

By-laws of
Flathead Valley Community Band, Inc.

Article I

Offices

The principal office of the corporation shall be located at 492 Conrad drive, Kalispell, Montana 59901. The corporation may have such other offices, within the state of Montana, as the Board of Directors may determine from time to time.

Article II

Members

Section 1 - Membership. Any person interested in becoming a member of the corporation shall submit a written and signed application, on a form approved by the Board of Directors, to the secretary of the corporation. The sole requirement of membership shall be that the individual be an amateur musician who plays and/or sings for his or her own enjoyment, as well as to provide enjoyment to others through public concerts and performances. Each application shall be considered by the Board of Directors at its regular quarterly meetings, or at any special meeting of the Board, and approved or disapproved. Applicants whose applications are so approved shall become members of the corporation on payment of any required initiation fees and dues.

Section 2 - Voting Rights. Each member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the members.

Section 3 - Termination of Membership. The Board of Directors, by affirmative vote of two-thirds (2/3) of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and by a majority vote of those present at any regular or constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any dues for the period affixed hereinafter.

Section 4 - Resignations. Any member may resign by filing a written resignation with the secretary. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section 5 - Reinstatement. On written request signed by a former member and filed with the secretary, the Board of Directors, by the affirmative vote of two-thirds (2/3) of the members of the Board, may reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Article III

Meeting of Members

Section 1 - Annual Meeting. An annual meeting of the members shall be held at the principal office of the corporation or at such place as designated by the Board of Directors on year 1986, at 7:00 p.m., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day affixed for the annual meeting is a legal holiday in the State of Montana, such meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as is convenient.

Section 2 - Special Meetings. Special meetings of the members may be called by the president, the Board of Directors, or not less than one-tenth (1/10) of the members having voting rights, at a place designated by the Board of Directors. If no designation is made, the place of meeting shall be the principal office of the corporation in the State of Montana, but if all of the members shall meet at any time and place, either within or without the State of Montana, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 3 - Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) days nor more than fifteen (15) days before the date of such meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting 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 thereon prepaid.

Section 4 - Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members may, be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof.

Section 5 - Quorum. Members holding 51% of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 6 - Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. Not proxy shall be valid after six (6) months from the date of its execution, unless otherwise provided in the proxy.

Section 7 - Voting by mail. Where Directors of officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

Article IV

Board of Directors

Section 1 - General Powers. The affairs of the corporation shall be managed by its Board of Directors.

Section 2 - Number, Tenure, and Qualifications. The number of Directors shall be four (4). The term of office of said Directors shall be for three (3) years, provided, however, that of the initial Directors, two (2) shall serve a one-year term and two (2) shall serve a two-year term. Those terms shall commence upon the date of the initial meeting of the members of the corporation. Upon the expiration of those terms, those positions shall then be elected for a full three-year terms. Directors shall be elected at the annual meeting of members, and the term of office shall commence with such election.

Section 3 - Regular Meetings. A regular meeting of the Board of Directors shall be held without any other notice than this By-Law immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution; at minimum, the Board of Directors shall meet once each quarter. Additional regular meetings shall be held at the principal office of the corporation in the absence of any designation in the resolution.

Section 4 - Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president of any two (2) Directors, and shall be held at the principal office of the corporation or at such other place as the Directors may determine.

Section 5 - Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6 - Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7 - Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 8 - Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 9 Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the board. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Article V

Officers

Section 1 - Officers. The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

Section 2 - Election and Term of Office. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualifies.

Section 3 - Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4 - Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5 - Powers and Duties. The several officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform in nonprofit corporations having the same or similar general purposes and objectives as this corporation.

Article VI

Section 1 - Committees of Directors. The Board of Directors by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Directors, of any responsibility imposed on it or him by law.

Section 2 - Membership Committee. At the first annual meeting of the members, or such special meeting of the members their number no fewer than three (3) nor more than five (5) persons, who shall constitute the membership committee. The initial membership committee shall serve until the first annual meeting of the members. At the annual meeting, the members of the membership committee shall be elected to the committee for one year terms. Any vacancy occurring in the committee by death, resignation, withdrawal from membership, or otherwise, shall be filled by majority vote of all the remaining members of the committee. Any person so elected shall serve for the remainder of the term of his predecessor.

The committee, when formed, shall organize itself, shall elect from its members a chairman and a secretary, and shall perform the functions and discharge the duties, concerning the consideration, approval, and election of new members, as are given to the committee elsewhere in these by-laws, or by resolution of the Board of Directors, or by resolution of the members.

Section 3 - Other Committees. Other committees not having exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Article VII

Contracts, Checks, Deposits, and Gifts

Section 1 - Contracts. The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

Section 2 - Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistance treasurer and countersigned by the president or vice president of the corporation.

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 any purpose of the corporation.

Article VIII

Role of Membership

Section 1 - Role of membership. The secretary of the corporation shall keep a record of the members of the corporation. There shall be no certificates of membership issued.

Article IX

Books and records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having exercise any of the authority of the Board of Directors, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Article X

Fiscal year

The fiscal year of the corporation shall be the calendar year.

Article XI

Dues

Section 1 - Annual Dues. The Board of Directors shall determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class, and shall give appropriate notice to the members.

Section 2 - Payment of Dues. Dues shall be payable in advance on the first day of June in each year. Dues of a new member shall be prorated from the first day of the month in which such new member is elected to membership.

Section 3 - Default and Termination of Membership. When any member of any class is in default in the payment of dues for a period of two (2) months from the beginning of the period for which such dues became payable, his membership may thereupon be terminated by the Board of Directors as provided hereinabove.

Article XII

Amendment of By-Laws

These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting if at least 10 days' written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting.