

Marquette City Band By-laws

I. Name

The corporation shall be known as the Marquette City Band, Inc. The place of business shall be the City of Marquette, Marquette County, Marquette, Michigan, and may have such other places of business as the Board of Directors may from time to time determine.

II. Purpose and Operations

The general purpose of this corporation shall be to advance, develop, and foster an interest in and appreciation of music primarily through the presentation of band concerts; and to do any and all things necessary, convenient, useful or incidental to the attainment of its purposes. The Corporation shall be operated exclusively for charitable, educational, religious and scientific purposes as a nonprofit corporation. No individual trustee of the Corporation shall have any title to or interest in the corporate property nor earnings in his or her individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of any director, trustee, officer, member or any private shareholder or individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

III. Membership

Section 1.

All musicians who have played with the band in the most recent concert year are the members of the corporation.

Section 2.

Membership in the corporation is open to anyone who wishes to support the objects of the corporation and who has demonstrated a satisfactory proficiency and playing level on their instruments providing space is available in the section.

Section 3.

All members of the corporation are eligible to vote in elections, and to vote on any business that is brought before the corporation by the Board of Directors.

Section 4.

Membership rosters shall be maintained by the Secretary and Vice-President.

IV. Board of Directors

Section 1.

The Board of Directors, having fiduciary responsibilities to the corporation, are trustees who shall have full power to manage the business and financial affairs of the corporation, to enter into contracts, and to incur indebtedness.

Section 2.

The officers and three members-at-large shall constitute the Board of Directors of the corporation (hereafter called the Board) and shall be elected by the members of the corporation.

Section 3.

The officers of the corporation shall be President, Vice-President, Secretary and Treasurer.

Section 4.

Members of the Board shall serve terms of four years. No position shall be held for more than two (2) consecutive four-year terms by any member of the Board.

Section 5.

The conductor(s) will serve as ex-officio members of the Board.

Section 6.

Any Board member may be removed from the Board with or without cause at any meeting of the Board by the affirmative vote of two-thirds (2/3) of the full membership of the Board.

Section 7.

In the event of a vacancy in the office of President, the Vice-President shall fill such vacancy for the remainder of the un-expired term. This period shall not be considered as any part of the limited term as expressed in Part IV: Section 4 above. Vacancies occurring in any other office shall be filled by appointment of the President, subject to ratification by the Board.

Section 8.

Election of Board members and officers will be held at the next to the last band rehearsal of the season. All members shall receive at least two weeks advance notice of such a meeting.

Section 9.

Election shall be by simple majority of eligible voting members of the corporation in attendance at the election. Voting will be by secret ballot.

Section 10.

Board meetings shall be open to all members of the corporation.

**V.
Officers**

Section 1. President

The President shall be the chief executive officer of this corporation and shall have the general supervision of all its affairs. He shall preside at the meetings of the Board. He shall be an ex-officio member of all committees, and shall appoint the chairmen and members of committees as necessary. The President shall perform such other duties as may be assigned to him by action of the Board. The President will vote only if necessary to maintain a quorum or to break a tie vote.

Section 2. Vice-President

The Vice-President shall perform the duties of the President in the absence or inability of the President to do so. He shall, along with the Secretary, maintain membership records. He shall perform such other duties as the Board from time to time may determine.

Section 3. Secretary

The Secretary shall be responsible for keeping the minutes and records of the meetings of the Board. He shall see that all the notices are given as required by law, regulation, or the by-laws of the corporation, and shall have charge of the general correspondence of the corporation. He shall be the custodian of corporation records and have a copy of the by-laws at each Board meeting. The Secretary, along with the Vice-President, shall maintain membership records. At the end of the fiscal year, the Secretary shall see that copies of the corporation's minutes will be forwarded to the City Manager. He shall perform such other duties as may be prescribed by the Board.

Section 4. Treasurer

The Treasurer shall collect, receive and deposit funds of the corporation as directed by the Board. He shall keep correct and complete books and records of the account, and he shall render written financial statements to the Board at each meeting and such other reports and accounts of the financial condition of the corporation that may from time to time be requested by the Board. He shall be able to authorize checks up to \$300. Checks in amounts over \$300 need to be co-signed by the President or Secretary. At the end of the fiscal year, he shall send copies of the financial reports to all significant funders for the Corporation, including the City Manager for the City of Marquette so long as the City of Marquette continues to provide significant funding to the Corporation. He shall perform other duties and have such other powers as the Board may determine.

VI.

Meetings of the Board of Directors

Section 1. Time and Place

The Board shall meet not less than four times a year, with other meetings called as necessary. Meetings may be called at any time by the President or by any member of the Board upon demand of three (3) or more members of the Board.

Section 2. Notice

Advance notice of all meetings of the Board shall be given to all Board members.

Section 3. Quorum

A quorum in any meeting of the Board shall consist of five (5) members of the Board.

VII.

Committees

Section 1. Committees

The President shall appoint a chairman and the membership of any necessary committees.

Section 2. Nominating Committee

The nominating committee shall consist of Board members who shall present the membership with a slate of candidates for the officers of the corporation and for members of the Board. Any band member may nominate a candidate for Board membership from the floor prior to the election.

Section 3. Finance Committee

The finance committee shall consist of the Treasurer, President, and Secretary. The President, Secretary and Treasurer shall have check signing privileges.

VIII. Finances

The fiscal year of this corporation shall be from January 1 to December 31.

IX. Amendments

Any proposed amendments to the by-laws, must be first submitted to the Board in writing. The by-laws may be amended at any meeting of the Board for the corporation by two-thirds (2/3) vote of the full membership of the Board, provided that notices of the substance of the proposed amendment has been given in writing to the full membership of the corporation prior to the meeting.

X. Dissolution

Upon dissolution of the Corporation, the property remaining after providing for debts and obligations of the Corporation shall be distributed to any organization exempt from tax under Sections 501(c)(3) of the Code or a qualified unit of government as may be designated by the Board of Directors.

XI. Indemnification and Limitation of Liability

A. INDEMNIFICATION. Each person who is or was a trustee, director, member or officer of the corporation or member of a committee of the corporation and each person who serves or has served at the request of the corporation, as a trustee, director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation to the fullest extent permitted by the corporation laws of the State of Michigan as they may be in effect from time to time; provided, however, that the preceding shall not require the corporation to indemnify any person for any liability, tax or expense to the extent it results in the imposition of tax under Section 4958 of the Internal Revenue Code. The corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify such person against such liability under the preceding sentence. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to employees or agents of the corporation and others to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

B. LIMITATION OF LIABILITY. No member of the Board of Directors of the corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), and no volunteer officer shall be personally liable to this corporation or to its shareholders or members, if any, for monetary damages for a breach of the trustee's, director's or officer's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a trustee, director or officer for any of the following:

1. A breach of the director's or officer's duty of loyalty to the corporation or to its shareholders or members, if any;

2. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
3. A violation of Section 551(1) of the Act;
4. A transaction from which the director or officer derived an improper personal benefit;
5. An act or omission of a trustee who is a volunteer director or an act or omission of a volunteer officer occurring before filing these Articles of Incorporation;
6. An act or omission that is grossly negligent.

C. ASSUMPTION OF LIABILITY. The corporation hereby assumes all liability to any person other than the corporation or its shareholders or members, if any, for all acts or omissions of a trustee who is a volunteer director as defined in the Act incurred in the good faith performance of the trustee's duties as such; provided, however, that the corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code or results in the imposition of tax under Section 4958 of the Internal Revenue Code.

The corporation hereby assumes the liability for all acts or omissions of a volunteer officer if all of the following are met:

1. The volunteer officer was acting or reasonably believed he or she was acting within the scope of his or her authority.
2. The volunteer officer was acting in good faith.
3. The volunteer officer's conduct did not amount to gross negligence or willful and wanton misconduct.
4. The volunteer officer's conduct was not an intentional tort.
5. The volunteer officer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.

Provided, however, that the corporation shall not be considered to have assumed any liability of a volunteer officer to the extent such assumption is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code or results in the imposition of tax under Section 4958 of the Internal Revenue Code.

If the Act is amended after filing this amended Article XI to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of members of the Board of Directors and of officers of the corporation, in addition to the limitation, elimination and assumption of personal liability contained in this Article VI, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code or results in the imposition of tax under Section 4958 of the Internal Revenue Code. No amendment or repeal of this Article VI shall apply to or have any effect on the liability or alleged liability of any member of the Board of Directors or officer of this corporation for or with respect to any acts or omissions of such trustee occurring prior to the effective date of any such amendment or repeal.

These bylaws were adopted at a meeting of the Board on October 19, 2011 and constitute the by-laws of the Marquette City Band as of that date.

President: _____ Date: _____
(Ben Bohnsack)

Vice-President: _____ Date: _____
(Patty Gagnon)

Secretary: _____ Date: _____
(Andra Sullivan)

Treasurer: _____ Date: _____
(Philip Schneeberger)

Member at Large: _____ Date: _____
(Dave Allen)

Member at Large: _____ Date: _____
(Lisa Bianchi)

Member at Large: _____ Date: _____
(Allison Gummerus)