

CODE OF BY-LAWS
OF
CARMEL HIGH SCHOOL BAND BOOSTERS, INC.

ARTICLE I
NAME AND LOCATION

The name of this organization is Carmel High School Band Boosters, Inc. (the "Corporation"). The principal address of the Corporation shall be designated as 520 East Main Street, Carmel, Indiana, 46032 until and unless changed in accordance with law by the Board of Directors. Meetings of Members and Directors may be held at such places as may be designated by the Board of Directors consistent with the provisions of these By-Laws.

ARTICLE II
PURPOSES

The Corporation is a public benefit corporation organized under Indiana law, IC 23-17-1 et seq. as a non-profit corporation. The purpose of the corporation is to support the Carmel Clay School Corporation through promotion, support, and encouragement of the Carmel High School Band Division of the Carmel High School Performing Arts Department (the "Band"). The Corporation is organized exclusively for charitable and educational purposes 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, or corresponding section of any future federal tax code. Some of the more specific purposes of the Corporation are as follows:

- a. To support the music program of the Band as that program is defined and described from time to time by the Director of the Bands;
- b. To solicit charitable donations and otherwise promote and assist with those fund-raising activities conducted for the benefit of the Band;
- c. To provide support and assistance to the Band for the purpose of enhancing the educational, social, and music experience of the students;
- d. To promote and support the Band in its activities of giving public musical performances from time to time to local, state, and national communities;
- e. To establish and maintain effective communications with the Carmel High School ("CHS") administration and Director of the Bands for the purpose of carrying out the foregoing supportive activities; and
- f. To pursue all other lawful activities consistent with Section 501(c) (3) of the Internal Revenue Code and the non-profit corporation statute of the State of Indiana,

all of which are collectively referred to as the "Activities".

No part of the net earnings of the Corporation shall inure benefit of, or be distributable to, its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the Activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE III **MEMBERSHIP AND DUES**

Section 1. Membership

- a. "Members". Any person bearing a parental relationship (whether natural, adoptive, step, foster, or custodial) to any CHS student currently participating in the Band, or any Junior High student in the Carmel-Clay school system who is expected within the ensuing year to be participating in the Band, shall be eligible for membership in the Corporation. Such person shall become known to the Corporation's committee on membership (the "membership Committee", as hereinafter constituted) through CHS records and upon acceptance and payment of Member's dues if such dues are required, shall be entitled to all rights and privileges of the Corporation, including without limitation the right to vote, to hold office, receive newsletters and participate in all Activities and functions of the Corporation.
- b. "Associate Members". Any person being a CHS student, alumnus, teacher, former Band member, or family member of any of the foregoing shall be eligible for associate membership in the Corporation. Such person shall make application to the Membership Committee and upon acceptance and payment of such annual dues as may from time to time be set by the Board of Directors shall be entitled to all rights and privileges of the Corporation, including the right to receive newsletters and participate in all Activities and functions of the Corporation, but shall not have the right to vote or hold office in the Corporation, except that the Associate Member who has been elected to the Board of Directors shall have the right to hold such office and to vote as a member of the Board of Directors and as a Member.
- c. "Patrons". Any person, firm or corporation not having an interest in the Band as described in the foregoing two subsections shall be eligible to become a Patron. Such person, firm or corporation shall make application to the Membership Committee and upon acceptance and payment of a Patron's fee, as may be set from time to time by the Board of Directors, such person, firm or corporation shall be entitled to all rights and privileges of the Corporation, including the right to receive newsletters and participate in all Activities and functions of the Corporation, but shall not have the right to vote or hold office in the Corporation.
- d. Any person bearing a parental relationship, as described in the foregoing Article III, ¶ 1(a), may make application to become a Member of the Corporation, but in such case the resulting Members shall have only one (1) vote in the affairs of the Corporation per band student, per issue being voted, with the legal custodian of the student casting such vote.

Section 2. Dues and Fees

All members, Associate Members and Patrons, in order to be entitled to the rights and privileges of the Corporation, shall pay the Member's dues, Associate Member's dues, or Patron's fees on or before their respective due dates. Such dues or fees shall be paid on an annual, or other periodic basis, in such amounts as shall be determined from time to time by the Board of Directors, upon consultation with Carmel Clay School Administration and upon approval of the Director of Bands. Associate Member dues or Patron fees may be paid one time, as may be set from time to time by the Board of Directors, in which event the Associate Member or Patron shall be an Associate Member or Patron for life. The requisite amount of dues or fees to become such a lifetime Associate Member or Patron shall be established from time to time by the Board of Directors and upon payment the Associate Member or Patron shall be deemed in good standing for life and shall be entitled to all rights and privileges of the Corporation during his or her lifetime. No portion of the dues or fees to become a lifetime Associate Member or Patron shall be refundable for any reason.

All annual Members' or Associate Members' dues and Patrons' fees shall be calculated on a fiscal year basis and are due and payable upon notice. There shall be no pro-ratio or partial dues or fees if any Member, Associate Member or Patron is a Member, Associate Member or Patron for only a part of a calendar year.

If a Member, Associate Member or Patron fails to pay annual dues or fees by the due date, all rights and privileges of such person to the Corporation shall automatically terminate, unless the Board of Directors shall for good cause shown determine otherwise. Such Member, Associate Member or Patron may be reinstated, but only upon recommendation of the Membership Committee and payment of all required dues and/or fees.

ARTICLE IV **MEMBERS' MEETINGS**

Section 1. Meetings. Meetings of the corporation shall be in accordance with the following provisions:

- a. Annual meetings. The annual meeting of the Members of the Corporation shall be held in Hamilton County, Indiana, during the winter concert at a specific place, time and date to be established by the Board of Directors. Said meeting shall be for the purpose of electing directors of the Corporation for the ensuing year and the transaction of such other business as may lawfully come before the meeting.
- b. Special Meetings. A special meeting of the Members shall be held within thirty (30) days after satisfaction of either the requirements set forth in the next succeeding sentence. It shall be the duty of the President to call a special meeting of the Members when requested in writing by a majority of the Board of Directors or upon a petition signed by Members of the Corporation who are entitled to vote twenty-five percent (25%) of all of the votes of the membership. Notice of any special meeting shall state the time and place of such meeting and the purpose(s) thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of four-fifths (4/5) of the votes present in person or by proxy at such meeting.
- c. Notice of Meetings. It shall be the duty of the Secretary to serve a notice of each annual or special meeting, stating the purposes thereof as well as the time and place where it is to be held, upon each member of record, at least fifteen (15) calendar days prior to such meeting. The mailing or e-mailing of a notice to each Member or the inclusion of such notice in a newsletter mailed or e-mailed to each Member at the address shown for such Member on the Corporation's records shall be deemed notice served.
- d. Order of Business. The order of business at all meetings of the Members shall, to the extent applicable, be as follows:
 - (1) Roll Call or Sign-In Attendance Register
 - (2) Proof of notice of meeting or waiver of notice
 - (3) Consideration of minutes of preceding meeting
 - (4) Report of Director of Bands
 - (5) Reports of Officers
 - (6) Reports of Committees
 - (7) Unfinished business
 - (8) New business
 - (9) Election of Board of Directors
 - (10) Adjournment
- e. The President shall act as a chairman at all meetings of the Members, or alternatively, designate the Vice President – Ways and Means, or other appropriate Officer or Director, to act in such capacity. Parliamentary authority and rules of order for such meeting shall be implemented at the discretion of the chairman in general accordance with Roberts Rules of Order, as then in effect.

Section 2. List of Members. At least ten (10) calendar days prior to each annual meeting of the Members, a full, true and complete alphabetized list of all Members entitled to vote at such meeting shall be prepared with the assistance of the President and Director of Bands and certified by the Secretary. A list of any persons entitled to vote in person or by proxy at such meeting shall be open to inspection by any of the Members at least one-half (1/2) hour before such meeting shall be commenced.

Section 3. Quorum. The presence in person or by proxy at any meeting of the membership of persons entitled to vote ten percent (10%) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in or required by the Articles of Incorporation of the Corporation (the "Articles"), these By-Laws or by statute. If, however, such quorum shall not be

present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement of the meeting's continued date, until a quorum is present or represented.

Section 4. Proxies. Members' votes may be cast in person or by proxy at any annual or special meeting. Written proxies must be filed with the Secretary of the Corporation before the appointed time of each meeting of the Members of the Corporation. Cumulative voting shall not be permitted.

Section 5. Majority Required. A majority of the votes of Members present (in person or by proxy) at a meeting at which a quorum is present shall be sufficient for the transaction of all business of the Corporation except on matters where a greater vote is required by the Articles, these By-Laws or by statute.

ARTICLE V

NOMINATION AND ELECTION OF DIRECTORS

Section 1. There shall be a Nominating Committee established in accordance with the provisions of the foregoing Article V, ¶ 2 set forth below.

Section 2. Nomination. Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the annual meeting. The Nominating Committee shall consist of three (3) persons: one Board Member who shall serve as Chairman, one Member and the Director of Bands. The Nominating Committee shall be appointed by the President, subject to the approval of the Board of Directors, at least thirty (30) days prior to each annual meeting and shall serve until the close of that annual meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled. Such nominations may be made only from among Members of the Corporation. Because six (6) of eleven (11) Directors are to also be the Officers of the Corporation, the Nominating Committee shall in its deliberations and recommendations have de facto authority to select the slate of Officers for the ensuing year, and in its report shall designate which nominated Directors are also to serve as which particular Officers during ensuing year. The slate of Directors/Officers established by the Nominating Committee as well as the names of the members of the Nominating Committee shall be provided in writing to the membership as a part of the notice provided pursuant to the foregoing Article IV, ¶ 1 (c).

Section 3. Election. Election to the Board of Directors shall be by voice vote, show of hands or secret written ballot, as the President may determine is appropriate, at each annual meeting of the Corporation. At such election the Members or their proxies may cast one vote for each band member from that family in respect to each vacancy, subject to the family unit provisions in the foregoing Article III, ¶ 1 (d). Cumulative voting shall not be permitted.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Number and Qualification. Subject to amendment of this Section, the affairs of the Corporation shall be governed by a Board of Directors composed of fourteen (14) persons. Directors must be Members of the Corporation (except for the Director of Bands and immediate past President) and shall be allocated so that the Board of Directors is composed of:

The Director of Bands;

The Immediate Past President of the Corporation, provided however, that if the Immediate Past President is unable or unwilling to serve, then the current President shall have the authority with approval of the Board of Directors to appoint any past president to fill such vacancy. If the Current President was also President in the preceding year, this position shall remain vacant.

The current President, Vice President - Marching Band, Vice President - Jazz, Concert, and Winter Ensembles Bands, Vice President - Ways and Means, Assistant Vice President - Ways and Means, Vice President - Color Guard, Financial Secretary, Secretary, and Treasurer of the Corporation; and

One (1) at-large director selected by the Nominating Committee from the current membership of the Corporation;

One at-large director who is a parent of an alumnus; and

One Corporate Sponsorship director selected by the Nominating Committee from the current membership of the Corporation or a parent of an alumnus.

Section 2. Powers. The Board of Directors shall have such powers as are reasonable and necessary to accomplish the performance of its duties, which powers include, but not limited to, the power:

- a. To adopt and publish rules and regulations governing the Activities, use of the property and/or facilities, if any, of the Corporation;
- b. To exercise for the Corporation all powers, duties and authority vested in or delegated to this Corporation and not reserved to the membership by other provisions of the Articles, these By-Laws or by statute;
- c. To declare the office of a member of the Board of Directors to be vacant in the event such Director shall have three (3) consecutive unexcused absences for regular meetings of the Board of Directors during any fiscal year, such absences to be deemed "excused" or "unexcused" at the discretion of the President.
- d. To employ any independent contractor or such other employees as the Board may deem necessary, and to prescribe their duties, subject to limitations established by the Board of Directors; and
- e. To do and take all such action as is necessary, desirable, or appropriate to perform the duties, obligations and responsibilities of the Board as required by the Articles, these By-Laws or by statute.

Section 3. Duties. The Board of Directors shall have the following duties:

- a. To cause a complete record of all its acts and corporate affairs to be kept and to present a statement thereof to the Members at the annual meeting of the Members, or at any special meeting when such statement is requested in writing by Members holding one-fourth (1/4) of the total votes of the membership entitled to vote;
- b. To supervise all Officers, agents, and employees of the Corporation, and to see that their duties are properly performed with the exception of teaching staff and school staff, which shall be supervised by the Director of Bands or one of the Associate Directors of Bands.
- c. To establish and assess the Members' and Associate Members' dues and Patrons' fees, all in accordance with the terms of these By-Laws;
- d. To send written notice to all Members of any meeting of the Members;
- e. To procure and maintain liability and fire and other hazard insurance on property owned by the Corporation on a current replacement cost basis in an amount not less than 100% of the insurable value (based on current replacement only) and to use the proceeds of such hazard insurance solely for the repair, replacement or reconstruction of such insurable common property including insured improvements; and to procure and maintain other insurance, including officers' and directors' liability coverage, as required or authorized by the Articles, these By-Laws, any statute or subsequent act or resolution of the Board of Directors and to use the proceeds thereof for their intended purposes;
- f. To cause all Officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate;
- g. To perform, or cause to be performed, any and all duties and obligations imposed upon the Corporation and the Board of Directors under the Articles, these By-Laws or by statute.

Section 4. Term of Office. At each annual meeting the Members shall elect Directors for a term of one (1) year to fill vacancies created by expiring terms. No Director, except for the Director of Bands, shall be authorized to serve on the Board for more than four (4) consecutive years.

Section 5. Vacancies. Any vacancy in the Board of Directors shall be filled by vote of the majority of remaining Directors, even though the majority may constitute less than a quorum. Each person so elected shall be a Director for the unexpired term of his

predecessor, or until his or her successor is elected. In the situation where there are not enough candidates to fill each position on the Board of Directors, a member of the Board of Directors may fill more than one position (except that the positions of President and Secretary or President and Treasurer may not be filled by the same person) until an adequate number of individuals are elected to fill all positions.

Section 6. Compensation. No Director shall receive compensation for any service he or she may render to the Corporation as such Director. However, any Director may be reimbursed for actual expenses which are reasonably and necessarily incurred in the performance of his other duties, and any Director may be paid and compensated for services to the Corporation in a capacity other than as a Director.

Section 7. Removal of Directors. At any special meeting of the Corporation duly called, any Officer and/or Director may be removed with or without cause by a three quarters (3/4) majority of the quorum of Members and a successor may then and there be elected to fill the vacancy thus created.

Section 8. Regular Meetings. Regular meetings of the Board of Directors shall be held in Hamilton County, Indiana at such regular intervals and at such place and hour as may be determined from time to time by resolution of the Board.

Section 9. Organization Meeting. The first Regular Meeting of a newly elected Board of Directors shall be held in Hamilton County, Indiana within ten (10) days of its election. The time and place of such meeting shall be determined by the newly elected President and announced during an Organization Meeting immediately following the meeting at which such Directors were elected. No notice shall be necessary to the newly elected Directors in order to legally constitute such meeting, provided a majority of the whole Board is then present and such organization meeting immediately follows such election.

Section 10. Special Meetings. Special meetings of the Board of Directors may be called by the President or Director of Bands on three (3) days' prior notice to each Director, given personally, by mail, e-mail, or telephone, which notice shall state the time, place and purpose of the meeting. Special meetings of the Board of Directors shall be called by the President or Secretary in the like manner and on like notice on the written request of a majority of the Directors.

Section 11. Waiver of Notice. Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be deemed a waiver of notice by such Director of the time and place thereof. If all Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting.

Section 12. Quorum. At all meetings of the Board of Directors, a majority of the Directors must be present in person or by proxy to constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors except as otherwise provided in or required by the Articles, these By-Laws or by statute. If, at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 13. Proxies. Directors' votes may be cast in person or by proxy at any regular or special meeting of the Board of Directors. Written proxies must be filed with the President or Secretary before the appointed time of each meeting of the Board of Directors. Cumulative voting shall not be permitted.

Section 14. Agenda. The order of business at any regular or special meeting of the Board of Directors shall follow the general format prescribed in the foregoing Article IV, ¶ 1 (d).

Section 15. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 16. Joint Officer/Director Positions. Upon request and approval by both parties and ratification by the Board of Directors, any two Members may be named and function jointly as an Officer/Director of the Corporation, but in such instance such a Two-person Team shall have only one (1) vote in all matters when voting as an Officer or Director of the Corporation. Any such Two-Person Team shall designate which member will have voting authority prior to their nomination to the slate of directors. If the

designated voter of the Two-Person Team is unavailable or not present at any time for which a board vote is called, the other member of the Two-Person Team, if present, will have the authority to cast a vote instead.

Section 17. Ex Officio Members. Any Associate or Assistant Directors of Bands and any committee chairman may at their discretion serve as ex officio members of the Board of Directors without vote, unless such persons are then otherwise serving as an elected Officer and/or Director of the Corporation entitled to vote.

Section 18. Director of Bands – Designees. Any Associate or Assistant Director of Bands and/or the Principal or Chairman of Performing Arts Department at CHS may be designated by the Director of Bands to act on his or her behalf with respect to specific matters coming before the Board of Directors.

ARTICLE VII OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The Officers of the Corporation shall be a President, five Vice Presidents, Secretary, a Treasurer and a Financial Secretary, all of whom shall be members of the Board of Directors, and such other officers as the Board may from time to time create by resolution.

Section 2. Election of Officers. The election of Officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members. The Officers elected by the Board shall be consistent with the vote for Officers/Directors which occurred at the last prior annual meeting.

Section 3. Term. The Officers of this Corporation shall be elected annually by the Board and each shall hold office for one (1) year unless they shall sooner resign, be removed or otherwise be disqualified to serve. Upon expiration of their term of office, each Officer shall promptly deliver to his her successor, or to the Corporation, all monies, books, records and property of any nature whatsoever which belongs to the Corporation.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any Officer or Director may be removed from office with or without cause upon the unanimous vote of the other members of the Board. Any Officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any time specific therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The Officer appointed to such vacancy shall serve for the remainder of the term of the Officer he or she replaces.

Section 7. Multiple Offices. No person shall simultaneously hold more than one office except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Officers and Their Duties. The duties of the Officers are summarily described as follows and shall include such other duties as may from time to time be required by the Board or as are delegated to him or her by the President or Director of Bands:

- a. President. The President shall preside at all meetings of the Members and the Board of Directors; he/she shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and, unless other signatory authority is provided by resolution of the Board, shall co-sign all checks and promissory notes and shall supervise and coordinate all communications related to the Corporation. The President shall have and discharge all the general powers and duties usually vested in the office of the president or chief executive officer of an association or a stock corporation organized under the laws of the State of Indiana.
- b. Vice Presidents. The five Vice Presidents shall be designated and have such duties as follows, which shall include the selection of appropriate Chairpersons with the approval of the President and Director of Bands:

The Vice President – Ways and Means shall act in the place and stead of the President in the event of his/her absence, inability, or refusal to act. In the event that there are co-directors for this position, the board shall decide by vote which co-director shall serve as President. He/she shall plan all fund-raising efforts to coordinate with budget needs and shall oversee all fund-raising efforts year-round.

The Assistant Vice President – Ways and Means, in coordination with the Vice President – Ways and Means, shall assist in the planning of all fund-raising efforts to coordinate with budget needs and shall assist with all fund-raising efforts year-round.

The Vice President – Marching Band shall be responsible for the coordination of volunteer activities as they pertain to marching band. During the marching band season, he/she shall oversee the committee Chairpersons in charge of duties including, but not limited to, chaperones, uniforms, band camp, trips, transportation, nursing, maintenance/props/field crew, spirit and support, hospitality, and publicity. The Vice President shall oversee all activities for the periodic marching band "trip" as designated by the Director of Bands.

The Vice President – Jazz, Concert, and Winter Ensembles Bands shall be responsible for the coordination of volunteer activities as they pertain to jazz, concert and winter ensembles bands. He/she shall oversee committee Chairpersons in charge of duties including but not limited to, chaperones, trips, nursing, spirit and support, hospitality, publicity, uniforms, transportation, and maintenance/props/field crew. He/she will also be in charge of coordinating Jazz ala Mode and Jazz at the Roof. The Vice President shall oversee all activities for any other major "trip" as designated by the Director of Bands. He/she may appoint separate coordinators for the winter drumline.

The Vice President – Color Guard shall be responsible for the coordination of volunteer activities as they pertain to color guard and winter guard. He/she shall oversee committee Chairpersons in charge of duties including but not limited to, chaperones, trips, nursing, spirit and support, hospitality, publicity, uniforms, transportation, and maintenance/props/field crew.

- c. Secretary. The Secretary shall assist the President with corporate correspondence as well as various other related duties, which may be assigned by the President or Board of Directors from time to time. He/she shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; authenticate the records of the Corporation; keep the corporate seal of the Corporation (if any adopted) and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Corporation together with their addresses; and shall generate such correspondence as may be directed by the Board of Directors.
- d. Treasurer. The Treasurer shall disburse funds from the appropriate bank accounts of Corporation as directed by resolution of the Board of Directors; unless other signatory authority is provided by resolution of the Board, shall sign all checks and promissory notes of the Corporation; keep proper books of account; shall send statements, invoices or receipts therefore as may be appropriate; reconcile all periodic bank statements; shall prepare periodic statement of income and expenditures; and shall prepare an annual budget to be presented to the Director of Bands and the Board of Directors for their respective appropriate approvals, and deliver a copy of such approved budget to the members.
- e. Financial Secretary. The Financial Secretary shall receive and timely deposit in appropriate bank accounts of Corporation all dues, contributions and monies of the Corporation. The Financial Secretary shall also receive and timely deposit in appropriate bank accounts of Corporation all contributions, payments, and monies generated for specific education and performance trips and events which from time to time the Board of Directors shall designate as part of the responsibilities of this Office. Further, this Officer shall work in close cooperation with the Treasurer with tasks and responsibilities as the Board of Directors shall determine from time to time.

ARTICLE VIII

OTHER DIRECTORS AND THEIR DUTIES

Section 1. Member-at-Large. The Member-at-Large director shall be responsible for organizing any recreational activities as are designated by the Board and sponsored by the Corporation for the band students and their families. This director shall also oversee, under the guidance of the Director of Bands and the Vice President of Marching Band, any band camps.

Section 2. Alumnus-at-Large. The Alumnus-at-Large director shall be responsible for organizing and maintaining contact information for band Alumni, and notifying them of upcoming events as the board feels to be of benefit to the Corporation and/or the Alumni. This director will also be responsible for planning an annual event or portion of event of the Board's choosing, in which the Alumni are invited to assist or attend.

Section 3. Corporate Sponsorship. The Corporate Sponsorship director shall be responsible for maintaining records of contacts made to businesses/organizations/individuals requesting monetary or other support for the band programs. This director shall track such support to avoid duplication of contacts. This director shall also be responsible for raising a certain amount of financial support each year as the Board so decides in their annual budget.

ARTICLE IX COMMITTEES

The President, with the approval of the Board of Directors, may appoint such committee chairpersons as are deemed necessary or appropriate to carry out the intents and purposes of the Corporation. Note that the term of all such appointments ends with the term of the President. In addition to the foregoing discretionary authority to appoint committees, there shall at all times exist the following standing committees:

- a. **Executive Committee.** The Executive Committee shall consist of the Director of Bands, the President, The Vice Presidents and Treasurer of the Corporation. Such Executive Committee shall meet at a time and place to be selected by the President, and shall be empowered to transact any business authorized by the Board of Directors, except the alteration, amendment, supplementation or suspension of these By-Laws as provided by Article XI, ¶ 1, below:
- b. **Membership Committee.** The President may appoint not less than three (3) Members of the Corporation, who may also be directors, to evaluate and pass upon all applicants seeking to become Members, Associate Members or Patrons of the Corporation and make a recommendation report respecting same to the President and the Board of Directors.

ARTICLE X MISCELLANEOUS PROVISIONS

Section 1. Books of Account. The Corporation shall keep detailed books of account showing all dues, contributions, receipts and any expenses incurred by or on behalf of the Corporation, its Officers and Directors and/or the Members. Such accounts, books, records, financial statements and other papers of the Corporation shall be open for inspection by the Members, Associate Members, Patrons, the Board of Directors and any other persons having a legitimate interest in the Corporation during reasonable business hours, or under reasonable circumstances, and shall be examined annually by a certified public accountant acceptable to and hired by the Board of Directors, or shall be subject to examination by such Internal Audit Committee as may be elected by the Board of Directors. Current copies of the Articles and the By-Laws of the Corporation shall be available for inspection by any of the foregoing parties at the principal office of the Corporation during normal business hours or under reasonable circumstances.

Section 2. Fiscal Year. The fiscal year of the Corporation shall commence on May 1st and end the following April 30th of each year.

Section 3. Assessments. The Corporation shall not have the power or authority to assess its Members, Associate Members or Patrons beyond the annual or lifetime amounts of Members' or Associate Members' dues or Patrons' fees from time to time reasonably established by the Board of Directors. Any need for additional funds necessary to carry on the purposes and financial affairs of the Corporation shall be raised by means of fund-raising projects or programs approved by the Board of Directors or voluntary contributions from the Members, Associate Members and/or Patrons.

Section 4. No Compensation. No Member shall be compensated or receive any kind of monetary credit for the benefit of his or any other child as a result of having participated in any fundraising activity conducted, sponsored or undertaken by the Corporation.

ARTICLE XI
AMENDMENTS

Section 1. The power to alter, amend, supplement or suspend these By-Laws is vested in the Members of the Corporation; provided however, that no amendment or other change shall be made in these By-Laws which conflicts with terms and provisions of the Articles unless the same is adopted by and duly approved by the Members of the Corporation. Notwithstanding the foregoing, the Board of Directors may at any time between Members' meetings upon a two-thirds (2/3) vote of a quorum of the Board then present, vote to alter, amend, supplement or suspend any portion of these By-Laws which the Board reasonably believes is necessary or convenient to facilitate the business and/or Activities of the Corporation. Such action by the Board shall be effective only until the next successive annual or special meeting of the Members at which time such Board action must be ratified and confirmed or same will then be negated and of no further force or effect.

Section 2. In the event of any conflict between the Articles and these By-Laws, the Articles shall control.