

**Bylaws
of
The New Horizons Bands of Northern New York, Inc.**

**Article 1
Offices**

Section 1. Principal Office

The principal office of the corporation is located in St. Lawrence County, State of New York.

Section 2. Change of Address

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__

New Address: _____

Dated: _____, 20__

Article 2

Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation, The New Horizons Bands of Northern New York, Inc. (NHBNNY), shall be to provide music education, training, and performance opportunities for adults: those with little or no prior musical experience; and those who wish to return to making music after a long hiatus for family and careers. The primary focus group for this corporation will be retired senior adults, but any adult whose schedule can accommodate the music group's rehearsal schedule is eligible to participate. The mission is to maintain an atmosphere where individuals are encouraged to develop instrumental and musical skills and join together in the performance of a variety of music, consistent with the interests of the corporation members and upholding the philosophy of The New Horizons International Music Association, Inc., (NHIMA).

Article 3

Directors

Section 1. Number

The corporation shall have five Directors, being the offices of President, Secretary, Treasurer, plus two (2) At-large Directors, and collectively they shall be known as the Board of Directors or the Board. The Directors shall be nominated by an ad-hoc nominating committee and be presented to the corporate membership at the annual meeting, as described in Article 13. In addition, the Music Director shall be an ex-officio member of the Board of Directors as further described in Article 5.

Section 2. Qualifications

Directors shall be of the age of majority in this state. Other qualifications for Directors of this corporation shall be as follows: be members in good standing of corporation; and be members of NHIMA.

Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the Certificate of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the

Board of Directors.

Section 4. Duties

It shall be the duty of the Board of Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Certificate of Incorporation, or by these Bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all agents, contractors and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these Bylaws;
- e. Register their postal and email addresses with the Secretary of the corporation. Notices of meetings physically or electronically mailed to them at such addresses shall be valid notices thereof.

Section 5. Term of Office

- a. An elected Director shall be eligible for two consecutive two-year terms, not to exceed four (4) years, regardless of the Board position held. After one year off the Board, a former Director in good standing as a member of the corporation shall be eligible for re-election to the Board. The terms of office shall begin at the start of the Fiscal Year.
- b. The terms of the Directors shall be staggered. The President, Treasurer and one At-large Director shall be elected in the odd-numbered years; and the Secretary and one At-large Director shall be elected in the even-numbered years.
- c. In the initial year of the Corporation, the incumbents and newly elected members of Steering Committee of the predecessor unincorporated association shall occupy their respective seats on the newly-formed Board of Directors, with their terms to expire as laid out in paragraph 'b' of this Section.

Section 6. Compensation

Directors shall serve without compensation. However, they shall be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

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 of the Board of Directors.

Section 8. Regular Meetings of the Board

Regular meetings of the Directors shall be held a minimum of once per quarter. Any/all members of the corporation may attend any regular meeting of the Board.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called by the President, by any two (2) Directors, or by written request of five (5) members of the corporation upon written notice delivered to the President or the Secretary. Such meetings shall be held at the principal office of the corporation, or, if different, at the place designated by the person or persons calling the special meeting. Any/all members of the corporation may attend any special meeting of the Board.

Section 10. Notice of Meetings

Unless otherwise provided by the Certificate 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 and Annual Meetings.** Notice of regular and annual meetings shall be given orally or by electronic mail at least one week prior to the meeting. The date of the next regularly scheduled meeting shall also be published in the minutes of the prior month's meeting, and such minutes shall be distributed to the NHBNNY membership on a timely basis.
- b. Special Meetings.** At least ten (10) days' prior notice shall be given by the Secretary of the corporation to each Director of each special meeting of the Board, either orally or by electronic mail. Such notice shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.

Section 11. Quorum for Meetings of the Board of Directors

A quorum shall consist of a majority of the members of the Board of Directors. Except as otherwise provided under the Certificate of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present.

Section 12. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Certificate of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

Section 13. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the corporation, or in his or her absence, by an At-large Director. 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 an At-large Director to act as secretary of the meeting.

Section 14. Executive Sessions

At the discretion of the Board of Directors, the Directors may move into executive session at any regular or special meeting, to discuss sensitive issues. The presiding officer will excuse all

non-directors from the meeting room for the duration of the executive session and may invite specific non-directors to attend the executive session, as the presiding officer sees fit. Minutes of the executive session shall be kept separate from the regular or special meeting minutes and shall not be distributed to the corporation members with the other meeting minutes.

Section 15. 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 the President or other member of the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly-elected Director or Directors 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, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Certificate 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 appointed 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 16. Nonliability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 17. Indemnification by Corporation of Directors

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

Section 18. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Certificate of Incorporation, these Bylaws, or provisions of law.

Section 19.

All members of the Board of Directors, upon retiring from office, shall deliver all monies, accounts, records and other property belonging to NHBNNY to their successors in office. All financial books shall be retained for a period of seven (7) years. All past minutes shall be retained for the duration of NHBNNY.

Article 4 Officers

Section 1. President

The President shall preside at meetings of the NHBNNY and the Board of Directors and shall be responsible for posting via email a written agenda to the Board a minimum three (3) days in advance of a scheduled meeting. Any NHBNNY member who would like a copy of the agenda for a specific meeting may request it from the President. The President shall be responsible for disseminating to all NHBNNY members copies of financial information, NHBNNY documents and other relevant Board actions.

Section 2. Secretary

The Secretary shall keep accurate records of the proceedings of the Board of Directors meetings and all meetings of NHBNNY and maintain record books in which all NHBNNY documents (Bylaws, policies, etc.) and minutes are entered, with any amendments to these documents properly recorded. The Secretary shall maintain the official membership roster, to include contact information, and shall call the roll when it is required. The Secretary shall be responsible for disseminating to all NHBNNY members copies of the minutes. The Secretary shall assist the Board in the conducting the general correspondence of NHBNNY and have current record books on hand at every meeting.

Section 3. Treasurer

The Treasurer shall deposit all funds, write checks within the approved budget and maintain the records for NHBNNY in accordance with generally accepted accounting principles. S/he shall collect all monies due NHBNNY and deposit them in the bank account. S/he shall prepare the annual budget in collaboration with the entire Board of Directors, for presentation to the corporation for review prior to final approval by the Board; shall keep reports of current financial information; shall maintain the roster of dues payments; shall present a detailed written Treasurer's Report at Board of Directors meetings; and shall contact members whose dues are in arrears. S/he shall submit the books for audit at the end of the fiscal year. The Treasurer shall prepare and file, or cause to prepare and file, any and all tax-reporting forms to the IRS and New York State. The Treasurer shall maintain an asset list by description, with the assistance of the Music Director and the Board as necessary.

Section 4. Interim Officer(s)

In the event of a prolonged absence of the President, Secretary or Treasurer, the Board may appoint Director to serve as the Interim officer to conduct the business of the absent officer for the duration of that absence.

Article 5 Music Director

Section 1. Music Director

The Music Director shall be appointed by the Board of Directors for a two-year term. There shall be no limit on the number of successive terms a Music Director may serve. The Music Director shall be a member in good standing of NHBNNY, unless s/he serves NHBNNY as an independent contractor. The Music Director shall be a non-voting ex-officio member of the Board of Directors. S/he shall be responsible for selecting appropriate music for the band and other music ensembles; shall conduct rehearsals, concerts and gigs; shall arrange for a substitute conductor when s/he cannot be present; shall give a report of the 'state of the band and other music groups' at the Annual Meeting; and shall serve as the liaison between NHBNNY and the Crane School of Music or successor host. The Music Director shall assist the Treasurer in the preparation and maintenance of a corporate asset list. If the Music Director is absent from the podium two (2) times during a semester without notice to the Board of Directors and/or has not provided a substitute conductor, the Board of Directors shall consider the Music Director to have vacated his/her position and s/he shall be subject to dismissal. In the event of a vacancy in the Music Director position, the Board of Directors shall take the necessary steps to secure a replacement Music Director. The Music Director shall have the authority to write and sign checks within the approved budget.

Section 2.

The Board of Directors may compensate the Music Director for his/her services, either by periodic gifts or honoraria, or per the terms of a contract negotiated between the Board and the Music Director serving NHBNNY as an independent contractor.

Section 3.

The Music Director, upon retiring from office, shall deliver all monies, records, music, musical instruments and other property belonging to NHBNNY to his/her successor(s) or to the Board of Directors.

Article 6 Committees

Section 1. Standing Committees.

The chair of each standing committee shall be appointed annually by the Board of Directors. Committee Chairs are encouraged to ask other NHBNNY members to assist with responsibilities as needed. Committees are responsible for, but not limited to, the following activities:

Nominating Committee: prepare a slate of nominees for each Annual Meeting and present said slate to the NHBNNY members two (2) weeks prior to the Annual Meeting.

Audit Committee: audit NHBNNY financial and present the audit report to the Board of Directors within two (2) months after the end of the fiscal year.

Section 2. Ad Hoc Committees.

The Board of Directors shall have the authority to appoint ad hoc committees as appropriate for the operation of the corporation.

Article 7

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 to 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, employee or contractor 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 specifically stated in these Bylaws, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer.

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 8

Corporate Records, Reports, and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office or at other locations as determined by the Board of Directors:

- a. Minutes of all meetings of Directors, annual meeting of members and any special meetings.
- 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 indicating their names, addresses and contact information and the termination date of any membership;
- d. A copy of the corporation's Certificate 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 any and all books, records, and documents of every kind of the corporation.

Section 3. Members' Inspection Rights

Each and every member shall have the right at any reasonable time to inspect and copy any and all books, records, and documents of every kind of the corporation.

Section 4. 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 5. Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of this corporation, to be so prepared and delivered within the time limits set by law.

Article 9

IRC 501(c)(3) Tax Exemption 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 (except as otherwise provided by Section 501(h) of the Internal Revenue Code), 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 provisions of these Bylaws, this corporation shall not carry on any activities 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, contributions 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 benefit of, or be distributable to, its members, directors or trustees, officers, 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 purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for

payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(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 10

Amendment of Bylaws

Section 1. Amendment

These Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted only by approval by a 2/3 majority vote of the membership of the corporation present at the annual meeting or a special meeting called for such purpose, at which there is quorum present.

Article 11

Construction and Terms

Section 1. If there is any conflict between the provisions of these Bylaws and the Certificate of Incorporation of this corporation, the provisions of the Certificate 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 references in these Bylaws to the Certificate 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 references 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.

Article 12

Corporation Members

Section 1. Determination and Rights of Members

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Certificate of Incorporation, the Bylaws of this corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

Section 2. Qualifications of Members

Membership in the corporation is open to all adults.

Section 3. Admission of Members

Applicants shall be admitted to membership upon payment of the dues in effect at the time. The Board of Directors has the authority to waive dues and grant membership as deemed appropriate.

Section 4. Dues

The dues payable to the corporation by members shall be determined from time to time by the Board of Directors.

Section 5. Number of Members

There is no limit on the number of members the corporation may admit.

Section 6. Membership Roster

The Board of Directors shall keep a membership roster containing the name, address and contact information of each member, as further defined in Article 4.

Section 7. Nonliability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 8. Non-transferability of Memberships

No member may transfer a membership or any right arising therefrom.

Section 9. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon notice by the member of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
2. Upon a failure to renew his or her membership by paying dues on or before the due date.
3. Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Such termination shall be delivered to the member in writing. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

Article 13

Annual Meeting of Members

Section 1. Annual Meeting.

An Annual Meeting of the NHBNNY membership shall be held in the last month of the fiscal year, during a regularly scheduled music rehearsal time, for the purpose of electing NHBNNY members to fill expired terms and vacant positions on the Board of Directors. Reports from the current Board and the Music Director shall be presented at this time.

Section 2. Special Meetings of Members

Special meetings of the members shall be called by the Board of Directors, or by the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

Section 3. Notice of Meetings

Unless otherwise provided by the Certificate of Incorporation, these Bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the Annual Meeting or Special Meeting, either personally or by electronic mail, or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting.

Section 4. Quorum for Meetings

A quorum for the Annual Meeting or any Special Meeting shall consist of 50% of the voting members. Except as otherwise provided under the Certificate of Incorporation, these Bylaws, or provisions of law, no business shall be considered at any meeting at which the required quorum is not present.

Section 5. Majority Action as Membership Action

Every act or decision done or made by a majority of voting members present at a duly held meeting at which a quorum is present is the act of the members, unless the Certificate of Incorporation, these Bylaws, or provisions of law require a greater number.

Section 6. Voting Rights

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by written ballot, except if the directorship candidacy is unopposed.

Section 7. Conduct of Meetings

Meetings of members shall be presided over by the President, or in his or her absence, by an At-large Director of the corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Article 14

Fiscal Year

The fiscal year of NHBNNY will be based on a 12-month period. Its first fiscal year will end on May 31, 2017.

Article 15

Miscellaneous

Section 1. Whenever the words “he” or “his” are used, they should be interpreted to also mean “she” or “her.”

Section 2. A member in good standing shall be defined as who pays dues and is up to date with dues payments. Whenever the word “member” is used, it is to mean “corporate member in good standing.”

Section 3. The rules of common sense and interpersonal respect shall govern the proceedings of the corporation.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Directors or Incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 13 preceding pages, as the Bylaws of this corporation.

Dated: _____

