

# BYLAWS OF THE YPSILANTI COMMUNITY BAND

(Adopted, May 2, 2006; Amended, April 29, 2008)

## ARTICLE I -- NAME

The name of this organization shall be the Ypsilanti Community Band.

## ARTICLE II – PURPOSE

The Ypsilanti Community Band is organized for the following purposes:

- A. To contribute positively to the musical environment of the area it serves, whether local, state, or national.
- B. To provide an opportunity for individual musical expression and growth among the membership.
- C. To strengthen the community concert band position in American music.
- D. To foster and encourage the playing and appreciation of concert band music.
- E. To provide a means whereby musicians may assemble and play for their mutual enjoyment.

It is further organized to accomplish one or more of the purposes set forth in Section 501(c)(3) of the Internal Revenue Code.

## ARTICLE III -- MEMBERSHIP

### A. Eligibility and qualifications for membership

1. Any person who is interested in playing in the Ypsilanti Community Band may be considered as a candidate for membership provided that:

a. A vacancy exists, as “vacancy” is defined by Board of Directors policy concerning size and instrumentation of the band and published in the “Ypsilanti Community Band Guidelines.”

b. The applicant is qualified musically to the satisfaction of the Conductor.

2. Any person who meets the qualifications stated in Section III.A.1 shall be invited to complete registration materials, as determined by Board of Directors policy and published in the “Ypsilanti Community Band Guidelines,” and to pay such dues as may be set by the Board of Directors and applicable to this person and published in the “Ypsilanti Community Band Guidelines.”

3. Any person who completes the requirements of Article III.A.1 and Article III.A.2 shall be considered a member of the Ypsilanti Community Band.

4. Each person shall remain a member as long as he/she shows musical competence, remains current in registration and applicable dues, does not resign, and is not removed from membership.

5. No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death, move from the geographical area, resignation, or formal removal from the Ypsilanti Community Band.

B. Duties of Members:

Each member agrees to abide by the rules and procedures of the Ypsilanti Community Band as set forth in a separate document entitled "Ypsilanti Community Band Guidelines."

C. Voting Rights

Each member is entitled to one vote in all business meetings of the Ypsilanti Community Band.

D. Fees and Dues

Dues shall be payable to the Ypsilanti Community Band, for periods of time and in amounts as set from time to time by the Board of Directors.

## ARTICLE IV – GOVERNANCE, OFFICERS AND APPOINTED POSITIONS

A. Board of Directors of the Ypsilanti Community Band

The Board of Directors of the Ypsilanti Community Band shall consist of no fewer than seven (7), and no more than fifteen (15) individuals, of which no fewer than six (6) and no more than twelve (12) shall be members of the band, to be elected by the members of the Ypsilanti Community Band.

B. The Board of Directors shall consist of:

1. The President, who shall be elected to that position by the membership of the Ypsilanti Community Band.
2. Two persons, each of whom, after being elected to the Board of Directors, will be assigned, by the President, to serve in an officer role as either Secretary or Treasurer.
3. No fewer than four (4) and no more than twelve (12) who will be at-large members of the Board of Directors, but who may be assigned an additional responsibility as chair of a standing or ad hoc committee.

4. The elected members of the Board of Directors shall appoint at least two *ex-officio* members, the Conductor and the Business Manager, who will serve on the Board of Directors. If the Board of Directors appoints an Assistant Conductor or Conductors, or an Assistant Business Manager or Managers, the Board may designate up to two such individuals as *ex-officio* members.

a. Those persons, not necessarily members of the Ypsilanti Community Band, appointed to positions such as Conductor, Business Manager, Assistant Conductor, Assistant Business Manager, etc. shall be appointed for a term of one year. However, each may serve an unlimited number of terms.

b. *Ex-officio* members of the Board of Directors shall have voice but no vote in meetings of the Board of Directors, and they will not be counted for purposes of quorum.

C. Term of Office and Election of the Members of the Board of Directors.

1. The term of office for each elected member of the Board of Directors shall be two years, on a staggered basis, beginning on June 1. A person may serve an unlimited number of terms.

2. In even-numbered years, the members of the Ypsilanti Community Band shall elect the President, followed by no fewer than three (3) and no more than seven (7) additional board members. .

3. In odd-numbered years, the members of the Ypsilanti Community Band shall elect no fewer than three (3) and no more than seven (7) board members..

4. In the voting for President, each member shall have one vote. In the event no candidate for President receives a majority of votes cast on the first ballot, there shall be a runoff involving the top two candidates. In the event of a tie, there shall be a second vote involving the same candidates. If there is still a tie, election shall be determined by coin toss.

5. In the voting for board members other than President, each member of the Ypsilanti Community Band may vote for up to seven (7) candidates.

a. The three band members receiving the highest numbers of votes are elected.

b. Only additional candidates who received votes on a majority of the ballots cast are eligible for election, subject to the following rules:

i. The three remaining candidates receiving the highest numbers of votes are elected.

ii. If all elected candidates are band members, then the non-band member receiving the highest number of votes is elected.

iii. If three non-band members have been elected, then the band member receiving the highest number of votes is elected.

D. The duties of the Board of Directors shall include:

1. Management of the general affairs of the Ypsilanti Community Band, taking all action which is compatible with the best interests of the Ypsilanti Community Band.

2. Management of the financial affairs of the Ypsilanti Community Band, including, but not limited to, establishment of an annual budget at the beginning of each fiscal year, approval of the budget, the setting of all compensation (if any), and a review of the financial records prior to the annual meeting of the membership.

3. Adopting a document/policy entitled “Ypsilanti Community Band Guidelines,” which shall include, but not be limited to, a set of specific duties for each Board member position that is that of an officer or standing committee chair.

4. Approving all staff personnel matters, including the appointment, renewal, dismissal, or non-renewal, on an annual basis, of the Conductor, Assistant Conductor(s), Business Manager, and Assistant Business Manager(s).

5. Appointing a replacement member of the Board of Directors in the event of a vacancy.

a. Vacancies on the Board of Directors shall exist when the size of the board is less than the maximums set out in Article IV, section B, including upon the death, resignation or removal of any director. Any director may resign effective upon giving written notice to the President or the Secretary, unless the notice specifies a later effective date. No director may resign if the Ypsilanti Community Band would then be left without a duly elected director in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

b. Directors may be removed from office by a vote of two-thirds (2/3) of the members of the Board of Directors.

c. Vacancies on the Board may be filled by simple majority vote of the remaining members on 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.

d. No appointment may be made which would bring the size of the board above 14 (excluding the President), or which would bring the number of band members on the board above 12 (excluding the President), or which would bring the number of non-band members on the board above the number of band members on the board.

e. Appointment of an individual who, in the most recent election, stood for election to the board and received votes on fewer than 40% of the ballots cast, may only be made with the approval of 75% of the remaining members on the Board of Directors.

f. A person appointed to fill a vacancy on the board shall hold that office until the expiration of the term to which that person was appointed, or until his or her death, resignation, or removal from office, and in all other regards, shall be treated as though he or she was elected.

6. Performing all other duties normally performed by a Board of Directors, including general supervision of the affairs of the Ypsilanti Community Band between its business meetings.

#### E. Meetings of the Board of Directors

1. A quorum of the Board of Directors shall consist of 50% of the band members on the Board.

2. A simple majority of those present and voting, except as specified elsewhere in these Bylaws, shall be necessary to transact business.

3. The President, or his/her designee from among the other elected members of the Board of Directors, shall preside over the meetings of the Board of Directors. Minutes and other records of actions of the Board of Directors shall be handled by the Secretary. In the absence of the Secretary, the President shall designate another member of the Board of Directors to perform this function.

4. Except where provided for otherwise in this and other governing documents of the Ypsilanti Community Band, or applicable state or federal law, Robert's Rules of Order (most recent edition) shall guide the conduct of business.

5. Meetings of the Board of Directors shall be called by the President, or in his/her absence or unwillingness to do so, by agreement of 40% of the Board of Directors. A business meeting of the Board of Directors may be held without prior notice if it is in immediate proximity to (i.e., during an intermission or break or immediately after) any regularly scheduled rehearsal, concert or other engagement at which band members of the Board of Directors normally would be in attendance. Otherwise, notice of a meeting must be sent to the membership of the Board of Directors by mail or e-mail at least one week prior to the date of the meeting.

## F. Nominating Committee and Nominations/Election Process

1. The President shall appoint one elected Board Member to be the Chair of the Nominating Committee. The Chair of the Nominating Committee shall appoint two members of the Ypsilanti Community Band, who are not members of the Board of Directors, to serve with her/him as a three-person Nominating Committee.
2. The Nominating Committee shall be formed by January 1 of each year. The Nominating Committee shall present its slate for election during a rehearsal in April or May, the date to be set by the Board four to six weeks in advance based on the rehearsal/concert schedule.
3. The ballot shall include all individuals who accept nomination for a position open that year, including self-nominations.
4. At the meeting at which elections are to occur, the Nominating Committee will present a recommended slate of candidates.
5. The Nominating Committee shall conduct the election, count the votes, and report the outcome to the Board of Directors and to the full membership of the Ypsilanti Community Band.

## ARTICLE V – COMMITTEES

The Board of Directors shall adopt and issue to the membership of the Ypsilanti Community Band, a document/policy “Ypsilanti Community Band Guidelines” that shall include, but not be limited to, a description of the responsibility of each of the officers (President, Secretary, Treasurer) and staff [Conductor(s), Business Manager(s)], a description of the responsibility of each of the standing committees (Publicity, Property, Fund-Raising, Library, Personnel), and other related information.

## ARTICLE VI – MEETINGS OF THE MEMBERSHIP OF THE YPSILANTI COMMUNITY BAND

A. The Annual Meeting of the Ypsilanti Community Band shall be the meeting at which nominations for officers are received from the floor and at which the annual election is held. The date, time, and place shall be set by the Board of Directors. Other business may be conducted at this meeting as necessary.

B. Meetings, other than the Annual Meeting, of the membership of the Ypsilanti Community Band may be called by the President, or by 40% of the Board of Directors, as needed. Prior notice need not be given if the meeting is held in conjunction with a regularly scheduled rehearsal, concert, or other engagement. However, if any business meeting of the membership of the Ypsilanti

Community Band is to be held other than in conjunction with a regularly scheduled rehearsal, concert, or other engagement, notice must be sent to the membership at least one week in advance.

C. A majority of the active membership shall constitute a quorum for all business meetings of the membership of the Ypsilanti Community Band.

D. The President or his/her designee from among the other elected members of the Board of Directors shall preside at all business meetings of the membership of the Ypsilanti Community Band.

#### ARTICLE VII – DISCIPLINE

The Board of Directors shall adopt and issue to the membership of the Ypsilanti Community Band a document/policy “Ypsilanti Community Band Guidelines” that shall include, but not be limited to, procedures and penalties related to the discipline of members of the Ypsilanti Community Band for infractions of attendance and behavior expectations that are found to be detrimental to the well-being of the Ypsilanti Community Band.

#### ARTICLE VIII – PROPERTY

A. Any music, instruments, clothing, or other equipment donated to, or purchased with Band funds, shall be the sole property of the Ypsilanti Community Band, and shall so remain unless the sale or other disposition thereof is authorized by the Board of Directors.

B. Separation from the Ypsilanti Community Band shall not entitle an individual to retain any Ypsilanti Community Band property in her/his possession.

#### ARTICLE IX – CONFLICT OF INTEREST

Members of the Ypsilanti Community Band are bound by the provisions of the Conflict of Interest Policy found in Appendix A.

#### ARTICLE X – AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the membership of the Ypsilanti Community Band present and voting at a meeting called for the purpose. The proposed amendment(s) must be read at a meeting, or a written copy mailed or e-mailed to all members, at least one (1) week prior to being acted upon. Notice of the meeting must also be mailed or e-mailed to each member prior to action.

## ARTICLE XI -- AGREEMENT WITH MUSICIAN-MEMBERS

The relationship of a member to the Ypsilanti Community Band organization is that of independent contractor.

## ARTICLE XII- NON-LIABILITY

A. A member of the Ypsilanti Community Band is not, as such, personally liable for the debts, liabilities, or obligations of the Ypsilanti Community Band.

B. Members of the Board of Directors of the Ypsilanti Community Band shall not be personally liable for the debts, liabilities, or other obligations of the Ypsilanti Community Band, pursuant to the provisions of laws of the State of Michigan.

## ARTICLE XIII – INDEMNIFICATION BY THE YPSILANTI COMMUNITY BAND OF ITS DIRECTORS AND OFFICERS.

The directors and officers [including the Conductor(s) and Business Manager(s)] of the Ypsilanti Community Band shall be indemnified by the Ypsilanti Community Band to the fullest extent permissible under the laws of the State of Michigan.

## ARTICLE XIV – INSURANCE FOR YPSILANTI COMMUNITY BAND 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, officer, employee, conductor(s), business manager(s) or other agent of the organization] 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 Ypsilanti Community Band would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

## ARTICLE XV – 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 [including the Business Manager(s) or Conductor(s)] to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Ypsilanti Community Band, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Ypsilanti Community Band by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## ARTICLE XVI – FINANCIAL MANAGEMENT

A. The Board of Directors may accept on behalf of the Ypsilanti Community Band any contribution, gift, bequest, or devise for the nonprofit purposes of this Ypsilanti Community Band.

B. All funds of the Ypsilanti Community Band shall be deposited from time to time to the credit of the Ypsilanti Community Band in such banks, trust companies, or other depositories as the Board of Directors may select.

C. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the corporation shall be signed by any of the Treasurer, the President, or the Business Manager of the Ypsilanti Community Band.

## ARTICLE XVII – CORPORATE RECORDS, REPORTS AND SEAL

A. Records. The Ypsilanti Community Band shall keep:

1. Minutes of all meetings of the Board of Directors, committees of the Board and 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. Maintenance of these records shall be primarily the responsibility of the Secretary.
2. 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. Maintenance of these records shall be primarily the responsibility of the Treasurer.
3. A record of its members, indicating her/his name and addresses and, if applicable, the class of membership held by each member and the termination date of any membership. Maintenance of these records shall be primarily the responsibility of the Personnel chair.
4. A copy of the Ypsilanti Community Band's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the Ypsilanti Community Band at all reasonable times during office hours. Primary responsibility for the maintenance of these records shall be that of the Business Manager.

B. Inspection and Reports.

1. Every member of the Board of Directors shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Ypsilanti Community Band and shall have such other rights to inspect the books, records, and properties of the Ypsilanti Community Band as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

2. Each and every member of the Ypsilanti Community Band 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 and addresses, at reasonable times, upon written demand on the Personnel chair of the Ypsilanti Community Band, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the Personnel chair of the Ypsilanti Community Band, upon written demand on, and payment of a reasonable charge to, the Personnel chair of the Ypsilanti Community Band, a list of the names and addresses of those members as of the most recent record date for which the list has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Personnel chair of the Ypsilanti Community Band 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 Board of Directors or of committees of the board, upon written demand on the Secretary of the Ypsilanti Community Band by the member, for a purpose reasonably related to such person's interests as a member. Members shall have such other rights to inspect the books, records, and properties of the Ypsilanti Community Band as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

C. Seal. The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Ypsilanti Community Band. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## ARTICLE XVIII – IRC 501(c)(3) TAX EXEMPTION PROVISIONS

A. Limitations on Activities. No substantial part of the activities of the Ypsilanti Community Band shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Ypsilanti Community Band 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, the Ypsilanti Community Band shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

B. Prohibition Against Private Inurement. No part of the net earnings of the Ypsilanti Community Band shall inure to the benefit of, or be distributable to, its members, directors, trustees, officers, or other private persons, except that the Ypsilanti Community Band 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 Ypsilanti Community Band.

C. Distribution of Assets. In the event of the dissolution of the Ypsilanti Community Band, its assets remaining after payment, or provisions for payment, of all debts and liabilities of the Ypsilanti Community Band 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 the State of Michigan.

## ARTICLE XIX – CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of the Ypsilanti Community Band, 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 portion 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 the Ypsilanti Community Band filed with an office of this state and used to establish the legal existence of the Ypsilanti Community Band. 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.

## APPENDIX A

### Conflict of Interest Policy

#### Section A-I. Purpose

The purpose of the conflict of interest policy is to protect the Ypsilanti Community Band's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director [including the Conductor(s) and Business Manager(s)] of the Ypsilanti Community Band or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### Section A-II. Definitions

- A. Interested Person. Any director, principal officer, or member of a committee with Board of Directors delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
  
- B. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family,
  - 5. An ownership or investment interest in any entity with which the Ypsilanti Community Band has a transaction or arrangement,
  - 6. A compensation arrangement with the Ypsilanti Community Band or with any entity or individual with which the Ypsilanti Community Band has a transaction or arrangement, or
  - 7. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Ypsilanti Community Band is negotiating a transaction or arrangement.
  
- B. A financial interest is not necessarily a conflict of interest. Under Section A-III, Section B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### Section A-III. Procedures

- A. Duty to disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest

1. The chair of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
2. After exercising due diligence, the Board of Directors or committee shall determine whether the Ypsilanti Community Band can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
3. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Ypsilanti Community Band's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy.

4. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
5. If, after hearing the member's response and after making further investigation is warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section A-IV. Records of Proceedings

The minutes of the Board of Directors and all committees with Board delegated powers shall contain:

- A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Section A-V. Compensation

- A. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Ypsilanti Community Band for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Ypsilanti Community Band for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Ypsilanti Community Band, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### Section A-VI. Periodic Reviews

- A. To ensure that the Ypsilanti Community Band operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
- B. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- C. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Ypsilanti Community Band's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## Section A-VII. Use of Outside Experts

When conducting the periodic reviews as provided for in Section A-VI, the Ypsilanti Community Band may, but is not required to, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ADOPTION OF BYLAWS

This is to attest to the fact that the preceding Bylaws were adopted by the membership of the Ypsilanti Community Band, after due notice and by a vote exceeding three-fourths (3/4) of those present and voting, on May 2, 2006. It is understood that this document is intended to replace the previous "Constitution and Bylaws" of the Ypsilanti Community Band, and that the provisions of this set of Bylaws are effective immediately.

Signature on file  
Jenifer Taratsas, Secretary

Signature on file  
Jennifer Peters, President

Signature on file  
Jerry Robbins, Conductor

Signature on file  
Cindy Kamish, Business Manager

This is to attest to the fact that the Bylaws were amended, as indicated by the membership of the Ypsilanti Community Band, after due notice and by a vote exceeding three-fourths (3/4) of those present and voting, on April 29, 2008. It is understood that the provisions of this document are effective immediately.

Signature on file  
Carter Adler, Board Member

Signature on file  
Meagan Bush, President

Signature on file  
Jerry Robbins, Conductor

Signature on file  
Paul Vaughan, Asst. Bus. Manager