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**BYLAWS  
OF  
SOUTHSHORE CONCERT BAND  
(A Michigan Nonprofit Corporation)**

**ARTICLE I - OFFICES**

Section 1.1 Registered Office. The registered office of the Corporation shall be as set forth in its Articles of Incorporation.

Section 1.2 Business Offices. The Corporation may have business offices at such places as the Board of Directors may from time to time determine.

**ARTICLE II – PURPOSE; PERFORMANCES**

Section 2.1 General. The purposes of the Corporation are as set forth in Article II of the Articles of Incorporation of the Corporation.

Section 2.2 Rehearsals and Performances. Rehearsals of the Concert Band shall be held at times and a place determined best for the Members. Concerts will be scheduled by the Board of Directors, upon recommendation of the Band Conductor. Concerts will be held at a location designated by the Board of Directors.

The Corporation's Concert Band is designed to be a concert band. There will be no marching performances of any kind.

**ARTICLE III - MEMBERS**

Section 3.1 Eligibility. Any adult living in Southwest Michigan or the surrounding area is eligible for voting membership in the Corporation if he or she plays a band instrument and has the desire to rehearse and perform on a regular basis in the Corporation's Concert Band. To become a voting Member, a person must audition for the Corporation's Band Conductor and the Band Conductor must select this person to join the Corporation's Concert Band, based on such criteria as are established from time to time by the Corporation's voting Members (the Members entitled to vote are herein sometimes referred to as the "Members").

Though membership is designed to be primarily open to adults, high school students who are interested may become Non-voting Members if they are invited to join by the Musical Conductor and if this person is able to fulfill all obligations to both their school and the Concert Band. After a high school student has graduated, he/she may join as adult voting Members with the beginning of the next season. High school students shall not be allowed to vote on matters subject to the vote of the Members.

Any college student who receives college credit for performing in the Concert Band will be a non-voting member of the Corporation for the period that such student is receiving college credit for performing in the Concert Band. A college student who is not receiving college credit for performing in the Concert Band may become a Member

and play in the Concert Band if he or she meets the requirements for adult voting membership described herein.

Section 3.2 Membership Dues. Upon the recommendation of the Board of Directors, and the approval of three-fourths of the Members, the Corporation may, from time to time, establish reasonable annual membership dues to be paid by all Members. High school students invited to join the Band are exempt from paying dues until they have graduated. College students who receive college credit for performing in the Concert Band are exempt from paying dues until such time as they cease to receive college credit for performing in the Concert Band. Dues paid by new members are to be used toward the purchase of their uniforms.

Section 3.3 - Members. Each Member shall be a Member for so long as this person is a performing participant of the Concert Band and is a member in good standing of the Corporation. A Member shall be in "good standing" if he or she is current in paying all member dues and has met any other requirements for membership set forth in these Bylaws or established by the Members, including requirements to attend rehearsals and performances of the Band and to maintain the personal level of musicianship established for Band members by the Band Conductor.

Section 3.4 Place of Meeting. All meetings of the Members of the Corporation shall be held in Berrien County, Michigan, at the location where the Concert Band usually rehearses, and shall be held on a date when the Concert Band is scheduled to rehearse, with the meeting commencing at the time the regularly scheduled rehearsal is to begin.

Section 3.5 Annual Meeting of the Members. The annual meeting of the Members, for the purpose of electing the Directors, Officers and Committee Chairs to serve for the coming year and for the transaction of other business that may come before the meeting, shall be held in May of each year on a scheduled rehearsal date for the Concert Band, if not a legal holiday, and if a legal holiday, then on the next scheduled rehearsal date following. The time and place for this meeting will be designated by the Board of Directors with proper written or printed notice. If the annual meeting is not held on the date designated therefor, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient.

Section 3.6 Order of Business at Annual Meeting. The order of business at the annual meeting of the Members shall be as follows:

- (a) Reading of notice and proof of mailing or e-mail,
- (b) Reports of Officers,
- (c) Election of Directors, Officers and Committee Chairs,
- (d) Transaction of other business mentioned in the notice,
- (e) Adjournment,

provided that, in the absence of any objection, the presiding Officer may vary the order of business at his or her discretion.

Section 3.7 Notice of Meeting of Members. Except as otherwise provided in the Corporation's Articles of Incorporation or Michigan Non-profit Corporation Act

(the “Act”), written notice of the time, place and purpose of a meeting of Members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by mail or by e-mail, to each Member of record entitled to vote at the meeting. If a purpose of a meeting of Members is to vote upon an amendment to the Corporation’s Articles of Incorporation, then the notice of the meeting shall be sent at least twenty (20) days before the date of the meeting to the last known postal or e-mail address of each member and shall state the time, place and object of the meeting and shall also set forth the proposed amendment or a summary of the changes to be affected thereby.

When a meeting is adjourned to another time or place, it is not necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting. However, if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of record on the new record date entitled to vote at the meeting.

Section 3.8 List of Members Entitled to Vote. The President of the Corporation or a designee appointed by the President who has charge of the Corporation’s membership records shall make and certify a complete list of Members and have this available at a Members’ meeting or any adjournment thereof. The list shall:

- (a) Be arranged alphabetically by instrument, with the address of each Member.
- (b) Be produced at the time and place of the meeting.
- (c) Be subject to inspection by any Member during the whole time of the meeting.
- (d) Be prima facie evidence as to who are the Members entitled to examine the list or to vote at the meeting.

Section 3.9 Inspectors of Election. The Board of Directors, in advance of a Members’ meeting, may appoint one (1) or more inspectors of election to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a Members’ meeting may, and on request of a Member entitled to vote thereat shall, appoint one (1) or more inspectors. In case a person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding thereat. The inspectors shall determine the number of Members eligible to vote, the Members represented at the meeting, the existence of a quorum, and shall receive votes, questions arising in connection with the right to vote, count and tabulate votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all Members. On request of the person presiding at the meeting or a Member entitled to vote thereat, the inspectors shall make and execute a written report to the person presiding at the meeting.

Section 3.10 Special Meeting of Members. A special meeting of Members may be called at any time by the President of the Corporation or by a majority of the Members of the Board of Directors then in office, or by not less than ten percent (10%) of the Members entitled to vote at such special meeting. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the Chair, or by a majority of the Members of the Board of Directors then in office, or by Members as above provided, the President of the Corporation shall prepare, sign and mail or e-mail the notices requisite to such meeting.

Section 3.11 Quorum of Members. Unless a greater or lesser quorum is provided in the Articles of Incorporation, in a bylaw adopted by the Members, or in the Act, the presence of twenty (20) voting Members shall constitute a quorum for the transaction of business.

Section 3.12 Vote of Members. Each Member who is eligible to vote and in good standing (including who is current in the payment of membership dues) is entitled to one (1) vote on each matter submitted to a vote. A Member who is not in good standing is not permitted to vote until he or she meets the requirements for membership (including the payment of all dues that are owed) and is restored to good standing. Non-voting members under Section 3.1 are not allowed to vote on matters submitted for a vote of the Members. A vote may be cast either orally or in writing. Members shall not be allowed to vote by proxy. When an action, other than the election of Directors, is to be taken by vote of the Members, it shall be authorized by a majority of the votes cast by Members entitled to vote thereon, unless a greater percentage is required by the Articles of Incorporation or the Act. Directors shall be elected by a plurality of the votes cast at an election.

Attendance of a Member at a meeting of Members in person constitutes: (a) waiver of objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waiver of objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter when it is presented.

Section 3.13 Record Date for Determination of Members. For the purpose of determining Members entitled to notice of and to vote at a meeting of Members or an adjournment thereof, or to express consent or to dissent from a proposal without a meeting, or for the purpose of determining Members entitled to allotment of a right, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of Members. The date shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting, nor more than sixty (60) days before any other action. If a record date is not fixed (a) the record date for determination of Members entitled to notice of or to vote at a meeting of Members shall be the close of business on the day next preceding the day on which notice is given, or if no notice is given, the day next preceding the day on which the meeting is held, and (b) the record date for determining Members for any purpose other than that specified in subdivision (a) shall be the close of business on the day on which the resolution of the Board relating thereto is adopted. When a determination of Members

of record entitled to notice of or to vote at a meeting of Members has been made as provided in this Section, the determination applies to any adjournment of the meeting, unless the Board of Directors fixes a new record date under this Section for the adjourned meeting.

Section 3.14 Resignation. Any Member desiring to resign shall submit a written resignation to the Board of Directors, which shall accept such resignation.

Section 3.15 Dropping from Membership. Any Member who fails to meet the conditions and requirements for remaining as a Member, as established by the Members or these Bylaws, shall be reported by the Conductor of the Concert Band to the Board of Directors which shall review such Member's actions and, if appropriate, declare such Member delinquent and drop such delinquent Member from membership.

#### ARTICLE IV - BOARD OF DIRECTORS

Section 4.1 Functions. Except as specifically provided in the Corporation's Articles of Incorporation or these Bylaws, all rights, powers, duties and responsibilities relative to the management and control of the Corporation's property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of the Corporation which is not by law or by the Articles of Incorporation or by these Bylaws required to be taken by some other party.

Section 4.2 Number, Selection and Term. The number of Directors which shall constitute the Board of Directors shall be not less than five (5) persons and not more than fifteen (15), as determined from time to time by the Members. In the event the number of Directors ever is more or less than that stated in the preceding sentence, this shall not invalidate any action taken by the Board

The Board of Directors shall consist of the: President, Vice President, Secretary, Treasurer, Publicity Chairperson(s), Past-President, Musical Conductor(s) and representatives chosen from the voting Members of the Concert Band. The number of representatives elected from the Concert Band shall be established from time to time by a vote of the Members. The first Board of Directors shall consist of two (2) At-Large Directors. The Board of Directors in office on the date these Bylaws were amended shall continue to serve their elected terms and as their terms expire they shall be elected by the Members, except for the position of Past President, which shall be automatically filled without a vote by the outgoing President and the position of President which shall be automatically filled without a vote by the Vice President. All Directors shall serve one year terms. There is no limit on the number of terms that a Director can serve.

Section 4.3 Meetings.

(a) The Board of Directors may set the time and place for regular meetings of the Board.



(b) The annual meeting of the Board of Directors of the Corporation shall be held at the same place as and immediately following the annual meeting of Members in each year.

(c) Special meetings of the Board of Directors may be called by the Secretary of the Corporation upon the request of the President or one (1) of the Directors.

(d) Meetings of the Board of Directors may be held at any place or places.

Section 4.4 Notice of Meetings. The annual meeting of the Board of Directors shall be held without other notice than this bylaw. Regular and special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone or e-mail to each Director not less than twenty-four (24) hours prior to the meeting and if by telephone or e-mail, confirmed in writing before or after the meeting. Notice may also be sent by first class mail to a Director at least three (3) days before the day on which the meeting is to be held. Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

Section 4.5 Policy Decisions. Recommendations from the Board of Directors will be presented to the Corporation's membership for a vote and will be adopted if approved by the vote of three-quarters of the Members present. The recommendation shall be presented to the Members for a vote at the next regularly scheduled rehearsal of the Concert Band. The vote may be called for immediately or delayed for the next regularly scheduled rehearsal of the Concert Band, depending upon the desires of the majority of Members.

Section 4.6 Resignation. A Director may resign by giving written notice to the President of the Corporation which notice shall be immediately forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the President, and the acceptance of the resignation shall not be necessary to make it effective.

Section 4.7 Removal. Any Director may be removed at any time, with or without cause, by vote of a majority of Members entitled to vote at an election of Directors.

Section 4.8 Vacancies. A position occurring in the Board of Directors resulting from a vacancy or an increase in the number of Directors shall be filled either by the affirmative vote of a majority of the Members present at a meeting at which a quorum is present, or by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A person elected by the Members to fill a Director position shall serve for the unexplored portion of the term of the Director who is being replaced. A Director elected by the Members because of an increase in the number of Directors shall serve for an initial term that is approved by the Members not to exceed one (1) year. If a position on the Board of Directors is to be filled by the vote of the Directors, the person so elected shall serve only until the next election of Directors by the Members.

If because of death, resignation or other cause, the Corporation has no Directors in office, an Officer, a Member, an executor, administrator, trustee or guardian of a Member, or other fiduciary entrusted with like responsibility for the person or estate of a Member, may call a special meeting of Members in accordance with the Articles of Incorporation or these Bylaws.

Section 4.9 Quorum. The presence of a majority of the total number of Directors then in office shall constitute a quorum for the transaction of business; provided, however, that if the number of Directors is more than seven (7) persons, then one-third (1/3) of the total number of Directors shall constitute a quorum. In the absence of a quorum, a majority of the Directors present may reschedule the meeting for a date certain. Notice of the rescheduled meeting shall be given pursuant to the terms of these Bylaws.

Section 4.10 Voting. The vote 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 a greater vote is required by law, by the Articles of Incorporation or by these Bylaws. Each Director present shall have one vote.

Section 4.11 Action by Unanimous Consent. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action(s) so taken shall be signed by all the Directors.

Section 4.12 Compensation of Directors. The Directors, as such, shall not be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation upon presentation to the Corporation of original copies of receipts to support the amount to be reimbursed (photocopied receipts are not acceptable).

## ARTICLE V - OFFICERS

Section 5.1 Officers. The Officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary, Publicity Chairperson(s) and Past President. The Officers shall be elected by the Members at the time the Board of Directors is elected. The Board of Directors of the Corporation may from time to time elect or appoint other Officers including additional Vice Presidents, Assistant Treasurers and Assistant Secretaries, as the Board may deem advisable, and such Officers shall have such authority, and shall perform such duties as from time to time may be prescribed by the Board of Directors. Any two or more offices, except that of President and Secretary, may be held by the same person. In addition to the powers and duties of the Officers of the Corporation as set forth in these Bylaws, the Officers shall have such authority and shall perform such duties as from time to time may be determined by the Board of Directors. No Officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation or Bylaws to be executed, acknowledged or verified by two (2) or more Officers.

Section 5.2 President. The President shall be the chief operating Officer of the Corporation. He or she shall preside at all meetings of the Board of Directors. The President shall perform such other duties and functions as shall be assigned to him or

her from time to time by the Board of Directors. He or she shall be, ex officio, a Member of all standing committees. The President shall, unless otherwise provided by resolution of the Board of Directors, possess the power and authority to sign all certificates, contracts, instruments, papers and documents of every conceivable kind and character whatsoever in the name of and on behalf of the Corporation.

Section 5.3 Vice President. The Vice President shall have such powers and perform such duties as shall from time to time be assigned by these Bylaws or by the Board of Directors. In the event the President is absent or unavailable, then the Vice President shall perform the duties and exercise the powers of the President.

Section 5.4 Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose and sign, with the President, in the name of the Corporation, all contracts when authorized to do so. The Secretary shall have charge of such books and papers as the Board of Directors shall direct, all of which shall at all reasonable times be open to the examination of any Director, and in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors.

Section 5.5 Treasurer. The Treasurer shall have custody of all the funds and securities of the Corporation, endorse checks, notes and other obligations for collection on behalf of the Corporation and shall deposit the same to the credit of the Corporation in such bank or banks or depository or depositories as the Board of Directors may designate; sign all receipts and vouchers for payments made to the Corporation; enter or cause to be entered regularly in the books of the Corporation kept for that purpose, full and accurate accounts of all monies received and paid on account of the Corporation, and whenever required by the Board of Directors shall render statements of such accounts; shall, at all reasonable times, exhibit the books and accounts to any Director of the Corporation, and shall perform all acts incident to the position of Treasurer, subject to the control of the Board of Directors.

Section 5.6 Publicity Chairperson(s). The Corporation shall have a Publicity Chairperson(s) whose responsibilities are the preparation, coordination and distribution of posters, newspaper articles, newsletters, programs and other media materials regarding concerts and other activities of the Band.

Section 5.7 Past President. At the end of his/her regular term as President, the President shall automatically succeed to the position of Past President.

Section 5.8 Band Conductor. The Corporation shall have a Band Conductor whose responsibilities are the conducting of rehearsals and performances, recommending activities and maintaining the organization of the Band. The Band Conductor shall be allowed to attend Board of Director meetings and participate in Board discussions, but he/she shall not have the right to vote on matters submitted to the Board for a vote. All musical decisions are to be made by the Band Conductor. Should the Band Conductor resign, a new Band Conductor will be sought by a search committee appointed by the Board of Officers. Qualifications shall include: a degree in Instrumental Music, experience in band conducting and other qualifications deemed necessary.

The Corporation may also appoint an Associate Conductor, who shall have the same minimum qualifications as the Band Conductor. The Associate Conductor shall assist the Band Conductor and perform those duties assigned by the Band Conductor and shall also perform the duties of the Band Conductor in the absence of the Band Conductor.

Section 5.9 Giving of Bond by Officers. All Officers of the Corporation, if required to do so by the Board of Directors, shall furnish bonds to the Corporation for the faithful performance of their duties, in such penalties and with such conditions and security as the Board shall require. The Corporation shall assume the cost of providing any bond required hereunder.

Section 5.10 Compensation of Officers. No Officer of the Corporation shall be compensated for the performance of services for the Corporation, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation.

Section 5.11 Resignations. Any Officer may resign at any time by giving written notice to the Board of Directors or to the Chair of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.12 Removal. Any of the Officers designated in Section 5.1 of this Article V may be removed by a vote of the Members, whenever in its judgment the best interests of the Corporation will be served thereby, or by the vote of a majority of the total number of Directors. Any subordinate Officer elected or appointed in accordance with Section 5.1 of this Article V may be removed by the Board of Directors for like reason by a majority of the Directors present at any meeting, a quorum being present, or by any superior Officer upon whom such power of removal has been conferred by resolution of the Board of Directors.

Section 5.13 Vacancies. If there is a vacancy in any Officer position, the vacancy may be filled by the Board of Directors. Any person elected to fill a vacancy shall serve until the next election of Officers by the Members.

## ARTICLE VI - COMMITTEES

Section 6.1 General. The Board of Directors may designate standing committees with such duties and powers as it may provide in order to carry out the programs and purposes of the Corporation. The President shall designate the individuals to serve as chairpersons of all standing committees. Special committees may be appointed by the President or by the Board of Directors. Any Special Committee shall be dissolved as soon as it has fulfilled its functions. A Director shall serve as a Member of each Committee; however, membership on committees need not be confined to those who are Directors of the Corporation.

ARTICLE VII - INDEMNIFICATION OF OFFICERS,  
DIRECTORS, EMPLOYEES AND AGENTS

Section 7.1 Indemnification of Directors and Officers: Claims By Third Parties. The Corporation may, in the complete discretion of the Board of Directors, indemnify in full or in part, 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 trustee, director, Officer, employee, or agent of another Corporation, business Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her 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 and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 7.2 Actions by or in Right of the Corporation. The Corporation may, in the complete discretion of the Board of Directors, indemnify in full or in part, any person who was or is a party 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 trustee, director, officer, employee, or agent of another corporation, business corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her 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.

Section 7.3 Expenses. To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 7.1 and 7.2 of this Article or in defense of any claim, issue or matter therein, the Corporation may, in the complete discretion of the Board of Directors, indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 7.4 Determination of Indemnification. As a condition precedent to any indemnification under Sections 7.1 and 7.2 of this Article the Board of Directors shall just make a determination that 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 in Sections 7.1 and 7.2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum (as defined in Section 3.11 of these Bylaws) consisting of Directors who were not parties to such action, suit or proceeding, or (ii) 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. If a determination is made that the person seeking indemnification has met the applicable standard of conduct described in Sections 7.1 and 7.2, then the Board of Directors shall decide the amount the Corporation shall pay for indemnification. If the Corporation's Board of Directors determine that a person seeking indemnification shall be indemnified under Section 7.01 or 7.02 for a portion of his or her expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify such person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Board of Directors has determined the person is entitled to be indemnified and the Corporation shall not be liable for any additional amounts.

The Corporation is not obligated to indemnify such person unless the Board, in its complete discretion, determines that indemnification should be made in the particular case and determines the amount to be paid to such person for indemnification.

Section 7.5 Repayment of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 7.1 and 7.2 of this Article may, in the complete discretion of the Board of Directors, be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

Section 7.6 Insurance. The Corporation shall have power 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 trustee, director, Officer, employee, or agent of another Corporation, business Corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her or the Corporation and incurred by him or her or the Corporation in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article or Michigan law.

#### ARTICLE VIII - FISCAL YEAR

Section 8.1 Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

#### ARTICLE IX - MISCELLANEOUS PROVISIONS

Section 9.1 Contracts, Conveyances, Etc. Unless otherwise directed by the Board of Directors, all conveyances, contracts and instruments of transfer and assignment shall be specifically approved by the Board of Directors and shall be

executed on behalf of the Corporation by such Officers or agents as may be specifically authorized by the Board of Directors.

Section 9.2 Execution of Instruments. Unless otherwise designated by the Board of Directors, all Corporation instruments and documents including, but not limited to, checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the payment of money shall be signed by the President or by such other Officers of the Corporation as from time to time are designated by resolution of the Board of Directors.

Section 9.3 Borrowing. No loans and no renewals of any loans shall be contracted on behalf of the Corporation except as authorized by the Board of Directors of the Corporation. When authorized to do so, 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 or other evidences of indebtedness and liabilities of the Corporation. When authorized to do so, any Officer or agent of the Corporation may pledge, 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 property at any time held by the Corporation and to that end may endorse, assign and deliver the same. The authority contained in this Section 9.3 shall be express and confined to specific instances.

Section 9.4 Deposits. All funds of the Corporation not otherwise employed 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. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation shall be endorsed, assigned and delivered by such person or persons and in such manner as may from time to time be designated by the Board of Directors.

Section 9.5 Method of Giving 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 pursuant to any of the methods stated in Section 4.4 above. A notice given by mail or e-mail shall be addressed to such Director or Officer at his or her last mailing or e-mail address as the same appears on the records of the Corporation, and such notice shall be deemed to have been given at the time it is delivered to the care of the U.S. Postal Service for regular mail or the time it is sent by e-mail.

Section 9.6 Corporate Seal. The Corporation shall have the right to adopt a corporate seal.

Section 9.7 Headings and Parenthetical Insertions. The article and paragraph headings included in these Bylaws have been used solely for convenience and shall in no event act as or be used in conjunction with the interpretation of these Bylaws.

Section 9.8 Conflict With Statute. In the event any article or section of these Bylaws shall conflict with the Michigan Non-Profit Corporation Act, the Act shall rule.

ARTICLE X - AMENDMENTS AND ADDITIONS

Section 10.1 Amendments. These bylaws may be amended or altered only if approved by a vote of three-quarters of the members of the Corporation present at a scheduled rehearsal, provided that notice of the proposed amendment or alteration shall have been sent to the members at least twenty (20) days prior to the meeting and a copy of the proposed amendment or a summary of the changes to be effected by the amendment must accompany the notice.

Section 10.2 Rules and Regulations. The Members may adopt additional rules and regulations, general or specific, for the conduct of meetings, and additional rules and regulations, general or specific, for the conduct of the affairs of the Corporation provided, however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of the Articles of Incorporation or these Bylaws.

I certify that the foregoing Bylaws were adopted by the Corporation on the \_\_\_<sup>th</sup> day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
\_\_\_\_\_, Secretary



**BYLAWS**  
**OF**  
**SOUTHSHORE CONCERT**  
**BAND**

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