

THE NASHVILLE COMMUNITY CONCERT BAND, INC.

BY-LAWS

ARTICLE I.

LOCATION OF OFFICES

1. The principal office of the corporation shall be in Nashville, Davidson County, Tennessee. The Board of Directors may, by resolution, amend the Charter to change the address of the corporation's principal office in the State of Tennessee.

2. The corporation may have additional offices in such other places within the State of Tennessee as the Board of Directors may from time to time designate and establish.

ARTICLE II.

MEMBERS

1. Membership in the corporation will be restricted to natural persons of legal age or minors with their parents'

consent, who express interest in music and in fostering the purposes for which the corporation is organized. Members need not be residents of the State of Tennessee, and no person shall be denied membership solely by reason of such person's race, religion, color, creed, or sex. There shall be one class of members, each of whom shall have voting rights.

2. Any eligible person may be admitted to membership by request of that person to have their name and address placed on the roster of the band. Any member may resign at any time by giving written notice thereof to the Director or Music or the Secretary of the corporation. All memberships shall be nontransferable and shall terminate upon the death of the member. The corporation may, by action of the Board of Directors, adopt and issue certificates evidencing membership therein.

3. No member shall be liable for the payment of dues or other assessment to the corporation unless and until the Board of Directors, by majority vote of its members, first recommends such dues or other assessment, and the amount thereof to the membership, and such recommendation is then approved by a majority vote of the entire membership. Any dues

or assessment so approved shall be uniform and equal as applied to all members.

4. In addition to the foregoing the members shall continue to be qualified as members by regular attendance at rehearsals and concerts.

5. Before being admitted as a member, a High School student shall first have the permission of the band director and his parents if the prospective member is in a school music program.

6. Any member may be requested to audition by any other member for seating, and the audition shall be conducted by the Director of Music, and the Associate Conductor.

### ARTICLE III.

#### MEETINGS OF MEMBERS

1. An annual meeting of the members shall be held at such time and place within the State of Tennessee as may be

designated from time to time by the Board of Directors. Unless the place and time are otherwise specified by the Board of Directors, said meetings shall be held at the principal office of the corporation on the second Monday in February of each year.

2. Special meetings of the members may be called by the Board of Directors, or by members having not less than one tenth (1/10) of the votes entitled to be cast at such meeting. All special meetings shall be held at the principal office of the corporation or at such other place as the Board of Directors may designate.

3. Written or printed notice stating the place, day and hour of the meeting; and, in the case of a special meeting, the purpose(s) for which the meeting is called and the person(s) calling the meeting and shall be delivered either personally or by mail by or at the direction of the Director, the Secretary, or the person(s) calling the meeting, to each member entitled to vote at the meeting. If mailed, such notice shall be delivered not less than ten (10) nor more than forty (40) days before the date of the meeting and shall be deemed to be delivered when deposited in the United States mail addressed

to the member at his address as it appears on the membership books of the corporation, with postage thereon prepaid. If delivered personally, such notice shall be delivered not less than five (5) nor more than forty (40) days before the date of the meeting and shall be deemed delivered when actually received by the member. The person giving such notice shall certify that the notice required by this paragraph has been given.

4. A majority of the members present entitled to vote shall constitute a quorum for the transaction of business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. Except in cases in which it is prescribed by law, this corporation's Charter or these By-Laws that the vote or concurrence of a greater proportion of members is required, the vote of a majority of any quorum shall be sufficient to elect the officers of the corporation, including those who serve on the Board of Directors, and to decide any matter within the power of a majority of the members.

5. Every member of record of the corporation shall be entitled to one (1) vote at each meeting of members and upon

each proposal presented at such meeting. No member is entitled to vote at a meeting or to express consent or dissent without being present at the meeting, nor may the member authorize another person to act for him by proxy.

6. For the purpose of determining members entitled to notice of, or entitled to vote at any meeting of members, or any adjournment thereof, or in order to make a determination of members for any other proper purpose, the Board of Directors may fix the record date for any such determination of members which date shall be not less than ten (10) nor more than forty (40) days prior to the date on which the particular action requiring such determination of members is to be taken. A determination of members entitled to vote at any meeting of members shall apply to any adjournment thereof.

7. A list of members as of the record date, prepared by and certified by the officer having charge of the membership books of the corporation, shall be open for inspection at any meeting of members. If the right to vote at any meeting is challenged, the person presiding thereat may rely on such list as evidence of the right of the persons challenged to vote at such meeting. It shall be the duty of each member to notify

the corporation of his correct post office address.

#### ARTICLE IV.

##### OFFICERS

1. The corporation shall have a Director of Music-Principal Conductor, an Associate Conductor, a Secretary, a Treasurer, and a Librarian, each of whom shall be a member of the corporation and shall be elected by a plurality of the votes cast at the annual meeting of members. Each such officer shall hold office for a term of one (1) year or until the sooner expiration of the term for which he was elected, and thereafter until his successor has been elected and qualified. No person shall be elected more than one of such office. The Director of Music/Principal Conductor shall serve as the President of the Corporation, and in addition to the duties associated with that of Director of Music and Principal Conductor, shall have the duties and responsibilities of President.

2. The Board of Directors from time to time may

appoint such other officers as it may deem necessary, and all officers so appointed shall serve at the pleasure of the Board of Directors.

3. All officers shall have such authority and perform such duties in the management of the corporation as are normally incident to their offices and as the Board of Directors may from time to time provide and direct. No compensation shall be paid by the corporation to any of its officers unless such payment is first approved by a majority vote of the entire membership of the corporation, and then only in such amount as may be reasonable.

4. The signature of the name of the corporation by the Director of Music-President or by any other officer or person duly designated by the Board of Directors shall be legal and binding on the corporation. No officer or other person may sign a document in more than one capacity.



ARTICLE V.

MANAGER

1. The corporation may employ a Manager to conduct and oversee the ordinary business affairs of the corporation, and to work with and coordinate the activities of the band, ensembles, conductors, and supporting personnel and facilities being fostered by the corporation. The Manager need not be a member of the corporation, but he shall be a non-voting member of the Board of Directors.

2. The selection and employment of a Manager and his compensation and other terms of such employment, shall be made upon the recommendation of the Board of Directors and by the approval of such recommendation by majority vote of the members present at a regular or special meeting of members. The Board of Directors may delegate to the Manager such duties and authority as it may deem appropriate.

ARTICLE VI.

BOARD OF DIRECTORS

1. The business and affairs of the corporation shall be managed by the Board of Directors, whose members shall be of legal age and shall be the (1) Director of Music-Principal Conductor; (2) Associate Conductor; (3) Community Education Coordinator; (4) Librarian; (5) Secretary-Treasurer; (6) Principal Clarinet; (7) Principal Oboe; (8) Principal Trumpet; (9) Principal Saxophone; (10) Flute; (11) Principal Tuba; (12) Principal French Horn; (13) Principal Trombone; (14) Principal Percussions, and two members-at-large, who shall be elected by the members at the annual meeting and to serve for a period of one year or until their successors have been elected or qualified. Such members of the corporation shall continue to serve as members of the Board of Directors so long as they continue to hold their respective offices and position in the band. The Manager, if one is appointed, shall be a regular, non-voting member of the Board of Directors.

2. The Board of Directors shall meet at the annual meeting and at such other official meetings upon notice duly

given by ordinary mail ten days prior to the meeting and the attendance of the Director at the meeting shall constitute a waiver of such notice.

3. The Board of Directors shall meet the third Monday in January and the third Monday in July and immediately after the annual meeting of the Corporation, and may be called at any other time by giving five days notice by announcement at any regular rehearsal meeting of the band, and all Board members being personally notified or present at the Board of Directors meeting thereby waives any notice.

4. The annual and all regular meetings of the Board of Directors may be held without notice. Special meetings shall be held upon notice sent by any usual means of communication not less than five (5) days before the meeting. Such notice shall designate the date, time and place of the meeting, which shall be held within the State of Tennessee. Attendance of a member of the Board of Directors at a meeting shall constitute a waiver of notice of such meeting, except where such member attends a meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE X.

AMENDMENT OF BY-LAWS

1. These By-Laws may be amended, added to, or repealed by a majority vote of the members present at any duly constituted meeting of members by prior notification of 10 days of proposed changes.

The undersigned Secretary of the Nashville Community Concert Band, a Tennessee corporation, certifies that the foregoing is a true, full and correct copy of the By-Laws adopted at a meeting of the members of said corporation, duly and regularly called and held on the \_\_\_\_\_ day of \_\_\_\_\_, 1986, at which a quorum was present, voting throughout, and that the same are on this day in full force and effect.

Dated at Nashville, Tennessee, this \_\_\_\_\_ day of March, 1986.

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SECRETARY