

BY-LAWS

OF THE

NORTH SHORE CONCERT BAND, INC.

Adopted by the Board of Directors at its March 13, 2025 Meeting

ATTEST _____ Secretary

Georgia Bills

BY LAWS OF THE NORTH SHORE CONCERT BAND, INC.

Article I. Name

The name of this corporation shall be the North Shore Concert Band, Inc., and its principal address shall be in the City of Salem, County of Essex, and Commonwealth of Massachusetts.

Article II. Purposes

The purposes for which this corporation has been formed are: To increase the musical enjoyment and knowledge of the public by fostering and promoting Concert Band music in the North Shore area. To provide the means and opportunity for accomplished musicians to perform together as a Concert Band. To support and encourage the musical appreciation and development of people of all ages. To take an active role in the cultural life of the community. To acquire and hold such real and personal property as may be necessary, and to fulfill such other purposes as may be allowed by Chapter 180 of the Massachusetts General Laws.

Article III. Annual Members

Section I. Annual members are those persons, including corporations,

(1) who make a contribution of not less than \$10.00 annually to the North Shore
Concert Band, Inc.

(2) who are performing members of the Band.

Section II. Each Annual Member shall have one vote at any membership meeting held during or
for the fiscal year for which such contribution was made. The vote of a corporation

member shall be cast for it by a duly authorized representative. If the contribution was made by or in the name of a husband or wife, one vote shall be cast by either.

Section III. An annual meeting of Annual Members shall be held during the month of January at a time and place to be set by the Board of Directors, for the purpose of electing Directors, and for such other business as may legally come before the meeting. Special meetings of Annual Members may be called by the President, or by order of the Board of Directors, or by the Secretary upon written request of not less than twenty-five Annual Members. Six Annual Members present in person shall constitute a quorum at any membership meeting.

Section IV. At least seven but no more than fourteen days public notice shall be given of annual meetings, and at least five days public notice shall be given of special meetings of the Annual Members. Such public notice shall be by way of a verifiable public media. At special meetings, no business may be transacted other than that indicated in the notice of the meeting.

Article IV. Directors

Section I. There shall be not less than five nor more than ten Directors who shall be elected by the Annual Members of the Association, except as per Section 5 of this Article, for a term of two years, but in such a manner that one-third of the full number shall be elected each year. Any Director may be re-elected for an additional term or terms. Vacancies for an unexpired term shall be filled by the Board of Directors.

Section II. The Board of Directors shall have and exercise all the usual powers of directors of a business corporation and the immediate government and direction of the affairs of the corporation. They shall publish an official operating guide containing such rules and regulations as they deem necessary and proper for the government of the

corporation, and for the due and orderly conduct of its affairs and the management of its property, not inconsistent with the charter and the bylaws of the corporation. They may exercise all powers not expressly given to the Annual Members.

Section III. The Directors shall meet directly following the Annual Meeting of the Annual Members of the Association and elect officers for the ensuing year, and thereafter at such other times and places as the Board or the officers may direct. At meetings of the Board, a quorum for the transaction of business shall be a majority of the Board. Business shall be transacted by a majority vote of all Directors present and any action so taken shall be deemed the action of the full Board. The Board may declare the place of any Director vacant and fill the vacancy if he or she is absent from four or more consecutive regular meetings of the Board without a cause deemed sufficient by the Board.

Section IV. Employees of the corporation, paid and volunteer, are eligible for election to the Board of Directors as set forth herein. Nothing in the By-Laws is intended to prohibit an employee from serving. However, no Director shall receive compensation for that person's services as Director.

Section V. The North Shore Concert Band, Inc. is authorized to establish auxiliary organizations from time to time, such as a friends association, which will be for the purpose of aiding and assisting the Board with the ongoing work of maintaining a Concert Band in the North Shore area, as well as for a specific purpose, at the discretion of the Board. In addition to the Directors stipulated in Section I above, the president and/or chairperson of each auxiliary organization shall sit as a member of the Board of Directors, during his or her term of office, with full rights of franchise.

Article V. Officers.

Section I. The officers shall be a President, and at least one Vice President, elected by the Directors from their number, and a Treasurer and Secretary who need not be Directors. They shall be elected by the Directors for a term of one year and until their successors are duly elected and qualified. Such elections shall be held by the Directors at the first meeting following the annual meeting of the members of the Association. Any vacancy in office during a term shall be filled at the next meeting of the Board.

Section II. The duties of the officers shall be such as usually pertain to their respective offices, or are prescribed and assigned to them respectively by the Directors. The Directors may determine whether any and what compensation shall be paid to each officer, who is not also a Director, for services rendered.

Section III. The Board of Directors shall have the power to appoint such subordinate officers, employees or agents, as may be necessary in their judgement for the conduct of the business of the corporation and designate their titles and compensation, if any.

Section IV. Any officer may be re-elected for an additional term or terms.

Section V. The Officers and Directors shall use their best efforts to carry out in good faith the purposes and exercise the powers expressed in these By-laws in such a manner that a Concert Band shall be maintained and concerts given of cultural and educational value in and for the community having regard to the fact that the grant of tax exemption marks its activities as affected by a public interest wider than that of its members, subscribers and contributors.

Section VI. The Treasurer of the Board of Directors shall be empowered to set aside funds so designated by the donor or the Board and collected by or on behalf of the Band in a fund established and designated as an endowment fund.

The fund will be held as an endowment fund and is to be labeled as such.

The monies deposited therein are to be expended solely for extraordinary expenses and expenditures. The distribution of the principal of said fund will be determined exclusively by the affirmative vote of seventy-five per cent (75%) of the total members of the Board of Directors. Nothing in this Section is intended to limit or prohibit the pledging or use of the contents of the funds as collateral. Said use may be authorized by a simple majority vote at any meeting of the Board.

The purpose of the endowment fund is to assist in establishing the financial security of the Band, and any use of the fund is to be with this purpose in mind. It is understood that additions to the fund will be treated in a like manner, with principal to be available only with the affirmative vote of seventy-five per cent (75%) of the total members of the Board of Directors.

Article VI Committees

Section I. A Nominating Committee shall be elected by the Board of Directors from their own number. This committee shall nominate the Directors to be elected by the Annual Members at the next Annual Meeting. It shall also nominate officers to be elected by the Directors immediately following the next annual meeting of the Band

Section II. Such standing or special committees as may be required to assist and advise the Board of Directors may be appointed by the President or elected by the Board of Directors, and may include members of the Band who are not Directors.

Article VII. Reports

Section I. The fiscal year shall begin on the first of January and end on the thirty-first of December, effective January 1, 2025.

Section II. The Treasurer shall keep a proper record of all monies received for the Band from all sources, and keep proper vouchers indicating the amount and nature of all

expenditures. The monies of the Band shall be deposited in the name of the Band and all payments shall be made in its name.

Section III. The Treasurer shall render to the President and the Board of Directors at its Annual Meeting, or when the board or President so requires, an accounting of all his transactions as Treasurer and a full financial report, based on the books and accounts.

Section IV. The President shall present an Annual Report to the Board of Directors, reviewing the season ended and making such forecast for the season approaching as may be reasonable.

Article VII. Musical Director, Band, and Business Manager

Section I. The Board of Directors shall engage a Musical Director who shall formulate and carry into effect musical policies submitted by him and approved by the Board.

Section II. Band players may be selected by an Auditioning Committee consisting of the Musical Director and the Contractor.

Section III. The Board of Directors shall engage a Business Manager who shall formulate and carry out business policies submitted by and to him and approved by the Board and, subject to the Board's approval, enter into all contracts required for the conduct of the business of the corporation. The business policies approved shall take account of the musical policies approved by the Board.

Section IV. The Musical Director and the Business Manager shall each present an Annual Report to the Board of Directors, reviewing the season ended and making such forecast for the season approaching as may be reasonable.

Article IX. Conduct of Meetings

Meetings of the Annual Members of the Association and of the Directors shall be conducted in accordance with Robert's Rules of Order.

Article X. Amendments

These Bylaws may be changed, amended or repealed by the affirmative vote of two-thirds of the Directors present at any regular or special meeting. The proposed By-law changes or amendments must have been submitted at a prior regular or special meeting held at least one month beforehand.

Article XI. Disposal of Assets and Property

If, at any time, the corporation shall cease to carry out the purposes as herein stated, all assets and property held by it, whether in trust or otherwise, shall, after payment of its liabilities, be paid over to an organization which itself has similar purposes and has established an appropriate tax-exempt status under Section 501(c)(3) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended, and they shall be applied exclusively for the education of the public in the art of music by the performance of artistic works of music or otherwise appropriate to the said tax-exempt status.

Article XII.

These By-laws replace all previous Constitutions and By-laws of the Association in their entirety and become effective immediately upon their approval and adoption by the affirmative vote of two-thirds of the Directors (Trustees) present at the (meeting date when approved) Meeting of the Directors of the North Shore Concert Band, Inc. at which a quorum was present.