office of this state and used to establish the legal existence of this association.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## **ARTICLE 11 – MEMBERS**

### **SECTION 1 – DETERMINATION AND RIGHTS OF MEMBERS**

The association shall have only one class of members. No member shall hold more than one membership in the association. Except as expressly provided in or authorized by the Articles of Association, these Bylaws, or provisions of law, all members shall have the same rights, privileges, restrictions, and conditions.

### **SECTION 2 – QUALIFICATIONS OF MEMBERS**

The qualifications for membership in this association are as follows:

1. A desire to support the goals of the organization.
2. Participation in the organization as described in the Member's Handbook.

### **SECTION 3 – ADMISSION OF MEMBERS**

Applicants shall be admitted to membership at anytime upon payment of dues, as described in Article 11, Section 43

### **SECTION 4 – FEES AND DUES**

- a. No fee shall be charged for making application for membership.
- b. The annual dues payable to the association by members shall be \$30.00. Annual membership renewal is payable at the start of the Fall season in September. New member dues will be prorated accordingly/

### **SECTION 5 – NUMBER OF MEMBERS**

There is no limit on the number of members the Association may admit.

### **SECTION 6 – MEMBERSHIP BOOK**

The association shall keep a membership book containing the name and phone number of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the Secretary's office.

## **SECTION 7 – NONLIABILITY OF MEMBERS**

A member of this association is not, as such, personally liable for the debts, liabilities, or obligations of the association.

## **SECTION 8 – NONTRANSFERABILITY OF MEMBERSHIPS**

No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

## **SECTION 9 – TERMINATION OF MEMBERSHIP**

The membership of a member shall terminate upon the occurrence of any of the following events:

- 1) Upon his or her notice of such termination delivered to the President or Secretary of the association personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- 2) If this association has provided for the payment of dues by members, upon failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the association. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
- 3) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the association. Any person expelled from the association shall receive a refund of dues already paid for the current dues period.

All rights of a member in the association shall cease on termination of membership as herein provided.

## **ARTICLE 12 – MEETINGS OF MEMBERS**

### **SECTION 1 – REGULAR MEETINGS/ELECTIONS**

A regular meeting of members shall be held at the first practice in June of each year for the purpose of electing the Board of Directors and transacting other business as may come before the meeting. This shall be defined as the organization's Annual Meeting.

Sixty (60) days prior to the Annual Meeting, the members will be notified that the Board will accept recommendations for Officer and Director at Large positions. After reviewing eligibility of candidates, the Board will select the nominees, after first obtaining each nominee's consent to serve if elected. A list of candidates will be submitted to the membership as part of the meeting notice as described in Section 3 of this Article. Such notice will advise all members that nominations from the floor may be made at the meeting. The positions of President, Vice

President, Secretary, and Treasurer will serve two (2) year terms. Directors at Large will serve one (1) year terms. To provide continuity of leadership, the positions of President and Secretary will be elected in odd-numbered years and the offices of Vice President and Treasurer will be elected in even-numbered years. Directors at Large will be elected each year.

The highest number of votes cast will determine election for each position of President, Vice President, Secretary, and Treasurer. Election of Directors at Large will be determined by nominees receiving the highest number of votes cast up to the number to be elected. In case of a tie vote, a separate run-off ballot (if required) will be taken to select the required number of Directors at Large. All contested positions will be determined by secret ballot.

## **SECTION 2 – SPECIAL MEETINGS OF MEMBERS**

Special meetings of the members shall be called by the Board of Directors, or the President of the association, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

## **SECTION 3 – NOTICE OF MEETINGS**

Unless otherwise provided by the Articles of Association, these Bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than thirty (30) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the association, with postage prepaid. Personal notification includes notification by telephone or by facsimile machine, provided however, in the case of facsimile notification, the member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four (24) hours of the first facsimile transmission.

Whenever any notice of a meeting is required to be given to any member of this association under provisions of the Articles of Association, these Bylaws, or provisions of law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## **SECTION 4 – QUORUM FOR MEETINGS**

A quorum shall consist of one-half ( $\frac{1}{2}$ ) the current membership of the association.

Except as otherwise provided under the Articles of Association, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such a meeting is a motion to adjourn.

## **SECTION 5 – MAJORITY ACT AS MEMBERSHIP ACTION**

Every act or decision by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of

Association, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

### **SECTION 6 – VOTING RIGHTS**

Each member is entitled to one (1) vote on each matter submitted to a vote by the members.

### **SECTION 7 – CONDUCT OF MEETINGS**

Meetings of the members shall be presided over by the President of the association or, in his or her absence, by the Vice President of the association or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members present at the meeting. The Secretary of the association shall act as Secretary of all meetings of members, provided that, in his or her absence, the president shall appoint another person to act as Secretary of the meeting.

Robert's Rules of Order shall govern meetings; as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Association, these Bylaws, or with provisions of law.



Check the definition of principal/principle

Members present: Bob Sheets, Tony Jenetti, Jim Wu, Bill Cawthorne, Jenna Sheets, Liz Doughty, Fleurette Sevin