

# **By-Laws**

**of**

## **Cypress Symphonic Band, Inc.**

**(Amended 12/18/2013 and 5/7/2016)**

### **Article 1: Name of the Organization**

§1-1 The name of the organization shall be Cypress Symphonic Band, Inc.

### **Article 2: Purpose and Mission Statement**

§2-1 The purpose of the organization shall be twofold:

- To provide amateur musicians with lifelong learning opportunities and the pleasure of playing to improve musicianship and performance skill.
- To educate and enrich the community by providing cultural awareness through symphonic band repertoire.

### **Article 3: Membership**

§3-1 Membership shall be open to anyone who plays a woodwind, brass or percussion instrument, regardless of race, color, creed, national origin, sexual orientation. There will only be one class of member. No member shall hold more than one membership in the Corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the Bylaws of this Corporation or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions. These shall be the right to vote in the annual meeting of members, as well as obtaining nominations and election to the Board of Directors or any committee thereof.

§3-2 Qualifications for membership. To be considered member one must attend three (3) rehearsals and provide contact information. Membership will be conferred automatically after the third rehearsal.

To remain a member in good standing, one must:

- Attend rehearsals regularly,
- Commit to perform in all scheduled concerts, or have an excused absence
- Pay annual dues in full, if dues are set by the Board of Directors. Dues may be prorated at the discretion of the board of directors.
- High school age members should have written consent from parents and their school band director.

§3-3 Number of Members. There is no limit on the number of members the Corporation may admit.

§3-4 Membership Book. The Corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept by the Secretary of the Board of Directors of the Corporation.

§3.5 Non-Liability of Members. A member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

§3-6 Non-transferability of Membership. No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

§3-7 Termination of Membership. The membership of a member shall terminate upon the occurrence of any of the following events:

- a. Upon his or her notice of such termination delivered to any member of the Board of Directors of the Corporation personally or by mail (physical or electronic), or given by telephone or other electronic means, such membership to terminate upon the date of delivery of the notice, date of deposit in the mail, or date the email was sent.
- b. If this Corporation has provided for the payment of dues by members, upon the failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Board of Directors. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency. The Board of Directors shall have the right to excuse a member from the payment of dues due to financial hardship or other such instance.
- c. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the Board of Directors that the member has engaged in conduct that clearly undermines and interferes with the goals, interests, and good order of the Corporation.

All rights of a member in the Corporation shall cease on termination of membership as herein provided. If the member has requested the termination, he or she may request a refund of dues or prorated dues. Refunds will be given at the discretion of the Board of Directors. If the Corporation terminates a membership, no refund shall be given.

#### **Article 4: Meeting of Members**

§4-1 Annual Meeting. An annual meeting of the members shall be held at the current rehearsal location on the first scheduled rehearsal of the calendar year, at the rehearsal hour, for the purpose of presenting the nominations and voting for the Board of Directors, presenting the annual financial report of the Corporation, and for transaction of other business as may come before the meeting. The

candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each voting member shall cast one vote, with voting method being set forth by the Board of Directors. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding rehearsal.

§4-2 Special Meetings. Special meetings of the members may be called by a majority vote of the Board of Directors.

§4-3 Place of Meeting. The Board of Directors may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the current rehearsal space; but if all of the members shall meet at any time and place, either within or without the State of Texas, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any Corporation action may be taken.

§4-4 Notice of Meeting. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail (physical or electronic), to each member, not less than ten (10) nor more than sixty (60) days before the date of such meeting, by or at the direction of the President of the Corporation. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which a meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at this address as it appears on the records of the Corporation with postage thereon prepaid. If sent electronically, the notice of a meeting shall be deemed delivered when sent.

The notice of any meeting of members at which Directors are to be elected shall also state the names of all those who are nominees or candidates for election to the Board of Directors at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this Corporation under provisions of the Articles of Incorporation, these Bylaws or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

§4-5 Nominations for Board of Directors. Nominations for places on Board of Directors shall be made between the 1<sup>st</sup> of November and the 15<sup>th</sup> of December prior to the Meeting of Members.

§4-6 Quorum. A simple majority of the Members in good standing shall constitute a quorum for the transaction of business at any meeting of the Members; but if less than quorum of the members is present at said meeting, a majority of the Members present may adjourn the meeting from time to time without further notice.

§4-7 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 held by voice vote.

§4-8 Written Ballot. Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

- a. Set forth the proposed action;
- b. Provide an opportunity to specify approval or disapproval of each proposal;
- c. Indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, state the percentage of approvals necessary to pass the measure submitted;
- d. Shall specify the date by which the ballot must be received by the Corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the Corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these Bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of Directors shall list the persons nominated at the time the ballots are mailed or delivered.

§4-9 Conduct of Meetings. Meetings of members shall be presided over by the President of the Corporation, or in his or her absence, the Vice President of the Corporation. 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. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

#### **Article 5: Board of Directors**

§5-1 General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of Texas.

§5-2 Number, Tenure and Qualifications. The number of Directors shall be not less than three (3) nor more than eleven (11). The initial number of Directors shall be three (3). Directors shall serve terms of two years.

§5-3 Regular Meetings. The Board of Directors shall provide for by resolution the time and place, either within or without the State of Texas, for the holding of the regular quarterly meetings of the Board, and may provide by resolution the time and place for the holding of additional regular meetings of the Board, without other notice than such resolution. However, there shall never be less than four (4) quarterly meetings of the Board of Directors in a calendar year.

§5-4 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, or any three (3) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

§5-5 Meetings by Electronic Means. Members of the Board of Directors or members of any committee designated by the Board of Directors may participate in and hold a meeting of that Board or committee, respectively, by means of conference telephone or similar communication equipment, provided that all persons participating in such a meeting shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully created.

§5-6 Notice of Meetings. Notice of any special meeting of the Board of Directors shall be given at least one (1) day previously thereto by oral or written notice delivered personally or sent by mail (physical or electronic) or telegram to each Director at his address as shown by the records of the Corporation. If physically mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If mailed electronically, such notice shall be deemed to be delivered when sent. Any Director at any meeting shall constitute a waiver or notice of such meeting, except when 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

§5-7 Quorum. A majority of the Board of Directors, but never less than three (3), shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a quorum of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

§5-8 Manner of Acting. 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 Bylaws.

§5-9 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, the Vice President of the Corporation. 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 another person to act as Secretary of the Meeting. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such

rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws or with provisions of law.

§5-10 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 elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. However, vacancies need not be filled unless such a vacancy would result in fewer than three (3) directors remaining on the board.

§5-11 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 each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

§5-12 Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors.

§5-13 Resignation. Any Director may resign by giving written notice to the President. The resignation shall be effective at the next called meeting of the Board of Directors.

§5-14 Any Director may be removed with or without cause by a two-thirds majority of the remaining Directors or by a two-thirds majority of the Members.

§5-15 Indemnification. The Corporation may indemnify and advance reasonable expenses to directors, officers, employees and agents of the Corporation to the fullest extent required or permitted by Chapter 8 of the Texas Business Organizations Code, subject to the restrictions, if any, contained in the Corporation's Articles of Incorporation. The Corporation shall have the power to purchase and maintain at its cost the expense insurance on behalf of such persons to the fullest extent permitted by Chapter 8 of the Texas Business Organizations Code.

## **Article 6: Duties of Officers**

§6-1 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.

§6-2 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the first quarterly meeting of the Board of Directors following the annual Meeting of Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

§6-3 Removal and Resignation. Any officer elected or appointed by the Board of Directors may be removed by a two-thirds majority vote of the Board of Directors whenever in its judgment the best interest 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. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

§6-4 Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

§6-5 President. The President shall be the chief executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors, and may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties as may be prescribed by the Board of Directors from time to time, including participating in various committee meetings as a member or chairman thereof. He or she shall also be responsible for informing the Board of Directors of possible programs, meetings, and functions of the Corporation. The President shall cast a vote only in cases of a tie or if necessary to constitute a quorum or majority vote.

§6-6 Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors. If the Board of Directors chooses to appoint multiple Vice Presidents, one shall be chosen to act as Executive Vice President, and the other to act as Vice President for Membership. The Executive Vice President shall be responsible for external affairs of the Corporation such as soliciting contributions, publicity, and assisting the President with any special projects such as organizing and submitting grant proposals and other tasks. The Vice President for Membership shall be responsible for assisting the

Secretary in maintaining the Corporation's membership roster, production and distribution of the Corporation's newsletter, assisting the Treasurer with the collection of Member dues, and any function relating directly to the members of the Corporation.

§6-7 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; he or she shall keep proper books of account and other books showing at all times the amount of funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of accounts and financial condition of the Corporation at each meeting of the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

§6-8 Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or Board of Directors.

## **Article 7: Committees**

§7-1 Appointment. The President shall appoint members of committees established by the Board of Directors. In their initial meeting, the committees shall elect a chairman to serve as a liaison to the Board of Directors. These committees shall perform such functions and make such reports as the President or Board of Directors shall determine. Both Directors and members of the Advisory Board may serve on all committees except the Executive Committee.

§7-2 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more persons, a majority of whom are Directors, which committees, to the extent provided in said resolution shall have and exercise the authority in the management of the Corporation of the Board of Directors. However, no such committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation, adopting a plan of merger, or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore;

adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereof of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

§7-3 Executive Committee. The Board of Directors may from among its members appoint an Executive Committee consisting of the officers and any additional members as deemed necessary by the Board to serve at the pleasure of the Board. The President, unless absent or otherwise unable to do so, shall preside as Chairperson of the Executive Committee. The Committee shall meet at the call of the President or the Board of Directors, or any two (2) members of the Committee, and shall have and may exercise when the Board of Directors is not in session the power to perform all duties, of every kind and character, not required by law or the charter of the Corporation to be performed solely by the Board of Directors. The Executive Committee shall have authority to make rules for the holding and conduct of its meetings, keep records thereof and regularly report its actions to the Board. A majority but never less than three of the members of the Committee in office shall be sufficient to constitute a quorum at any meeting of the Committee, and all action taken at such a meeting shall be by a majority of those present. All acts performed by the Executive Committee in the exercise of its aforesaid authority shall be deemed to be, and may be certified as, acts performed under authority of the Board of Directors. Vacancies in the Executive Committee shall be filled by appointment by the Board of Directors. All actions of the Executive Committee shall be recorded in writing in a minute book kept for that purpose and a report of all action shall be made to the Board of Directors at its next meeting. The minutes of the Board of Directors shall reflect that such a report was made along with any action taken by the Board of Directors with respect thereto.

§7-4 Nominating Committee. The President shall, with thirty (30) days advance notice to the Board of Directors, appoint the members of the Nominating Committee created by the Board of Directors. The members shall be Members of the Corporation appointed to nominate candidates for the Board of Directors. Additional nominations may be made by Members and Directors during the time set forth in these bylaws.

§7-5 Advisory Committee. The function and purpose of the Advisory Committee shall be to advise the Board of Directors on matters relating to the purpose of the organization and to suggest projects which the Corporation may undertake.

§7-6 Other Committees. Other committees not having and 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, the President of the Corporation shall appoint the members of each such committee. 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. Members of such committee or committees may, but need not be, Directors.

§7-7 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

§7-8 Chairman. One member of each committee shall be elected by the respective members to serve as Chairman. The Chairman shall be responsible for providing updates to the Board of Directors.

§7-9 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

§7-10 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

§7-11 Rules. Each committee may adopt rules for its government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

§7-12 Committee Dissolution. The Board of Directors may, in its sole discretion, dissolve any committee with or without cause. Except for the Executive Committee, such dissolution shall require approval by a majority of the quorum. The Executive Committee shall only be dissolved by approval of sixty-six percent (66%) or more of all members of the Board of Directors.

## **Article 8: Contracts, Checks, Deposits, and Gifts**

§8-1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

§8-2 Checks and Drafts, Etc. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Executive Vice President of the Corporation.

§8-3 Deposits. All funds of the Corporation shall be deposited in a timely manner, not to exceed ten (10) business days of initial receipt, to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

§8-4 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## **Article 9: Corporate Records and Reports**

§9-1 Maintenance of Corporate Records. The Corporation shall keep at its principal or registered office:

- a. Minutes of all meetings of Directors, committees of the Board and, if this Corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- 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, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

§9-2 Directors' Inspection Rights. Every Director shall have the absolute right at any reasonably time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the Articles of Incorporation, other provisions to these Bylaws and provisions of law.

§9-3 Members' Inspection Rights. If this Corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the Secretary of the Corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the Corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the Secretary of the Corporation or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the Secretary of the Corporation by the member, for a purpose reasonably related to such person's interest as a

member. Members shall have such other rights to inspect the books, records and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws and provisions of law.

§9-4 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.

§9-5 Annual Report. The President of the Corporation shall cause to be prepared annual or other periodic reports required by law and shall provide copies to the Board of Directors to be so prepared and delivered within the time limits set by law.

#### **Article 10: IRC 501(c)(3) TAX EXEMPTION PROVISIONS**

§10-1 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;
- b. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code

§10-2 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.

§10-3 Distribution of Assets. Upon dissolution of this Corporation, its assets remaining after payment, or provision or 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 11: Fiscal Year**

§11-1 Fiscal Year. The fiscal year of the Corporation shall run from January 1 through December 31 and correspond with the federal tax year of the Corporation.

## **Article 12: Seal**

§12-1 Seal. The Board of Directors may authorize a corporate seal.

## **Article 13: Waiver of Notice**

§13-1 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time therein, shall be deemed equivalent to the giving of such notice.

## **Article 14: Amendments of Bylaws**

§14-1 Amendments to Bylaws. Subject to the power of the members, if any, of this Corporation to adopt, amend, or repeal the Bylaws of this Corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

## **Article 15: Construction and Terms**

§15-1 Construction and Terms. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles 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 Articles 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 to 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 tax code.

Approved by Cypress Symphonic Band Board of Directors on April 17, 2013.

## **AMENDMENTS TO BY-LAWS**

First amendment (annual meeting moved to first rehearsal of the calendar year) approved by Cypress Symphonic Band Board of Directors on December 18, 2013.

Second amendment (voting method to be determined by Board of Directors instead of by ballot only and dropping the stipulation that the election of directors be by written ballot) approved by Cypress Symphonic Band Board of Directors on May 7, 2016.