

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 the Marquette City Band, Inc. (hereafter called the Band) 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 purpose. The Band shall be operated exclusively for charitable, educational, religious and scientific purposes as a nonprofit Band. No individual trustee of the Band 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 Band 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 Band shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Band 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 in the most recent concert year are the members of the Band.

Section 2.

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

Section 3.

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

IV. Board of Directors

Section 1.

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

Section 2.

The Board of Directors (hereafter called the Board) of the Band shall be elected by the members.

Section 3.

The Board will consist of four (4) officers (President, Vice-President, Secretary and Treasurer) and up to four (4) members at large. One member at large shall be a student representative. Roles of elected board members (Members-at-large and officer roles) shall be determined by the Board. All members of the board of directors are eligible to vote.

Section 4.

Non-student 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. The Student member shall serve a one year term renewable for an additional year.

Section 5.

The conductor(s) will serve as ex-officio members of the Board and will vote in instances where there is a tie vote and where their participation is needed to reach a quorum.

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 will be held at the next to last band rehearsal of the summer concert 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 Band in attendance at the election.

Section 10.

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

**V.
Officers**

Section 1. President

The President shall be the chief executive officer of the Band and shall have the general supervision of all its affairs. They shall preside at the meetings of the Board. They 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 them by action of the Board

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. The Vice President 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. They shall see that all the notices are given as required by law, regulation, or the by-laws of the Band, and shall have charge of the general correspondence of the Band. They shall be the custodian of Band records and have a copy of the by-laws at each Board meeting. They 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 Band as directed by the Board. They shall keep correct and complete books and records of the account, and shall render written financial statements to the Board at each meeting and such other reports and accounts of the financial condition of the Band that may from time to time be requested by the Board. They shall have authority to write checks up to \$1,000. Checks in amounts over \$1,000 need prior approval of the Board. They 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 (4) 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 a simple majority of the Board, or when necessary, Board members and the Conductor.

VII.

Committees

Section 1. Committees

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

Section 2. Nominating Committee

Any band member or Board 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 the Band 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 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 Band prior to the meeting.

**X.
Dissolution**

Upon dissolution of the Band, the property remaining after providing for debts and obligations of the Band 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. .

**XI.
Indemnification and
Limitation of Liability**

A. INDEMNIFICATION. Each person who is or was a trustee, director, member or officer of the Band or member of a committee of the Band and each person who serves or has served at the request of the Band, as a trustee, director, officer, partner, employee or agent of any other Band, partnership, joint venture, trust or other enterprise shall be indemnified by the Band to the fullest extent permitted by the 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 Band 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 Band 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 Band would have power to indemnify such person against such liability under the preceding sentence. The Band may, to the extent authorized from time to time by the Board, grant rights to indemnification to employees or agents of the Band 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 Band 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 Band 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 Band 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;

Marquette City Band, Inc. By-laws

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 Band hereby assumes all liability to any person other than the Band 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 Band shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the Band 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 Band 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 Band 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 Band 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 Band, in addition to the limitation, elimination and assumption of personal liability contained in this Article VI, shall be assumed by the Band 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 Band 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 the Band 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 by-laws were adopted at a meeting of the Board on February 6, 2023 and constitute the by-laws of the Marquette City Band as of that date.

Marquette City Band, Inc. By-laws

President:	<u>Gordon Erickson</u>	Date: _____
Vice-President:	<u>Matthew Mitchell</u>	Date: _____
Secretary:	<u>Christie Deloria</u>	Date: _____
Treasurer:	<u>Elizabeth Wilson</u>	Date: _____
Member at Large:	<u>Patricia Roti</u>	Date: _____
Member at Large:	<u>Julie Ayers</u>	Date: _____
Member at Large: (Student Member)	<u>Benjamin Gronvall</u>	Date: _____