



**AMENDED AND RESTATED BYLAWS
OF
NORTH OAKLAND CONCERT BAND INC.**

ARTICLE I

Offices

North Oakland Concert Band Inc. (“the Corporation”) shall at all times maintain a registered office in the State of Michigan and a registered agent at that address, but may have other offices located within or without the State of Michigan as the Board of Directors of the Corporation (the “Board”) shall determine.

ARTICLE II

Purposes and Operation

Section 2.1. General Purpose. The Corporation has been formed as a non-profit adult community concert band. The Corporation shall have unlimited powers to engage in and do any lawful act which is granted or may be granted to a nonprofit corporation by the Michigan Nonprofit Corporation Act (the “Act”), or any successor legislation. The nature of the activities to be conducted, and the purposes to be promoted or carried out by the Corporation, shall be exclusively those within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding provisions of any subsequent tax laws of the United States.

Section 2.2. Primary Purposes. The Corporation shall be organized and operated exclusively to carry on business within the meaning of Section 501(c)(3) of the Code and the regulations thereunder. The purposes for which the corporation is organized are as follows:

- (a) to provide an opportunity for those members of the community who have an interest in instrumental music to participate in an organization with others during their leisure time; and
- (b) to provide cultural enrichment and entertainment to the surrounding community;
- (c) to operate and act exclusively for charitable purposes;
- (d) to receive and administer assets exclusively for charitable, or educational, purposes; and
- (e) to conduct any and all such activities and exercise any and all such powers as are necessary, incidental or convenient to the achievement of the foregoing and in furtherance of the purposes of the corporation.

Section 2.3. Organization. The Corporation is organized on a non-stock, directorship basis.

Section 2.4. Limitation of Corporate Activities. The Corporation shall be operated exclusively for charitable or educational purposes as a nonprofit corporation. The activities of the Corporation shall at all times be so conducted and limited as to enable the Corporation to meet the requirements for a Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent tax laws of the United States. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. Except as may be permitted under the provisions of Section 501(c)(3) of the Code, or corresponding provisions of any subsequent tax laws of the United States, no substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing any candidate. Any other provision of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(a) and Section 501(c)(3) of the Code, or the corresponding provisions of any subsequent tax laws of the United States; or (b) a corporation, contributions to which are deductible under Section 170, 2055 and 2522 of the Code, or the corresponding provisions of any subsequent tax laws of the United States.

ARTICLE III

Membership

Section 3.1. Restrictions. Membership in the band depends upon the band's needs and is subject to the discretion of the Conductor of the band (the "Conductor"), Personnel Manager, and section leaders. It is within the discretion of the Conductor to limit the size of any section of the band in the interest of maintaining balance within the group. A prospective member may be asked to audition or might be encouraged to join a different section or to become a substitute.

Section 3.2. Annual Meetings. A meeting of the general membership of the band shall be held at least once each year, and can be in conjunction with a regular rehearsal. The exact time and place of the annual meeting shall be determined by the Board. The purpose of the annual meeting shall be for election of the Board, and for the transaction of such other business as may be properly brought before the meeting. Additional meetings of the general membership may be called at the discretion of the President of Board with two weeks prior notice.

Section 3.3. Quorum. Two-thirds of the Directors and two-thirds of the band members shall constitute a quorum at any meeting of the general membership. There shall be required for the adoption of any action by the general membership the majority vote of members present at the meeting.

Section 3.4. Non-voting Membership. Band members may attend Board meetings to observe and participate; however, band members have no Board voting privileges.

ARTICLE IV

Dues

The membership dues are in the form of a monetary contribution to the Band for the fall semester and for the winter semester. The Board shall establish the amount of the annual dues. The dues are payable during the first month of each semester and are collected by the Treasurer. If a member has special circumstances or financial hardship, he or she can request a waiver of the dues from the Conductor.

ARTICLE V

Board of Directors

Section 5.1. General Powers. All rights, powers, duties and responsibilities relative to the management and control of the Corporation's property, business, and affairs are vested in the Board.

Section 5.2. Number and Term of Office. The Board shall consist of up to ten Directors who are elected by a majority of the band members present at the annual meeting. The Board shall be divided into two classes of five Directors each with a two-year term of office for each class expiring in successive years. Each Director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified. Directors are eligible for successive terms. Each Director shall have one vote. In addition to the ten directors, the Conductor is automatically granted a voting position on the Board.

Section 5.3. Vacancies. Any vacancy occurring in the Board may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board. Each person appointed to fill a vacancy shall serve for the remainder of the term of office of the Director he or she replaced.

Section 5.4. Place of Meeting. The Board may hold their meetings in such place or places as the Board from time to time shall determine.

Section 5.5. Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board shall determine. Typically, the Board shall meet once per month, but in any event the Board shall meet once each year.

Section 5.6. Special Meetings. Special meetings of the Board shall be held whenever called by the President, or by a majority of the Directors then in office. Notice of the time and place of holding each special meeting shall be given to each Director at least one week before the meeting by email or telephone.

Section 5.7. Quorum. Two-thirds of the Directors shall constitute a quorum at any meeting of the Board. There shall be required for the adoption of any action by the Board the majority vote of Directors present at the meeting.

Section 5.8. Role of Officers. The President of the Corporation shall preside as the Chairman of the Board (the “Chairman”) at all meetings of the Board, but in the absence of the President, the Vice-President shall preside. In the absence of both President and Vice-President, the Chairman shall be elected from the Directors present. The Secretary of the Corporation shall act as secretary of all meetings of the Board; but in the absence of the Secretary, the President or Chairman may appoint any person to act as secretary of the meeting.

Section 5.9. Role of Directors. A Director who is present at a meeting of the Board at which action on any matter is taken shall be presumed to have assented to the action unless such Director’s dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as secretary of the meeting immediately after the adjournment of the meeting. It shall be the duty of the secretary of the meeting to record such dissents in the Corporation minutes at the appropriate place. Such right to dissent shall not apply to a Director who voted in favor of such action. A majority vote of the Directors present at a board meeting, or via other written communication such as email, is required to approve any disbursement of band funds.

Section 5.10. Action in Lieu of Meeting. Any action to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors and any further requirements of law pertaining to such consents have been complied with. Consent may also be given via email.

Section 5.11. Board Selection. Prior to the annual meeting, the President shall announce to the general membership of the band the date and time of the election and shall solicit candidates to fill the available Board positions. Members of the general membership of the band present at the annual meeting shall elect by majority vote the Board for that year’s class (see Section 5.2).

Section 5.12. Committees. The Board may from time to time appoint such committees from the Directors, and shall provide for their powers and duties. Each committee shall elect its own chairman, shall to the extent not otherwise provided by the Board or by these Bylaws determine its own rules, and shall submit to the Board at each meeting thereof a report of the actions, if any, which such committee may have taken since the previous meeting of the Board, which actions shall be subject to revision or alteration by the Board; provided, however, that no rights of third parties shall be affected adversely by any such revision or alteration.

Section 5.13. Minutes. The Board shall keep regular minutes of its meetings. Each committee shall keep regular minutes of its meetings and report the same to the Board when required.

ARTICLE VI

Officers

Section 6.1. Positions. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer.

Section 6.2. Officer Selection. The officers will volunteer or be selected by the Board at its first meeting of the Fall semester.

Section 6.3. Powers and Duties of the President. The President shall preside at all meetings and serve as an ex-officio member of all committees. The President may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. The President shall supervise and direct all of the officers and employees of the Corporation but may delegate in his or her discretion any of the President's powers to any officer or such other executives as he or she may designate.

Section 6.4. Powers and Duties of the Vice President. The Vice-President shall perform all duties of the President in the President's absence and shall perform such other duties as assigned by the Board. Any Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation.

Section 6.5. Secretary. The Secretary shall prepare and provide the minutes of all meetings of the Board or general membership and preserve records of ongoing affairs of the Corporation. The Secretary shall give, or cause to be given, notice of all meetings of the Board and all other notices required by law or by these Bylaws, and in case of his or her absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the Board upon whose written request the meeting is called as provided in these Bylaws. The Secretary shall record all the proceedings of the meetings of the Board in books provided for that purpose, and he or she shall perform such other duties as may be assigned to him or her by the Board or the President. In general, the Secretary shall perform all the duties generally incident to the office of secretary of a corporation, subject to the direction and control of the Board and the President.

Section 6.6. Treasurer. The Treasurer shall collect, record, disburse, and maintain such monies as may be involved in meeting the objectives of the Corporation and shall present a financial statement at regular meetings of the Board or general membership, and he or she shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The Treasurer shall perform all the duties generally incident to the office of the treasurer of a corporation, subject to the direction and control of the Board and the President.

ARTICLE VII

Conductor of the Band

Section 7.1. Term and Duties. The Conductor shall be appointed by the Board for an indefinite term. The Conductor shall have sole authority to make all decisions on matters of

music and performance. The Conductor shall arrange the provision of all music to be performed by the band and make arrangements for rehearsals. In addition, the Conductor is automatically granted a voting position on the Board. The Conductor may be removed at any time by a vote of two-thirds of the members of the Board.

Section 7.2. Vacancy. If the position of Conductor becomes vacant, the Board shall appoint an interim Conductor and form a selection committee, consisting of at least two Directors and three section leaders. The selection committee shall search for suitable persons to conduct the band at two rehearsals and all or part of a concert if possible. At the conclusion of its search, the committee shall present its recommendation to the Board for approval.

ARTICLE VIII

Appointed Positions

The Board shall appoint, as necessary, members of the band, who are willing to serve, to leadership positions such as, but not limited to, Business Manager, Personnel Manager, Librarian, Equipment Manager, Publicity Manager, Multi-Media Manager and Section Leader. Their responsibilities shall be defined by the Board as required.

ARTICLE IX

Finances and Conveyances

Section 9.1. Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Board shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board and such officers or agents as from time to time shall be authorized by the Board may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts bills of exchange, acceptances, notes or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board, until written notice of the revocation of the authority of such officers or agents by the Board shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as provided in this Section, all such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer of the Corporation.

Section 9.2. Loans. No loans and no renewals of any loans shall be contracted on behalf of the Corporation except as authorized by the Board, or as otherwise provided by these Bylaws. When authorized so to do, any officer or agent of the Corporation may effect loans and advances for the Corporation from any bank, trust company or other institution or from any firm,

corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness for the Corporation. When authorized so to do, any officer or agent of the Corporation may pledge, mortgage hypothecate or transfer, as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation any and all stocks, securities and other personal or real property at any time held by the Corporation, and to that end may endorse, assign and deliver the same. Such authority may be general or confined to specific instances.

Section 9.3. Conveyances. All conveyances, contracts and instruments of transfer and assignment shall be specifically approved by the Board and shall be executed on behalf of the Corporation by such officers or agents as may be specifically authorized by the Board or these Bylaws.

ARTICLE X

Miscellaneous Provisions

Section 10.1. Fiscal Year. The fiscal year of the Corporation shall start in July and end in June of the following year or such other fiscal year as may be determined by the Board from time to time.

Section 10.2. Notices. Any notice required by statute or by these Bylaws to be given to the Directors, or to any officers of the Corporation, unless otherwise provided herein or in any statute, shall be given by mailing to such Director or officer at his or her last address as the same appears on the records of the Corporation, and such notice shall be deemed to have been given at the time of such mailing.

Whenever any notice is required to be given under the provisions of these Bylaws to any person or persons, a waiver thereof in writing signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Presence at any meeting, in person or by proxy, without objection to the manner in which notice of the meeting has been given, shall be deemed a waiver of notice thereof.

Section 10.3. Interested Transactions. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, or other organization in which one or more of its directors, officers or employees are directors, officers or employees of this Corporation or have some other financial interest in this Corporation shall be void or voidable solely for this reason, or solely because the director, officer or employee is present at or participates in the meeting of the Board or a committee thereof which authorizes the contract or transaction, or solely because his, her, or their votes are counted for such purpose, if:

- (a) The material factors as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the Disinterested directors be less than a quorum; or
- (b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board or a committee thereof.
- (c) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorized the contract or transaction.

ARTICLE XI

Amendments

These Bylaws may be amended at a meeting of the general membership by a two-thirds vote of the general members present plus a two-thirds vote of Directors present.

The Board may adopt additional rules and regulations, general or specific, for the conduct of their meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Corporation.

ARTICLE XII

Indemnification

The Corporation shall, to the extent now or hereafter permitted by law, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines or amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its members, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

The Corporation shall, to the extent now or hereafter provided by law, indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. Any such indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination the indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein. Such determination shall be made in either of the following ways:

- (a) By the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.
- (b) If such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

The Corporation shall have power to the extent now or hereafter provided by law, to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his or her status as such.