

**BYLAWS  
OF  
FORT ATKINSON COMMUNITY BAND INC.  
July, 2008**

**ARTICLE I  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation is located in Jefferson County, State of Wisconsin.

**SECTION 2. CHANGE OF PRINCIPLE OFFICE**

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_\_\_

New Address: \_\_\_\_\_

Dated: \_\_\_\_\_, 20\_\_\_\_

**ARTICLE II  
NONPROFIT PURPOSES**

**SECTION 1. IRC SECTION 501 (c) (3) PURPOSES**

This corporation is organized exclusively for charitable and educational purposes, including, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

- a) To encourage interest in instrumental music for residents of the Fort Atkinson area and to make a unique musical and cultural contribution to the life of the community.
- b) To create the desire for quality music, provide an artistic outlet and encourage the study of music among the membership of the band.
- c) To serve the community of Fort Atkinson and surrounding area by providing quality musical entertainment.
- d) To promote a cooperative environment between school music programs and the Fort Atkinson Community Band.
- e) To provide a community band whereby the aforementioned may be accomplished.

## ARTICLE III

### BOARD OF DIRECTORS

#### SECTION 1.

The Board of Directors shall have the entire management of the business of the Corporation. In the management and control of the property, business, and affairs of the corporation, the Board of Directors is hereby vested with all the powers possessed by the corporation itself.

#### SECTION 2.

The number of directors and officers shall be a minimum of five (5) and shall include the president, vice president, secretary, treasurer.

#### SECTION 3.

The Board of Directors shall set meetings as called by the president, or by any two members of the board.

#### SECTION 4.

Four directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

#### SECTION 5.

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

## SECTION 6.

Any vacancy occurring in the Board of Directors or officers of the corporation may be filled by the affirmative vote of a majority of the remaining directors.

## SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

## SECTION 8. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held semi-annually in the calendar year.

## SECTION 9. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors.

- (a) Regular Meetings. Regular meetings will be called by the President of the Board of Directors with a minimum of four days advance notice.
- (b) Special Meetings. At least a two day prior notice shall be given by the President or the Secretary of the corporation to each director of a special meeting of the Board. Such notice will be oral or written, and will state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

## SECTION 10. CONDUCT OF MEETING

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of those persons, by the Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, Revised, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

## SECTION 11. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to any officer of the band. Such notice must specify to effective date of resignation. No director may resign if the corporation would then be left without a duly elected director in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office for just cause in nonperformance of duties assigned in the Articles of Incorporation, Bylaws, or the laws of the state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

## SECTION 12. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation pursuant to the provisions of laws of this state.

## SECTION 13. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

# ARTICLE IV OFFICERS

## SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President, Secretary and a Treasurer. The corporation may also have other officers with the titles as may be determined from time to time by the Board of Directors,

## SECTION 2. QUALIFICATIONS

Any band member may serve as officer of this corporation, as long as they are of the age of majority in this state.

## SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, at the beginning of each calendar year, and each officer shall hold office until he or she resigns, is removed, is otherwise disqualified to serve, or until his or her successor shall be elected.

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#### SECTION 4. DUTIES OF THE PRESIDENT

The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation, the activities of the officers and serve as ex-office on all committees. He/she shall perform all duties incident to his/her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and at all meeting of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he/she shall, in the name of the corporation, execute deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time by authorized by the Board of Directors. The President shall have the authority to disburse, or caused to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

#### SECTION 5. DUTIES OF THE VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

#### SECTION 6. DUTIES OF THE SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, the names of those present or represented at the meetings, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records as authorized by law or provisions of these Bylaws, to duly executed documents of the Corporation.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## SECTION 7. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he/she shall, in the name of the corporation, execute checks or other instruments which may from time to time be authorized by the Board of Directors.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## ARTICLE V COMMITTEES

### SECTION 1. COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board. Each committee is to consist of one (1) or more members elected or appointed by the Board of Directors in consultation with the President.

## SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committees and its members for the Board of Directors and its members, except that the time for regular and special meetings of the committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## ARTICLE VI

### EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

#### SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by the President or Treasurer of the Corporation.

#### SECTION 3. DEPOSITS

All funds of the corporation 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.

#### SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

**ARTICLE VII**  
**MEMBERSHIP & MUSICIANSHIP**

**SECTION 1. QUALIFICATION**

Any individual who is interested in the purpose of the Fort Atkinson Community Band Inc., and plays instruments of the standard concert band configuration regardless of race, age, sex, color, creed, national origin, or handicap may be considered as a candidate for band membership provided that:

- a) The applicant qualifies to the satisfaction of the musical director.
- b) The applicant has available a workable musical instrument
- c) A vacancy exists within the section of choice.

**SECTION 2. DUTIES OF BAND MEMBERS**

a) All band members are expected and encouraged to take part in all official activities of the organization such as scheduled rehearsals and actual concert dates. It is the general responsibility of any member who cannot attend a performance to contact the Director well in advance of the performance or as soon as possible.

b) The Director will determine all seating in sections of the band.

c) Members who have excessive absences will be reviewed and contacted to assess his/her interest in remaining a member of the band and agreeing to abide by the rules and Bylaws of the organization.

d) Membership may be maintained as long as musical competence is maintained and the other conditions stated in the Bylaws are met.

**SECTION 3. DISCIPLINARY ACTION**

Any member may be expelled or suspended from the Band by the musical director after written charges have been presented to the member and to the Board of Directors. Any member so suspended shall have the right to appeal such decision at the next meeting of the Board of Directors and may be reinstated upon receiving a majority vote of the Board of Directors.

**SECTION 4. FEES AND DUES**

Membership in the Fort Atkinson Community Band requires no fees or dues.



**ARTICLE VIII**  
**MUSICAL DIRECTOR**

- 1) The Musical Director shall be appointed by the Board of Directors for an indefinite term. The Music Director shall have sole authority to make all decisions on matters of music and performance.
- 2) The Music Director shall arrange the provisions of all music to be performed by the band and make arrangements for rehearsals.
- 3) The Music Director shall have final authority to decide the time, place and location of performances. He or she may delegate this authority to a band member who shall act as the "Band Manager".
- 4) The Music Director may be removed at any time by a vote of a majority of members of the Board of Directors.

**ARTICLE IX**  
**CORPORATE RECORDS, REPORTS**

**SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office:

- a) Minutes of all meetings of directors and committees of the board, indicating the time and place of holding such meetings, whether regular or special, and the names of those present and the proceedings thereof.
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- c) A record of its members, if any, indicating their name and addresses.
- d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times.

**SECTION 2. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

**SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

#### SECTION 4. PERIODIC REPORT

The board shall cause any annual or periodic report, required under law to be prepared and delivered to an office of his state or to the members, if any, of this corporation, to be so prepared and delivered with the times limits set by law.

### ARTICLE X

#### IRC 501 © (3) TAX EXEMPTION OF PROVISIONS

##### SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a corporation, contribution to which are deductible under Section 170 (c) (2) of the Internal revenue Code.

##### SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefits of, or be distributed to, its members, directors, trustees, officer, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of this corporation.

##### SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes with the meaning of Section 510 © (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**ARTICLE XI**

**AMENDMENT OF BYLAWS**

Subject to the power of the Board of Directors of this corporation to adopt, amend, or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

**ARTICLE XII**

**CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All reference in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All reference in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**ADOPTION OF BYLAWS**

We, the undersigned, are all of the directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of eleven (11) preceding pages, as the Bylaws of this corporation.

Dated:

Wayne E. Crook – President \_\_\_\_\_

Charles Haugen – Vice President \_\_\_\_\_

Kevin Hart – Treasure \_\_\_\_\_

Kathleen Sodemann - Secretary \_\_\_\_\_

Director \_\_\_\_\_

Director \_\_\_\_\_

Director \_\_\_\_\_

