

By-Laws
Of
Indianapolis Municipal Band, Inc.

These by-laws of the INDIANAPOLIS MUNICIPAL BAND, Inc. (hereinafter referred to as the corporation), formed pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971 (hereinafter referred to as the Act), not as a private foundation, but qualifying as an organization normally receiving a substantial part of its support from a governmental unit or from the general public withing the meaning of Sections 509(a)(1) and 170(b)(1)(A)(vi) under Section 501(c)(3) of the Internal Revenue Code (hereinafter referred to as the Code), have been duly adopted by the Board of Directors of the Corporation to provide for the regulation and management of the affairs of the Corporation in accordance with law and the articles of incorporation.

ARTICLE I

Offices

The principal office of the corporation shall be the state of Indiana. The corporation shall have and maintain continuously within the state of Indiana a registered office, and a registered agent whose office is identical with such registered office, which may be, but need not be identical with the principal office. The location of the principal office or the designation of the resident agent, or both, may be changed at any time when authorized by the board of directors.

ARTICLE II

Members

Section 1. Classes of members. The corporation shall have five (5) classes of members. The designation of such classes and the qualifications and rights of the members of each class shall be as follows:

- (a) Regular Members. Active (or inactive) musical participants in good standing. Dues of this class of members may be established from time to time by the board of directors in an amount so as not to make membership unavailable to a broad segment of the general public.
- (b) Life Members. This class of members shall have limited and restricted to those persons who, by virtue of their personal service, have made an outstanding contribution to the success and high regard of the organization in the community and in furtherance of the purposes to which it is dedicated, and to its continued

operation and success in the future. No dues shall be assessed on this class of members.

- (c) Associate Members. Non-participating individuals or businesses that desire to support monetarily the efforts and activities of the corporation by purchasing yearly memberships in the organization. Various categories of dues for this class may be established from time to time by the board of directors.
- (d) Honorary Members. This class of members shall be limited to those persons who make large and significant contributions in money, services, equipment, or facilities to the corporation, thereby aiding and facilitating its ability to perform the functions and accomplish the purposes for which it was organized.

Section 2. Election of Members. Life and Honorary Members shall be elected by the board of directors. Qualifications for Regular and Associate Members shall be established by the board of directors.

Section 3. Certificates of Membership. The board of directors shall provide for the issuance of a document recognizing membership in the corporation and signed by an officer. The name, address, and telephone number of each member and the date of the certificate shall be entered on the records of the corporation.

Section 4. Voting rights.

- (a) Each Regular Member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.
- (b) Associate, Honorary and Life Members shall have no voting rights in the corporation.

Section 5. Dues.

- (a) Annual Dues. The board of directors shall from time to time determine the amount of annual dues payable to the corporation by Regular Members.
- (b) Payment of Dues. Payment of dues shall be in a manner determined by the board of directors.

Section 6. Termination of Membership. The board of directors, by affirmative vote of two-thirds of all of the members of the board present at a board meeting, may suspend or expel a member for cause.

Section 7. Resignation. Any member may resign by filing a written resignation with the secretary.

ARTICLE III

Meetings of Members

Section 1. Annual Meeting. An annual meeting of the members shall be held at a date, time and location to be determined by the board of directors and announced to Regular Members at least ten (10) days prior to the meeting for the purpose of electing directors for the transaction of such other business as determined by the board of directors. Electronic or United States mail may be used to fulfill the notification announcement requirement.

Section 2. Special Meetings. In the event of the resignation, inability to serve or absence at three successive board meetings of a member of the board of directors, the board shall call a special meeting of the Regular Members for the purpose of electing a replacement to the Board at a time not later than 30 days following determination by the board of the need for a replacement director. Electronic or United States mail may be used to fulfill the notification announcement requirement.

Section 3. Quorum. The members holding one-half of the votes, which may be cast at any meeting, shall constitute a quorum at such meeting.

ARTICLE IV

Board of Directors

Section 1. General Powers. The affairs of the corporation shall be managed by its board of directors. The board of directors is the principal decision-making body of the corporation. It adopts the mission statement and sets policy for the corporation.

Section 2. Number and Tenure of Board of Directors Members. The exact number of directors or in lieu thereof the minimum and maximum number of directors shall be prescribed in the articles of incorporation. Until otherwise determined by the of directors, the board of directors shall consist of eleven (11) elected members. Nine members will serve three-year terms. Two members will serve one (1) year terms. Of the eleven members, two can be elected as one (1) year terms, not to exceed two (2) non-consecutive one year terms. One year term members can vote, but not serve on the executive board.

Sections 3. Regular Meetings. The board of directors shall meet at least four times annually at dates, times and locations to be determined by the president. Meeting locations must be within Marion County, Indiana or an adjacent county. Announcement of these meetings shall be provided to the board of director members at least ten days in advance of the meeting. Announcements may be made at a board meeting, or by electronic or United States mail.

Section 4: Special Meetings. Special meetings of the board shall occur at a location within Marion County, Indiana or an adjacent county. Board members shall be notified of this meeting

by telephone message and/or electronic mail. The notification shall include the date, time and location of the meeting along with the specific business to be conducted. This notification must be made at least 72 hours prior to the start of the meeting. Special meetings may be called by the president. Additionally, any two members of the board of directors may request the president call a special meeting by submitting a written request to the president indicating the business to be conducted at the special meeting. The president has 72 hours to call a special meeting unless the request is withdrawn prior to that time. In the event the president fails to call the special meeting, the two members may independently call a special meeting using the aforementioned methods of notification.

Section 5. Quorum. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board; and provided further, if less than a majority of the directors are present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting. The action of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Removal. Any or all of the members of the board of directors may be removed, with or without cause, at a meeting of members called expressly for that purpose, by a vote of a majority of the members then entitled to vote at an election of directors. Such a meeting may be called by written request of at least 25% of the Regular Members. Such petition shall be submitted by the board of directors who shall call the special membership meeting within two weeks of receipt of the petition. Regular Members shall be notified of the special meeting using the same mechanism as for regular membership meetings.

Section 8. Vacancies. In the event of the resignation, inability to serve or absence at three successive board meetings of a member of the board of directors, the board shall call a special meeting of the Regular Members for the purpose of electing a replacement to the board at a time not later than 30 days following determination by the board of the need for a replacement director. Electronic or United States mail may be used to fulfill the notification announcement requirement. A director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

Section 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any may be allowed for attendance at each regular or special meeting of the board; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 10. Executive Board. The executive board shall include the president, vice-president, secretary and treasurer of the corporation. The executive board shall have general supervision of the affairs of the corporation between board meetings. The executive board is empowered

to act on behalf of the board between board meetings, but may not take action that conflicts with board action.

Section 12. Music Director.

- (a) The music director is selected by and serves at the pleasure of the IMB board of directors.
- (b) The music director may name one or more associate and/or assistant music director with the advice and prior notification of the board.
- (c) The music director is responsible for all decisions regarding music programmed and played the band consistent with the customer and venue expectations and the IMB budget.
- (d) The music director is responsible for conducting all rehearsals and performances or arranging for an alternate to do so.
- (e) The procedure for selecting a new music director is provided below:

Procedure for selection of new music director

The process of selection of a new music director shall be initiated by a motion made within the IMB board by a member of the board and shall become effective upon the seconding of that motion and by two thirds vote of the board of directors assembled. The motion for the selection of a new music director will also include the effective date for the appointment to become effective.

When it is necessary to select a new permanent new music director, the first step is to determine which selection method will be used to commence the selection process. The two selection methods are:

- (1) Board only selection process or:
- (2) Use of a selection committee

Upon a two-thirds vote of the board of directors assembled, the method chosen shall be implemented at a time sufficient to allow a smooth transition from the current music director to a new music director.

Board Selection. When the board selects the new music director, the vote for a new music director shall require a two-thirds vote of the IMB board for this appointment to be effective.

Selection committee. Appointment of a selection committee which shall contain five members, two of which shall be sitting directors of the board and three members from the band.

ARTICLE V

Officers

Section 1. Officers, agents, and Employees. The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer, along with an assistant secretary and/or an assistant treasurer if such positions are elected. The vice president, secretary and treasurer must be members of the board. The president may or may not be a board member. The board of directors may elect, appoint or hire such other agents or employees as it shall deem desirable, such agents or employees to have the authority and perform the duties prescribed, from time to time by the board of directors. Any two or more offices or such integral positions may be held by the same person, except the offices of president or vice president and secretary or assistant secretary. All officers, agents and employees of the corporation between themselves and the corporation shall have the authority and perform the duties in the management of the property and affairs of the corporation as may be provided in these by-laws, or in the absence of any provision, as may be determined by resolution of the board of directors.

Section 2. Election and Terms of Office. The officers of the corporation shall be elected annually by the board of directors at a meeting of the board of directors in January of each year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled, agents contracted with, or employees hired, at any meeting of the board of directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any officer, agent or employee, elected, appointed or hired by the board of directors may be removed, terminated or discharged, by the board of directors whenever in its judgement the best interests of the corporation, should be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election, appointment or employment of an officer, agent or employee, shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office or integral position because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term or required period of appointment or employment as may be determined by the board of directors.

Section 5. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. They shall preside at all meetings of the members and of the board of directors including all executive and closed sessions. They may sign any contracts or other instruments which the board of directors have authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general they shall perform all duties incident to the office of president and such other duties as may be prescribed from time to time by the board of directors.

Section 6. Vice President. In the absence of the president or in the event of their inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned them by the president or by the board of directors.

Section 7. Treasurer. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for all moneys due and payable to the corporation from any source whatsoever and deposit all moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected by resolution of the board of directors. If requested by the board of directors, the treasurer shall give a bond for the faithful discharge of their duties in sum and with such surety as the board of directors shall determine; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to them by the president or by the board of directors.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the members and of the board of directors in a manner acceptable to the board of directors; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records except as retained by the treasurer; keep a register of the post-office address and telephone number of each member, which shall be furnished to the secretary by each such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to such person by the president or by the board of directors.

Section 9. Assistant Treasurer and Assistant Secretary. If required by the board of directors, the assistant treasurer shall give bond for the faithful discharge of his duties and in such sum and with such surety as the board of directors shall determine. The assistant treasurer and assistant secretary, in general, shall perform such duties as shall be assigned to them by the treasurer, or the secretary or the president or by the board of directors.

ARTICLE VI

Committees

Section 1. Committees. The board of directors may from time to time establish committees and positions along with the committee charges and position descriptions. Terms of service shall be for a period of one year unless otherwise determined. Individuals may serve successive terms without limit. The board of directors is responsible for the appointment of individuals to these positions and individuals who serve in these positions at the pleasure of the board of directors. Except as otherwise provided elsewhere in these by-laws or by action of the board of directors, the board may designate the president or other officer to appoint individuals to committees or positions.

ARTICLE VII

Contracts, Checks, Deposits, Funds, and Gifts

Section 1. Contracts. The board of directors may authorize any officer or officers, agent or agents, employee or employees of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract, execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts orders for the payment of money, notes, or other evidenced if indebtedness issued in the name of the corporation, shall be signed by the treasurer or other such officer or officers, agent or agents, or employee or employees of the corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select. Statements shall be sent by the institution(s) to the treasurer, the business manager and one additional board member to be determined by the board of directors.

Section 4. Gifts. The board of directors may accept on behalf of the corporation any contribution, donation, gift, bequest or devise for the general purposes or for any special or specific purpose of the corporation.

ARTICLE VIII

Books and Records

The corporation shall keep full, correct and complete books and records of account which shall show, at all times, the financial condition of the corporation and a separate financial account of each member, and shall also keep minutes of the proceedings of its members and board of directors and committees having any of the authority of the board of directors, and shall keep at its registered or principal office a record giving the names and addresses and telephone numbers of the members entitled to vote. All books and records of the corporation may be inspected by any member, or their agent or attorney, for any proper purpose at any reasonable time.

ARTICLE IX

Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X

Amendments to By-Laws

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the directors present at any regular meeting or at any special meeting, if at least five days written notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting, and such action does not adversely affect the tax-exempt status of the corporation.