

BYLAWS OF THE PIONEER BAND ASSOCIATION ANN ARBOR, MICHIGAN

ARTICLE I

NAME

- 1.1 The name of this organization is **Pioneer Band Association**.

ARTICLE II

PURPOSES

- 2.1 To be supportive of the band programs of Pioneer High School, Ann Arbor, Michigan.
- 2.2 To perform fund raising activities to provide equipment, fund trips and other necessities constructive to quality band performance.
- 2.3 To do anything reasonably in furtherance of, or incidental to the foregoing.

ARTICLE III

MEMBERSHIP

- 3.1 **Regular Membership** shall be open to all current band member students, parents or guardians. Each family with a band member, or members, shall be entitled to one vote provided that the family has paid the prescribed annual membership dues.
- 3.2 **Associate Membership** shall be open to all alumni and future band students, parents or guardians, and to all community patrons who are interested in furthering the tradition of quality in the Pioneer High School band program.
- 3.25 Regular and Associate Membership shall become effective upon completion of the annual registration with the Association.
- 3.3 **Honorary Membership** may be bestowed to persons who are in a position to render or have rendered a valuable service to the Association or music in general and remains in place unless revoked by a vote of the regular membership.
- 3.4 Only Regular Members shall be entitled to vote in Association affairs as provided for in Article 3.1, above. Any Regular Member, whose family has paid the prescribed regular annual membership dues, shall be entitled to seek election as an officer.
- 3.5 The Directors of the bands are Regular Members, ex-officio, with vote (as a Member, but not as a Board member), for as long as they are the band directors.

ARTICLE IV

FEES, DUES

- 4.1 Regular annual membership dues may be assessed against all persons applying for membership except honorary memberships in an amount established by the officers.
- 4.2 The fiscal year ends June 30.

ARTICLE V

GOVERNMENT

- 5.1 The Association shall be managed and controlled by the **Board of Directors**.
- 5.2 The officers collectively, together with any director elected by the members who is a student

16 or 17 years of age (as provided for in the Association's Restated Articles of Incorporation) shall constitute the Board of Directors of the Association and shall make and enforce rules for the government of the Association and its members, and it shall have all of the powers not reserved to the members.

- 5.3 A quorum of the Board of Directors shall be a majority of the voting members of the Board.
- 5.4 A majority vote of all voting Board members present shall be necessary to affirm any resolution before it.
- 5.5 The Board of Directors shall hold regular meetings, at least quarterly, at such times and places as they shall determine.
- 5.6 The Board of Directors may hold special meetings upon one (1) week's written notice signed by the President or any two (2) of its members.
- 5.7 The Board of Directors may appoint any regular member to fill any vacancy resulting from death, removal, resignation, or otherwise, and the appointee shall hold office at the pleasure of the Board of Directors until the next succeeding election.
- 5.8 The Board of Directors shall keep a record of its proceedings, and this record shall be open for inspection by its members.
- 5.9 The power of the Board of Directors to interpret the Bylaws shall be absolute.
- 5.10 Officers of the organization shall be as follows:

(a) **President.** The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. The President may sign, with the Secretary or any other proper officer of the Association 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 the 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 Association; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

(b) **Vice President.** In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President 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. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

(c) **Secretary.** If required by the Board of Directors, the Secretary shall give 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. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(d) **Treasurer.** If required by the Board of Directors, the Treasurer shall give 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. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(e) **Band Director**, or directors, who shall serve on the Board of Directors without vote.

(f) **Immediate Past President** who shall serve on the Board of Directors without vote.

(g) The Board of Directors may elect or appoint such other officers, including an Assistant Vice-President, Assistant Secretary and Assistant Treasurer, as it shall deem desirable, such officers to have the authority and perform the duties prescribed by written resolution, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except President and Secretary. An officer shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation or these Bylaws to be executed, acknowledged or verified by more than two officers.

ARTICLE VI

ANNUAL AND SPECIAL MEETINGS

- 6.1 The annual meeting of the Association shall be held on the regular meeting date of the Association in the month of April and at a place to be selected by the Board of Directors. No more than 12 months shall elapse between annual meetings.
- 6.2 The officers may call a special meeting or, on the written request of ten (10) Regular Members, they shall call a special meeting of the membership. Special meetings shall be held at a time and place designated by the officers.
- 6.3 Notice of each annual meeting and special meeting shall be mailed to each member at least seven (7) days prior to the date of the meeting. The special meeting(s) shall be confined to the specific purposes stated in the notice.
- 6.4 Ten (10) regular members shall constitute a quorum for the transaction of any business or election.
- 6.5 There shall be no voting except in person. Election of officers and other Board members shall be by closed ballot. All other voting shall be by open ballot, unless otherwise demanded. The candidate receiving a plurality of votes cast shall be deemed to be elected. In all other matters a majority vote of those present shall prevail.
- 6.6 At each annual meeting the officers shall make a report and the Treasurer shall present a report of the financial condition of the Association.
- 6.7 All meetings shall be governed by Robert's Rules of Order.

ARTICLE VII

ELECTION OF OFFICERS AND STUDENT BOARD MEMBERS

- 7.1 On the day of the Annual Meeting there shall be elected by the regular membership of the Association, by secret ballot, the President, Vice-President, Secretary, Treasurer, and Student Board Member who shall serve for a term of one (1) year and until their successor or successors have been elected and qualified.
- 7.2 The Board of Directors shall meet at least thirty (30) days prior to each Annual Meeting and shall nominate at least one (1) regular member each as candidate for President, Vice President, Secretary, and Treasurer, and Student Board Member.
- 7.3 Any Regular Member of the Association may be nominated as a candidate for any of the offices at the Annual Meeting provided that member gives permission to be placed on the ballot.
- 7.4 Each Regular Member shall cast one (1) vote for each office to be filled at each Annual Meeting. Cumulative voting shall not be permitted. The candidates must receive a plurality of

votes cast in accordance with these Bylaws in order to be elected to the office for which they were nominated.

- 7.5 The President shall appoint three (3) Regular Members to be judges at the election. They shall count all ballots cast in accordance with these Bylaws and shall prepare a report in writing of the results and file with the Secretary prior to the adjournment of the annual meeting. This report shall be conclusive unless objections shall be made in writing to the Secretary within two (2) days following the annual meeting.
- 7.6 Procedure in the event of objection(s).
- (a) An objection may be raised on the basis of an ineligible member voting, or failure to follow the bylaws.
 - (b) The objection shall be investigated by a special committee selected by the Board and the regular membership jointly.
 - (c) The findings of the special committee shall be presented to the Regular Members to be voted upon.
 - (d) If the objection is sustained by the vote, a new election shall be conducted for the position in question.

ARTICLE VIII

AMENDMENTS

- 8.1 These Bylaws may be amended at any regular meeting of the Association by a vote of two-thirds (2/3) of the Regular Members present provided that the amendment has been submitted in writing by at least the previous regular meeting.

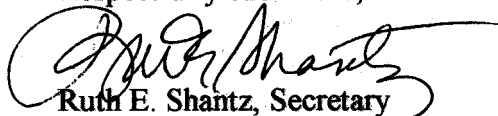
ARTICLE IX

DISSOLUTION

- 9.1 This Association is not organized, or shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for non-profit purposes. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Washtenaw County, Michigan, if the principal office of the Association is located in the said county at the time of dissolution of the said Association, or by the Circuit Court (or equivalent thereof) of the county in which the principal office of the Association is then located, exclusively, for such purposes or to such organization or organizations, as the said Court shall determine, which are organized and operated exclusively for such purposes.

These Amended Bylaws adopted at a meeting of the Pioneer Band Association on April 8, 2003 in accordance with Article VIII of the Bylaws then in effect.

Respectfully submitted,


Ruth E. Shantz, Secretary