

Bylaws of the Houston Concert Band

as revised September 1986
as transcribed by Greg Broer in July 2000

ARTICLE I. IDENTIFICATION

Section 1. Name

The name of the organization is THE HOUSTON CONCERT BAND.

Section 2. Registered Office and Registered Agent

The address of the registered office of the Corporation shall be such office as designated by the Articles of Incorporation, and the name of the registered agent shall be as set forth in the Articles of Incorporation. The Board of Directors, at any regular or special meeting, may from time to time change the registered office of the Corporation.

Section 3. Seal

The Seal of the Corporation shall be circular in form and mounted upon a metal die, suitable for impressing the same upon paper. About the upper periphery of the seal shall appear the words, "THE HOUSTON CONCERT BAND" and in the center "CORPORATE SEAL 1978 TEXAS".

Section 4. Calendar Year

The Corporation shall be on a Fiscal Year beginning with the first day of October in each year to the 30th day of September of each year.

ARTICLE II. MEMBERS

Section 1. Membership Classes

Membership in the Corporation shall be divided into two classes as follows:

- A. Individual – Any individual musician or musical director approved by the Board of Directors.
- B. Honorary – The Board of Directors may from time to time elect honorary members.

Section 2. Dues

The initial dues for membership in the Corporation shall be as follows:

- A. Individual – \$5.00 per year.
- B. Honorary – No dues.

Subject to the approval by a majority of the members at the Annual Meeting of Members, the newly elected Board of Directors shall set the annual dues for the subsequent year.

Section 3. Membership Cards

The Secretary, after a member has duly qualified, shall issue to the member an appropriate membership card designating the class of membership and the voting rights applicable thereto.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Place of Meetings

Meetings of the members of the Corporation shall be held at the registered office of the Corporation, or such other place as the Board of Directors may direct. Meetings of the members may be held at any place designated by the Board of Directors.

Section 2. Annual Meeting

The Annual Meeting of the members shall be held in September of each year on a date designated by the Board of Directors. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Corporation.

If the Board of Directors fails to call the annual meeting at the designated time, any member may make a demand that the meeting be held within a reasonable time. The demand must be in writing sent by registered mail directed to any Officer of the Corporation. Thereafter, if the annual meeting is not called within sixty (60) days after such demand, any member may compel the holding of the annual meeting by legal action directed against the Board.

Section 2.1 Purpose

The Annual Meeting shall be held for the purpose of electing a Board of Directors and Officers for the coming year.

Section 2.3 Procedure

At each annual meeting, nominations from the floor shall be made for the various Officers for the coming year. The President shall be elected first, followed by the Vice President, Secretary, and Treasurer. A plurality of the votes cast shall cause a nominee to be elected.

Following election of Officers, nominations shall be accepted for three at-large members of the Board of Directors. Ballots shall be cast for any three of the nominated slate, and those three nominees receiving the largest number of votes shall be declared elected.

The total number of Board Members elected from the Membership shall thus be seven: four Officers and three at-large Directors. Such Directors are collectively referred to herein as "Inside Directors".

Section 3. Regular Meetings

Regular meetings of the members shall be held at intervals of not more than thirty (30) days apart, unless suspended by a vote of a majority of the members at a regular meeting.

Section 4. Special Meetings

Special meetings of the members may be called by the President, a majority of the Board of Directors or ten percent (10%) of all voting members.

Section 5. Notice of Meetings – Waiver

Written notice – stating the place, day, and hour of the meeting, and in case of special meetings, 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 meeting, either personally or by mail, by or at the direction of the President, the Secretary or the Officer or person calling the meeting, to each member of record entitled to vote at such meeting.

If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his address as it appears on the records of the Corporation, with postage prepaid.

Waiver by a member in writing of notice of a meeting signed by him, whether before or after the time of the meeting, shall be equivalent to giving of such notice.

Attendance by a member at the members meeting shall constitute a waiver of notice of such meeting of which he has not received notice, except where attendance at the meeting is for the purpose of challenging the validity of the meeting as called.

Section 6. Voting at Meetings

- A. Individual – Each individual member, after having duly qualified, shall be entitled to all the rights and privileges of a member and shall be entitled to one vote on each matter submitted to a vote at a meeting of members.
- B. Honorary – Honorary members shall have no voting rights.

Section 7. Quorum

No minimum number of members is necessary to constitute a quorum.

Section 8. Majority Vote

An affirmative vote of the majority of the members present at a duly called special or regular meeting shall be the act of the members.

Section 9. Election of Officers and Directors

At each election for Officers and Directors, each eligible voter shall be entitled to vote for as many persons as there are Officers or Directors to be elected.

Section 10. Proxies

Members shall have the authority to vote by written proxy. Any such proxy shall automatically terminate eleven (11) months from the date thereof unless revoked prior thereto. Appearance at a meeting in person shall automatically revoke any outstanding proxy as to that meeting.

Section 11. Cumulative Voting

No member shall have the right to cumulate his or her votes for any election or any other voting purpose.

ARTICLE IV. THE BOARD OF DIRECTORS

Section 1. Number and Qualification

The business affairs of the Corporation shall be managed by a Board of Directors consisting of at least seven (7) and not more than ten (10) members. Seven Inside Directors shall be elected as provided in Article III Section 2.2. As many as three (3) additional non-member directors from the community (collectively referred to herein as "Outside Directors") may be added to the Board of Directors by a two-thirds (2/3) vote of the Directors elected from the voting membership. The Outside Directors shall exert full voting rights of Board Members upon issues of business before the Board.

The number of Directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director.

Section 2. Term

Members of the Board of Directors shall serve for a term of one year and/or until their successors have been elected. The terms of Outside Directors shall expire at the same time as the expiration of the terms of the Inside Directors who appointed such Outside Directors.

Section 3. Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the remaining Directors though less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor.

Any Directorship filled by reason of increase in the number of directors shall be filled by an election at the Annual or a special meeting of the members called for that purpose.

Section 4. Place of Meetings

Meetings of the Board of Directors, regular or special, may be held at any place designated by the Board of Directors.

Section 5. Regular Meetings

The Board of Directors shall hold a regular monthly meeting, the date and place thereof to be designated by the Board of Directors, unless suspended by the Board at a regular meeting.

Section 6. Special Meetings

Special Meetings of the Board may be called by the President upon one day's notice, or by any three members of the Board upon written notice given no less than three nor more than seven days from the date of said meeting.

Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to such notice whether before or after the time of such meeting and shall be equivalent to the giving of such notice.

Attendance of a Director at such meeting shall constitute a waiver of notice thereof, except where a Director attends for the purpose of objecting to the transaction of any business because such a meeting is not lawfully convened.

The purpose of any special meeting of the Board must be specified in the notice of such meeting.

Section 7. Quorum

Fifty percent (50%) of the Board of Directors shall constitute a quorum for the transaction of business. 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 8. Delegation of Authority – Committees

- A. Board Committees – The Board of Directors shall have authority to designate one or more committees of Directors each of which committees shall consist of two or more directors. These committees shall have the power to exercise the authority of the Board of Directors in the management of the Corporation. Membership on these committees may consist of non-board members.
- B. Other Committees – Other committees may be designated and appointed by resolution of the Board of Directors, or by the President, if authorized by the Board of Directors; however, these committees shall not have nor exercise the authority of the Board of Directors in the management of the Corporation. Membership on these committees may consist of non-board members.

Section 9. Loans and Distributions

No loans may be made by the Corporation to its Officers or Directors. Any Officer or Director who participates in any such loan shall be jointly and severally liable to the Corporation for the amount of the loan.

All Directors who vote for the wrongful distribution of assets shall be jointly and severally liable to the Corporation for the value of the assets distributed until repaid.

A Director is entitled to contribution from any persons who received the distribution knowing that they were wrongfully made.

Any Director at a meeting of the Board at which such action was taken shall be presumed to have assented to the action unless his dissent is recorded in the minutes, or unless he shall file his written dissent with the person acting as the Secretary before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the meeting. Any Director voting in favor of an action cannot later register such a right to dissent.

A Director will not be liable under this Article if he exercises ordinary care and relied in good faith upon written financial statements of the Corporation presented by the President or other Officer which he believes fairly reflects the financial condition of the Corporation.

A Director shall not be liable in the exercise of good care and in good faith if he relies upon book value of the Corporate assets in voting for such a distribution.

A Director will not be liable if he exercises ordinary care and acts in good faith upon the written opinion of an attorney for the Corporation.

Section 10. Removal of Directors

Any Director may be removed by a two-thirds (2/3) vote of the members present at a meeting called for this purpose.

ARTICLE V. OFFICERS

Section 1. Officers

The officers of the Corporation shall consist of President, Vice President, Secretary, and Treasurer, all of whom automatically be members of the Board of Directors. Such other officers, assistant officers, and agents may be appointed as may be deemed necessary by the Board of Directors, but such other officers, assistant officers and agents shall not be Directors. No person shall hold two Offices at the same time.

Section 2. Election of Officers

Officers shall be elected by the members at the annual meeting of members and shall hold office for a one year term and until their successors are duly elected and take office. There shall be no limit upon the number of consecutive terms for which an Officer may hold a single office.

Section 3. Vacancies

Whenever any vacancies shall occur in any office by death, resignation, increase in the number of officers of the Corporation, or otherwise, the same shall be filled by the Board of Directors, and the Officer so elected shall hold office until his successor is chosen and qualified.

Section 4. Duties

- A. President – It shall be the duty of the President to preside at all meetings of the Corporation; to enforce the By-Laws; to preserve order and decorum; to encourage all Officers and members of committees to perform their duties; to appoint all committees not otherwise provided for; to sign all official documents together with the secretary; to be an ex-officio member of all committees; to decide all questions on procedure and order.
- B. Vice President – It shall be the duty of the Vice President to aid the President in the performance of his duties, and in the absence of the President to act in his stead; to decide all questions on procedure and order and to perform such other duties as the By-Laws or the Board of Directors may prescribe.
- C. Secretary – It shall be the duty of the Secretary to keep the official membership roles of the Corporation; to attend to the giving and serving of all notices of the Corporation; to attend all meetings of the members and Board of Directors and to keep a complete record of the proceedings of such meetings; to keep, or cause to be kept, like records for all standing committees appointed by the Board of Directors when required; and to perform such other duties as the By-Laws or the Board of Directors may prescribe.

It shall also be the duty of the Secretary to keep, or cause to be kept, records of all communications of the Corporation, including communications to and from the Board of Directors, Officers of the Corporation and Committees; and to perform such other duties as the By-Laws, the Officers or the Board of Directors may prescribe.

- D. Treasurer – It shall be the duty of the Treasurer to keep correct and complete records of account showing accurately at all times the financial condition of the Corporation; to be the legal custodian of all money, notes, securities and other valuables which may from time to time come into the possession of the Corporation; to immediately deposit all funds of the Corporation coming into his hands in a reliable bank or other depository to be designated by the Board of Directors, and to keep such bank account in the name of the Corporation.

He shall furnish at the meetings of the Board of Directors or the members, or whenever requested, a statement of the financial condition of the Corporation; and to perform such other duties as the By-Laws may require or the Board of Directors may prescribe.

The Treasurer may be required to furnish bond in such amount as shall be determined by the Board of Directors, and shall within five (5) days after retiring from office deliver to his successor all papers and other property coming into his possession and belonging to the Corporation.

Section 5. Removal of Officers

Any officer of the Corporation may be removed by a two-thirds (2/3) vote of the members present at a meeting called for said purpose.

ARTICLE VI. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Indemnification

The Corporation may indemnify any Officer or Director for expenses and costs incurred in connection with any claim against them by reason of having been an Officer or Director, except where he has been found guilty of negligence or misconduct.

Section 2. Failure to Indemnify

If the Corporation does not fully indemnify a Director or Officer, a Court may assess indemnity against the Corporation for the amount paid by the Director or Officer in satisfaction of any judgment or claim against him, plus any expenses and costs actually and necessarily incurred, in connection with his role as an Officer or Director, except where he is found guilty of negligence or misconduct.

Section 3. Insurance

The Board of Directors may purchase applicable insurance to cover the cost of indemnifying Officers and Directors as set forth above.

ARTICLE VII. AMENDMENTS

Section 1. By Members

The By-Laws of the Corporation may be amended by the affirmative vote of two-thirds (2/3) of the eligible voting members attending a duly called special or regular meeting.

Section 2. Delegation of Authority to Board

The power to alter or amend the By-Laws shall be vested in the members; however, the members may delegate this power to the Board of Directors by a vote of two-thirds (2/3) of the eligible members present at a meeting duly called for such purpose.

AMENDMENT: HOUSTON CONCERT BAND BYLAWS

ARTICLE VIII. AMENDMENTS TO THE BYLAWS

Section 1. Meetings

Meetings of the members will be held twice each year. A meeting of the membership will be held in April for the purpose of electing a Board of Directors and Officers for the coming operational year, beginning July 5th. The newly elected board will have a period of overlap with the outgoing board to allow time for the transfer of information and to establish plans for fund raising and calendar events for the new operational year. A second meeting of the members will be

held in September to review the fiscal year and to introduce the new Board of Directors and Officers to the members.

Section 2. Procedure for April Meeting

At the April membership meeting, a selection of nominees will be presented by a nominating committee, composed of two board members and three non-board members. There will be at least one nominee for each office and at-large position. A plurality of the votes cast by members will decide the slate of nominees for officers and at-large board positions.

1. The offices of President, Vice-President, Secretary, and Treasurer will be elected first. A ballot shall be cast for each of the four officer positions from each slate of nominees and the nominee in each office receiving the largest number of votes shall be declared elected.
2. The three at-large positions will be elected next. Ballots shall be cast for any three of the nominated slate of the at-large positions, and those receiving the largest number of votes shall be declared elected.