

BYLAWS
OF
THE LEXINGTON BICENTENNIAL BAND, INC.

REVISED November 11, 2015

ARTICLE I

NAME, LOCATION, AND PURPOSES

Section 1, Name, Location, and Purposes

The name, the location of the principal office, and the purposes of the Corporation shall be as set forth in the Articles of Organization and these Bylaws. The powers of the Corporation and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization, and such are hereby made a part of these Bylaws.

ARTICLE II

MEMBERS

Section 1, Members

No person shall be denied membership in this Corporation on the basis of race, sex, religion, creed, sexual orientation, gender identity, national origin, ancestry, age, veteran status, military service, or other protected status. Members shall be admitted to the Corporation upon their indication of a willingness to attend band rehearsals on a regular basis and their willingness to attend performances by the band before the general public. Members shall be admitted at the discretion of the Music Director. No initiation fee or other membership charges or fees are required of members.

Section 2, Attendance

Attendance at concerts and rehearsals is the most important duty of a member.

During the winter and spring concert seasons, any member who does not attend at least three of the five rehearsals immediately preceding a concert may, at the discretion of the Music Director, be asked to sit out the concert.

Chronic failure to attend concerts and rehearsals may result in termination.
(See Section 3)

Section 3, Termination

Grounds for termination of membership shall include, but are not limited to, the following reasons:

- Chronic failure to attend concerts and rehearsals
- Inability to maintain musical competence
- Behavior or conduct unbecoming or disruptive to rehearsals or performances

Termination of membership shall only take place after a unanimous vote by the Board of Directors. In the case that the member in question is a member of the Board, a unanimous vote of all other Board members is required. The Music Director shall notify the member in question at least one month prior to a termination vote.

ARTICLE III

MEETINGS OF MEMBERS

Section 1, Location

All meetings of the Corporation shall normally be held in Middlesex County at such place as the Board of Directors shall designate.

Section 2, Annual Meetings

The Annual Meeting of the membership shall be held between October 1 and October 15 on a day and at such hour and place as the Board of Directors may determine. Purposes for which such Annual Meeting is to be held in addition to those prescribed by law and by these Bylaws may be specified by a quorum of the Board of Directors, by the President, or by any ten members. If such Annual Meeting is omitted on the day provided herein, a special meeting must be held in place thereof as soon as practicable, and any business transacted therein shall have the same effect as if transacted at the Annual Meeting.

Section 3, Additional Meetings

In addition to the Annual Meeting, additional meetings of the membership may be held from time to time as determined by the Board of Directors.

Section 4, Special Meetings

Special meetings of the membership may be called by the President upon his/her own motion or shall be called by the President upon the oral or written request of a quorum of the Board of Directors or of any ten members. Such notice of the meeting by the President shall state the time, place and purpose of the meeting.

Section 5, Notice

A notice of each meeting stating the place, day and hour and the purpose thereof shall be given orally or in writing by the President, or anyone designated by him/her, at two consecutive band rehearsals to all members present thereat. The meetings may be scheduled to take place immediately after, or at any other reasonable time after, the second consecutive band rehearsal at which such notice is given.

Section 6, Voting of Members

Each member shall have one vote. Members may only vote in person.

ARTICLE IV

BOARD OF DIRECTORS

Section 1, Membership and Election

The Board of Directors shall consist of the President, the Treasurer, the Secretary, the Band Director, and three additional members of the Corporation. The President, Treasurer, and Secretary shall serve so long as they hold such offices. The Band Director shall serve so long as he or she holds such position. The three additional members shall serve three-year terms each, such terms to run consecutively on a staggered basis. Initially, such three additional members shall be elected simultaneously by a majority vote of the members present and voting at the first election meeting of the Corporation, a first year of such additional members to serve for a term of one (1) year, a second one thereof to serve for a term of two (2) years, and the third one thereof to serve for a term of three (3) years. Thereafter, one additional member shall be elected at each Annual Meeting by a majority vote of the members present and voting to replace the additional member whose term expires.

Section 2, Powers

The Board of Directors shall have and may exercise all the powers of the Corporation except such powers as are conferred upon the members by law and these Bylaws. A majority of the Board then in office constitutes a quorum. The majority vote of those present and voting is sufficient to decide any question before the Board at any meeting.

Section 3, Appointments by the Board

The Board of Directors shall appoint each year members to take charge of the following activities of the band:

1. Music and Programs
2. Librarian

3. Physical Arrangements
4. Fund Raising
5. Public Activities
6. Assistant Band Director

Section 4, Meetings

At least two (2) regular meetings of the Board of Directors shall be held annually at a time and place designated by the Board. Special meetings may be held upon request of the President or a majority of the Board. Notice of any meetings of the Board shall be sufficient if given orally or in writing to all members of the Board at a reasonable time prior thereto.

Section 5, Vacancies on the Board

If a vacancy occurs on the Board of Directors between elections, the Board shall appoint a member to fill such vacancy until the next regular election.

ARTICLE V

OFFICERS

Section 1, General

The Officers shall be a President, Treasurer and Secretary to be elected at the Annual Meeting of the members for a two (2) year term each. Each officer may be elected and may serve for no longer than two consecutive terms and until his/her successor is duly elected and qualified.

ARTICLE VI

DUTIES OF THE OFFICERS

Section 1, General

Each officer and member of the Board of Directors, subject to the duties and powers herein set forth, shall have such duties and powers as the Board may from time to time designate.

Section 2, President

The President shall have the position as chief executive officer of the Corporation. He/she shall preside at all meetings of the members at which he/she is present and at all meetings

of the Board of Directors at which he/she is present. When he/she is not able to attend any such meetings he/she shall designate the person who shall so preside.

The president shall appoint a Nominating Committee at a reasonable time prior to the Annual Meeting, which Committee shall present to the members at the Annual Meeting a list of nominees for President, Treasurer, Secretary, and one additional member of the Board of Directors and, if necessary, any additional member of the Board if a vacancy has occurred. Any member may also present any other nominees from the floor of the Annual Meeting.

Section 3, Secretary

The Secretary shall keep a copy of the Articles of Organization, a copy of these Bylaws, and Articles of Amendment of any of the foregoing, and a true record of all meetings of the members and all meetings of the Board of Directors, which records and documents shall be open at all reasonable times to the inspection of any member.

Section 4, Treasurer

The Treasurer shall have general charge of the financial concerns of the Corporation and the care and custody of the funds and valuable papers of the Corporation. He/she shall keep accurate books of account, which shall be the property of the Corporation. Such books shall be available at any reasonable time for inspection by any member. The Treasurer shall present yearly a financial report and other such reports as required by law or by the Board of Directors.

ARTICLE VII

All deeds, leases, transfers, contracts, bonds, notes, checks and drafts and other obligations made, accepted and endorsed by the Corporation shall be signed by the President or by the Treasurer.

ARTICLE VIII

Except as from time to time otherwise provided by the President, the fiscal year of the Corporation shall be the calendar year.

ARTICLE IX

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the members present and voting at any annual, additional or special meeting of the membership.

A TRUE COPY

ATTEST: _____

Secretary