

BYLAWS of the NEW HORIZONS BAND FOX VALLEY, INC.

PREAMBLE

These bylaws shall be consistent with the provisions of Chapter 181 of the Wisconsin Statutes and with the Articles of Incorporation and all subsequent restatements and amendments thereto filed with the Wisconsin Department of Financial Institutions under which this organization is incorporated as a non-stock, non-profit corporation and shall govern the administration and activities of this organization. Furthermore the provisions of Chapter 181 and Roberts Rules of Order shall govern the proceedings of this organization not herein provided for.

ARTICLE I - PURPOSES AND OBJECTIVES

As stated in the Articles of Incorporation the purposes of this organization are exclusively educational and shall be to provide music education, training and performance opportunities for adults of all ages and at any stage of musical experience who desire to play in a community band without regard to race, religion, ethnicity, gender, sexual orientation or socio-economic status.

The New Horizons Band Fox Valley (herein and after referred to as NHBV) aims to create stimulating intellectual and physical activities in music, to foster social interaction within the band and within the community, and to provide musical performances for the community. The group aspires to create music to the best of its ability as a band, to encourage individual achievement on a musical instrument, and do so within an environment of mutual respect and support.

The president shall cause applications for state and federal tax exempt status to be made, and such status shall be kept in force through the filing of subsequent annual reports as required by the Internal Revenue Service, Wisconsin Department of Regulation and Licensing and the Wisconsin Department of Revenue.

ARTICLE II - MEMBERSHIP

The corporation shall have no members.

ARTICLE III - BOARD OF DIRECTORS

Section 1. - Composition of the Board.

- a. The Board of Directors shall consist of seven directors plus the conductor who shall be an ex officio member of the Board. The initial members shall be: Paul Ansfield, Thomas Cashman, Thomas E. Franklin, Tom Jadin, Doug Marsh, Brenda Timm and Dianna M. Rockey. The initial conductor is Jon Meyer.
- b. Subsequent elections to the board shall be in accordance with the provisions of Article V of these bylaws.
- c. Other honorary and/or *ex officio* appointments to the board of directors may be made as the board shall see fit.

Section 2. - Powers of the Board.

- a. The Board of Directors shall have the power to conduct the affairs of this organization and to delegate such authority as is not otherwise set forth in these bylaws. This shall include the approval and authorization

of the expenditures of the organization; the hiring and termination of employment of staff members; and the creation and implementation of policies for the development, operation, and maintenance of the organization and its programs.

- b. The Board of Directors shall have the power to create or terminate an executive committee, special boards of trustees or advisors, and such permanent and special committees as are deemed necessary.

ARTICLE IV - OFFICERS

Section 1. - Classification of Officers.

The officers shall be a president, vice president, secretary, and treasurer and such officers shall be members of the board of directors for the duration of the term for which they are elected.

Section 2. - Duties.

- a. Officers shall perform the duties traditional to their offices and in conformity to state statute and Roberts Rules of Order and may assume such other duties as the Board may request among which may be the chairmanship of special or permanent committees. However, no two offices of board rank may be combined with the exception of secretary and treasurer.
- b. All officers and directors shall familiarize themselves with these bylaws and the Articles of Incorporation upon their election or appointment, and it shall be the duty of the secretary to distribute such copies to the individuals involved.

ARTICLE V - ELECTIONS

Section 1. - Directors

- a. Directors shall be elected by the Board of Directors at the annual meeting of the Board. At the first election of directors two shall be elected for a period of one year, two shall be elected for a period of two years, and three shall be elected for a period of three years.
- b. Vacancies among directors occurring before the expiration of their term shall be filled by election conducted by the Board of Directors. Those so elected shall complete the term of the director whom they replace.

Section 2. - Officers.

- a. Officers shall be elected by the Board of Directors at a special meeting of the board immediately following the annual meeting to serve for a period of one year and until their successors are chosen.
- b. Vacancies in all offices occurring before the expiration of the specified term of office shall be filled by election by the Board of Directors and those so elected shall hold office until the next scheduled election for that office.

ARTICLE VI - MEETINGS

The Board of Directors shall meet quarterly. Special meetings of the board may be called by the president or by any three members of the board, and each director shall be notified in person or by mail as to the time and place of such meeting. Four of the Board of Directors present and eligible to vote shall constitute a quorum at any regular or special meeting of the board.

ARTICLE VII - DISSOLUTION

Upon a vote by the Board of Directors to dissolve the organization the following steps shall be taken:

- (1) Satisfy all liabilities and obligations;
- (2) Satisfy all conditions stipulated in agreements with donors, if any;
- (3) Distribute all remaining assets exclusively for educational purposes to one or more non-profit entities operated or incorporated exclusively for educational purposes in accordance with section 501(c)(3) of the Internal Revenue Code or to a government entity;
- (4) Complete the appropriate legal forms certifying to the results of the vote on dissolution and compliance with the above procedures for dissolution and distribution of assets.

ARTICLE VIII - AMENDMENTS

These bylaws may be amended by a majority vote of all members of the Board of Directors at any regular meeting or special meeting called for the purpose

CERTIFICATE OF ADOPTION

It is hereby certified that the foregoing bylaws of this corporation were adopted by the Board of Directors meeting at Appleton, Wisconsin on the 15th day of August, 2012.

Dianna M. Rockey
New Horizons Band Fox Valley Secretary