

Bylaws

of

Cereal City Concert Band, Inc.

Purpose

The purpose of the Cereal City Concert Band, Inc. will be to provide Battle Creek and its surrounding communities with quality band music/performances; to further the cultural growth of the community and to enhance the many ongoing activities in the Calhoun County area; to stimulate a continuing interest in instrumental music by offering post secondary school opportunities for its performing members; and to foster the adult band movement in the Battle Creek area.

Article 1

Directors

Section 1.1 *Board of Directors.* The Cereal City Concert Band (the "Corporation") will be organized upon a directorship basis. The property, business, and affairs of the Corporation will be managed by or under the direction of its Board of Directors (the "Board").

Section 1.2 *Number, qualifications, and term of office.* The Board will consist of not less than five or more than fifteen Directors (as may be determined from time to time by the Board). At the first meeting of the Board held on the first Monday of October 2008, the Board will divide the Directors into two classes, with as near as possible an equal number of Directors in each class. The Directors assigned to the first class will hold office for a term of one year, the Directors assigned to the second class will hold office for a term of two years. At each annual meeting of the Board after that meeting, the Board will elect, to serve for a term of two years, a number of Directors equal to the number of Directors whose term has expired as of such meeting. A Director may be removed at any time, with or without cause, by a vote of a majority of the other Directors then holding office.

Section 1.3 *Vacancies.* Whenever any vacancy has occurred in the Board by reason of death, resignation, removal, increase in the number of Directors, or otherwise, a majority of the Directors then in office, though less than a quorum, may fill such vacancy. The resignation of a Director will be effective

upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation, whichever is later.

Section 1.4 *Committees.* The Board may designate one or more committees, and will designate (a) the powers and authority of each of such committees, and (b) a chair of each of such committees. Each committee designated will consist of one or more of the Directors of the Corporation. In the absence or disqualification of a member of any committee, the other members of such committee present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of such absent or disqualified member. The provisions of Article 2 of these Bylaws, other than Section 2.1, will apply to the meetings of each committee, as if the references in such Article 2 to the Board and Directors were references to the committee and its members. The Board may designate an Executive Committee which will be a committee as described in this Section 1.4 and which may exercise all powers and authority of the Board in management of the business and affairs of the Corporation.

Article 2

Meetings

Section 2.1 *Annual meeting.* The annual meeting of the Board of the Corporation may be held without notice at its office in Battle Creek, Michigan, or at such other place within or without the State of Michigan as may from time to time be selected by the Board, on the first Monday in October in each year (or if said day is a legal holiday, then on the next succeeding day not a holiday), for the purpose of electing or appointing Directors and officers for such year and for the transaction of such other business as may properly be brought before the meeting.

Section 2.2 *Regular meetings.* Regular meetings of the Board may be held without notice at such time or intervals and at such places within or without the State of Michigan as may from time to time be determined by resolution of the Board. Such resolution may authorize the President to fix the specific date and place of each of such regular meetings, in which case notice of the time and place of such regular meetings will be given in the manner provided in these Bylaws with respect to special meetings of the Board.

Section 2.3 *Special meetings.* Special meetings of the Board may be called by the President and will be called by the President or Secretary at the direction of not less than three Directors, or as may otherwise be provided by law. Any request for such meeting will state the purpose or purposes of the proposed meeting. Oral, email, or written notice of the time, place, and purpose of all special meetings of the Board will be duly given, sent or mailed to each

Director not less than ten nor more than sixty days before the meeting, but no notice of adjourned meetings need be given. If mailed or emailed, the notice will be directed to each Director at such Director's address as it appears on the records of the Corporation unless such Director has filed with the Secretary a written request that notices intended for such Director will be mailed to some other address, in which case, if mailed or emailed, it will be mailed or emailed to the address designated in such request. Such further notice will be given as may be required by law. Meetings may be held at any time without notice if all the Directors are present or if those not present waive notice of the time, place, and purpose of such meeting by letter, email, or telephone, either before or after such meeting. Special meetings will be held at the office of the Corporation in Battle Creek, Michigan unless otherwise stated in the notice of the meeting, in which case the meeting may be held at any place within or without the State of Michigan.

Section 2.4 *Quorum.* A majority of the Directors then in office will constitute a quorum for the transaction of business and the action of a majority of the Directors present at a meeting at which a quorum is present will be the action of the Board, except as action by a majority of the Directors then in office may be specifically required by other sections of these Bylaws. If, at any meeting of the Board, there is less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum has been obtained.

Section 2.5 *Conduct of meetings.* Meetings of the Board will be presided over by the President. The Secretary or, in the absence of the Secretary, a person designated by the President from those present at the meeting, will act as secretary of the meeting and record the minutes of the meeting.

Section 2.6 *Action by unanimous written consent.* If and when all of the Directors severally or collectively consent in writing to any action to be taken by the Board either before or after the action is taken, such action will be as valid corporate action as though it had been authorized at a meeting of the Board. The written consents to such actions will be filed with the minutes of the proceedings of the Board.

Section 2.7 *General Powers as to negotiable paper.* The Board will, from time to time, prescribe the manner of making, signature, or endorsements of checks, drafts, notes, acceptances, bills of exchange, obligations, and other negotiable paper or other instruments for the payment of money and designate the officer or officers, agent or agents, who will from time to time be authorized to make, sign, or endorse the same on behalf of the Corporation.

Section 2.8 *Powers as to other documents.* The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any conveyance or other instrument in the name of the Corporation, and such authority may be general or confined to specific instances. When the

execution of any contract, conveyance, or other instrument has been authorized without specification of the officers authorized to execute, the same may be executed on behalf of the Corporation by the President, the Secretary, or the Treasurer.

Section 2.9 *Telephonic conferences.* A Director may participate in a meeting of the Board by means of a conference telephone or similar communications equipment with which all persons participating in the meeting may hear each other, if all participants are advised of the communications equipment, and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Article 3

Officers

Section 3.1 *Election.* The Board will elect a President, a Secretary, a Treasurer, and a Librarian of the Corporation at each annual meeting, and may elect one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and Assistant Librarians. The same persons may hold any two or more offices, but no officers will execute, acknowledge, or verify any instrument in more than one capacity. The Board may elect such other officers and agents as the Board may deem necessary for the transaction of the business of the Corporation.

Section 3.2 *Term of office.* The term of office of all officers will commence upon their election and will continue until their two year term expires and thereafter until their respective successor is chosen or until their resignation or removal. Any officer may be removed from office by the Board, at any time, with or without cause. Any officer may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation, whichever is later. The Board has the power to fill any vacancies in any offices occurring from whatever reason.

Section 3.3 *Compensation.* The officers of the Corporation may receive such reasonable compensation for their services as may, from time to time, be fixed by the Board, provided that the compensation of any officer who is also a Director will be fixed by action of a majority of the other Directors then in office.

Section 3.4 *President.* The President will be the chief operating officer of the Corporation, will have general and active management of the activities of the Corporation, and will see that all orders and resolutions of the Board are carried into effect.

Section 3.5 *Vice Presidents.* The Vice Presidents, in the order designated by the Board or, lacking such a designation, by the President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as the Board prescribes.

Section 3.6 *Secretary.* The Secretary will maintain records of the meetings, votes, and the minutes of all proceedings of the Board, in a book to be kept for that purpose. The Secretary will give, or cause to be given, notice of all meetings of the Board for which notice may be required, and will perform such other duties as may be prescribed by the Board.

Section 3.7 *Treasurer.* The Treasurer will have custody of the funds and securities of the Corporation, will keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and will deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer will disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and will render to the Board, whenever the Board may require it, an account of all of the transactions of the Corporation and of the financial condition of the Corporation. If required by the Board, the Treasurer will give the Corporation a bond in such sum and with such surety or sureties as is satisfactory to the Board for the faithful performance of the duties of the Treasurer's office and for the restoration to the Corporation (in case of the Treasurer's death, resignation, or removal from office) of all books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation.

Section 3.8 *Librarian.* The Librarian will store, maintain, and file the music of the Corporation in an orderly fashion, prepare selected music for dissemination and will perform such other duties as may be prescribed by the Board.

Section 3.9 *Assistant Secretaries, Assistant Treasurers, and Assistant Librarians.* The Assistant Secretaries, Assistant Treasurers, and the Assistant Librarians, respectively (in the order designated by the Board or, lacking such designation, by the President), in the absence of the Secretary, Treasurer, or Librarian as the case may be, will perform the duties and exercise the powers of the Secretary, Treasurer, or Librarian as the case may be, and will perform such other duties as the Board prescribes.

Article 4

Indemnification of Directors and Officers

The Corporation shall indemnify (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such person, or such person's testator or estate, is or was a volunteer member or director and (b) any volunteer member or director who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association or entity in any capacity at the request of the Board, in the manner and to the maximum extent permitted by the Non-Profit Corporation Act of Michigan, as amended (MCL450.2209(e)); and the Board may purchase and maintain insurance pursuant to such indemnification and if so, indemnify all other corporate personnel to the extent permitted by law. The aforementioned right of indemnification shall continue as to a person who ceases to be a director, volunteer member, officer or employee and shall inure to the benefits of the heirs, executors, personal representatives, and administrators of that person.

Article 5

Liability of Volunteer Directors, Members and Officers

Section 5.1 *Personal Liability*. Except as otherwise provided by law, a volunteer member, director, officer, or trustee of the corporation is not personally liable to the corporation or to its members or to third parties for monetary damages for breach of the trustee's fiduciary duty.

Section 5.2 *Corporate Liability*. The corporation assumes all liability to any person other than to the corporation or its volunteer members, trustees, or directors for all acts or omissions of a volunteer member, director, or officer incurred in the good faith performance of his or her duties as a volunteer member, officer, director, or trustee as provided by Act 162 or the Public Acts of Michigan of 1982, as amended by Acts 97 and 457 of the Public Acts of 1996, and as may be further amended.

Section 5.3 *Volunteer Liability*. The corporation additionally assumes the liability of all acts or omissions of a non-director, non-trustee, and/or non-member volunteer, provided that:

- a) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- b) The volunteer was acting in good faith;
- c) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- d) The volunteer's conduct was not an intentional tort; and

e) The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in Section 209(e)(v) of the Michigan Nonprofit Corporation Act, Act 162 of the Public Acts of 1982 as amended by Act 397 of the Public Acts of 1996 as may be further amended.

Article 6

Fiscal Year; Notices; Amendments

Section 6.1 *Fiscal year.* The fiscal year of the Corporation will begin on each October 1 and will end the following September 30.

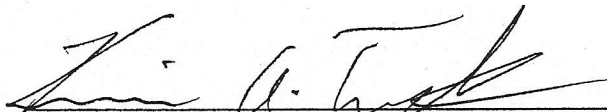
Section 6.2 *Notices.* Any notice required by statute or by these Bylaws to be given to the Directors or to any officer of the Corporation, unless otherwise provided in these Bylaws or in any statute, will be sufficient if given by depositing the same in a United States post office box or receptacle in a sealed, postpaid wrapper, addressed to such Director or officer at such person's last address as the same appears on the records of the Corporation, and such notice will be deemed to have been given at the time of such mailing.

Section 6.3 *Amendments.* These Bylaws may be amended or repealed and new Bylaws may be adopted in lieu of these Bylaws by the affirmative action of a majority of the Directors then in office, if a notice of the proposed alteration, repeal, or substitution is provided with respect to such action or is contained in the notice of the meeting at which such action is to take place.

Article 7

Dissolution

In the event of dissolution of Cereal City Concert Band, Inc., the Board of Directors is prohibited from distributing any of the assets to or among the Directors, Officers, Musicians, Volunteers, or Members. Any funds or personal property, such as music, instruments, music stands, etc., shall be donated to a non-profit corporation with similar purposes as the Corporation, or donated to a public school system in the Battle Creek geographical area.


Kim Tuck, Secretary

3/30/09
Date

Cereal City Concert Band, Inc.

Statement of Purpose and Organizational Policies

NAME

The name of the band will be the Cereal City Concert Band (herein referred to as "Band.")

PURPOSE

The purpose of the Band will be to provide Battle Creek and its surrounding communities with quality band music/performances; to further the cultural growth of the community and to enhance the many ongoing activities in the Calhoun County area; to stimulate a continuing interest in instrumental music by offering post secondary school opportunities for its performing members; and to foster the adult band movement in the Battle Creek area.

MEMBERSHIP

To ensure high quality performances and to promote harmony within the Band, membership will be by invitation and/or audition only. Membership will be limited to that number which will make for an effective organization and will not cause it to become unwieldy. Membership is open to those having completed secondary education, except at the discretion of the conductor.

BAND MEMBERS

1. It is expected that rehearsals will be attended unless there is an emergency or an illness. It takes every person to be as totally involved as possible in order to build and maintain the quality of performance that is desired.
2. Participation at all performances is expected, if possible. If unable to attend, the Band Member shall notify the Conductor or a Band Board member so that appropriate adjustments can be made.
3. Band Members shall provide their own music stands (and clothespins, if outside) for performances.
4. Band Members shall be a positive force in building and maintaining the best band possible.
5. Band Members may serve on committees, but will have no vote on policy.

REHEARSALS

1. Scheduled weekly rehearsals will be held on Monday evenings from 6:30 to 8:30 except during the summer months. If summer engagements are accepted by the Band, then there may be a need to schedule a rehearsal or two to prepare for them. It is expected that a Band Member will contact either the Conductor or a Band Board member if the Band Member is unable to attend a rehearsal.

2. The location for the rehearsals will be determined from time to time as needed.

PERFORMANCES

1. All performances will, as much as possible, be scheduled during the evenings or on weekends. If a weekday opportunity arises to perform at a special event, a survey will be taken of the Band Members in order to determine if it will be possible to play. It is expected that a Band Member will contact either the Conductor or a Band Board member as soon as the Band Member becomes aware that he or she is unable to attend a performance.

2. Acceptance of requests to play will be approved by the Band Board, assuming adequate availability of Band Members to ensure a quality performance. The Conductor and Band Board members will determine those performance events with which a minimum band roster will be acceptable.

3. Organizations/groups asking for the services of the Band will be asked to provide a suitable location in which the Band can perform and will also provide chairs.

4. Fees will not normally be levied for the services of the Band, however, the Band will encourage and accept donations.

MUSIC SELECTION

1. Music to be performed will be appropriate to the occasion and the conditions that will exist at the time of the performance.

2. Music types will include marches, overtures, concert pieces, big band, rock and roll, Broadway musicals, and others as deemed appropriate.

3. Music selection will be at the discretion of the Conductor.

CONDUCTOR

The Conductor of the Band will be from the Battle Creek community area and should be someone who can provide leadership and bring musical expertise/performance qualities to the position.

BAND BOARD OF DIRECTORS

1. The Board of Directors (herein referred to as Band Board) will be comprised of voting members either from within the Band membership or from interested persons living in the local Battle Creek area, and the Conductor acting as an ex-officio member.

2. The purpose of the Band Board is to develop, study, propose and implement policies, guidelines and other actions necessary to keep the Band a viable organization.

3. Election of the Band Board of Directors will be by the Band Board and will be held in October of each year. The Band Board will accept suggestions for nominations from all Band Members. The Band Board will operate so that no more than half of its members will change at the yearly elections. This will provide for Band Board continuity and will result in a more orderly transition of Band Board members. This will mean that half the Board members may leave

their position as new incoming persons take their place. It also means that the Band Board members will be elected for two year terms. There will be no limitation as to the number of terms one can serve on the Band Board.

4. The Band Board will elect its own officers. Their positions and their responsibilities are:

President: Provide dynamic and enthusiastic leadership to the Band Members and the Band Board; schedule and conduct Band Board meetings as Chair of the Band Board; conduct all voting proceedings.

Secretary: Maintain a list of active members, including the instrument played, address, email address and telephone number; record minutes of the Band Board meetings and act in the absence of the President at Band Board meetings; record results of all voting proceedings.

Treasurer: Maintain accountable records of all monetary transactions; deposit funds in an established checking account and write checks against that account in order to meet financial commitments of the Band; checking account will require two signatures, but Treasurer's signature will be sufficient to authorize fund withdrawal; prepare grant requests as approved by the Band Board in order to secure funding for the ongoing operation of the Band.

Librarian: Maintain the music library in an orderly fashion; prepare selected music for dissemination to the members of the Band; file all music that is turned in.

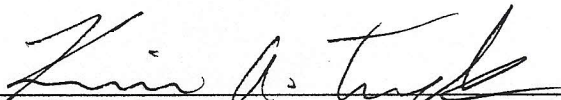
5. The Band Board members will serve as a telephone committee and will be responsible for notifying those Band Members assigned to him or her in case of schedule changes, additional rehearsals, etc.

FINANCES

Monies needed in order for the Band to function will be derived from fund raising activities, possible Band Member dues, payment from performances, accessing local grant funds or from any other method approved by the Band Board.

DISSOLUTION

In the event of dissolution of Cereal City Concert Band, Inc., the Board of Directors is prohibited from distributing any of the assets to or among the Directors, Officers, Musicians, Volunteers, or Members. Any funds or personal property, such as music, instruments, music stands, etc., shall be donated to a non-profit corporation with similar purposes as this Corporation, or donated to a public school system in the Battle Creek geographical area.



Kim Tuck, Secretary

3/30/09

Date