

BY-LAWS OF THE AFTER HOURS COMMUNITY BAND, INC.

Revised Effective January 1, 1993

Adopted November 10, 1992

(Revised October 26, 1993 and September 17, 2024)

ARTICLE I

Name, Purpose, and Philosophy

Section 1. The name of the organization is the After Hours Community Band, Inc. (hereafter called Band).

Section 2. The purpose of this non-profit, 501(c)(3) tax-exempt organization is to provide civic, charitable, and community services as set forth in its Certificate of Incorporation and by doing so, to provide enjoyment to its members.

Section 3. The philosophy of the Band is to provide these services by providing musical performances for the enjoyment of the general public in situations such as at community, organization and church picnics and fairs, and at shopping malls, retirement centers, nursing homes and similar locations.

ARTICLE II

Membership

Section 1. Anyone who is an active musician in the Band shall be a member of the Band without regard to race, color, religion, sex (including gender identity, sexual orientation, and pregnancy), national origin, age, disability or genetic information.

Section 2. The Band is open to all musicians. No auditions are required for membership.

Section 3. No fees or charges are levied against the members and no performance fees are paid to members.

Section 4. Anyone who no longer displays an interest in being a member shall forfeit membership by vote of the Executive Committee. Any member may request reinstatement.

ARTICLE III

Organization

Section 1. The Band shall be managed by a board of directors called the Executive Committee. The Executive Committee shall be elected from the membership and be comprised of a President, Vice President, Secretary, Treasurer, and three "At-Large" members. The President, Vice President, Secretary, and Treasurer are the officers of the Band.

Section 2. The Executive Committee shall make policy decisions needed for the operation of the Band. The Executive Committee shall meet when designated by the Executive Committee at its prior meeting, no less than six times per year, and additionally as called by the President. A majority constitutes a quorum.

Section 3. Money expenditures are authorized through the approval of the annual budget by the band membership. Expenditures that arise outside of the annual budget can be authorized as follows: (1) if less than \$500, by the Executive Committee (2) if greater than or equal to \$500, by a simple majority of the band membership. No one, including the Executive Committee, is authorized to indebted the Band. The Executive Committee shall review the annual budget prepared by the Finance Committee and present it to the Band for approval at the Annual Meeting.

Section 4. The Executive Committee shall be responsible for generating the funds necessary to perpetuate the Band.

Section 5. The Executive Committee shall select and approve conductors.

Section 6. The Executive Committee shall report its actions at the Annual Meeting of the membership and periodically during the year.

ARTICLE IV

Duties of Officers

Section 1. The President shall preside at all meetings of the Band and the Executive Committee, shall perform such other duties as may be prescribed in these By-laws or assigned by the Executive Committee, and shall coordinate the work of the officers and committees of the Band in order that the Purposes may be promoted. The President is an ex officio member of all committees.

Section 2. The Vice President shall assume the duties of the President in his/her absence, serve as chair of the Membership Committee and maintain the membership roll which shall be published at defined intervals, and have such other duties as prescribed by these By-laws or assigned by the Executive Committee.

Section 3. The Secretary, or his/her designee, shall record the minutes of all meetings of the Band and of the Executive Committee, and shall perform such other duties as may be delegated to him/her.

Section 4. The Treasurer shall have custody of all of the funds of the Band; shall keep a full and accurate account of receipts and expenditures; shall make disbursements in accordance with the approved budget as authorized by 1) the Band, or 2) the Executive Committee. The Treasurer shall submit a quarterly financial statement to the Band and will file the annual corporate registration report with the Missouri Secretary of State. The Treasurer will serve as chair of the Finance Committee.

Section 5. All officers shall deliver all official materials to their successors promptly following the election of their successors.

ARTICLE V

Duties of Members-at-Large

A Member-at Large shall serve as liaison between the Band membership and the Executive Committee by being aware of the interests and desires of Band members and by being able to relate actions of the Executive Committee to Band members. A Member-at Large shall also perform such other duties as delegated by the Executive Committee.

ARTICLE VI

Election of Executive Committee

Section 1. The four (4) officers and three (3) "At-Large" members shall be elected at a November Band Meeting by vote of the membership by a simple majority of the votes cast. Notice of election shall be given two weeks in advance.

Section 2. The election procedure shall be as established by the Executive Committee with the approval of the membership. Voting by proxy is not permitted.

Section 3. Executive Committee members shall assume their official duties following the close of the Annual Meeting and shall serve for a term of one (1) year and until the close of the Annual Meeting the following year.

Section 4. A vacancy of an elected office on the Executive Committee shall be filled for the unexpired term by a Band member elected by a simple majority vote at a special meeting of the Band membership. Notice of such special meeting shall be given two weeks in advance.

ARTICLE VII

Meetings

Section 1. The Annual Meeting of the Band shall be held as designated by the Executive Committee, usually in January. Its purpose is to approve the budget and may include informational updates from the Executive Committee and other band committees.

Section 2. Special Band meetings may be called by the Executive Committee as necessary, the purpose of such meeting shall be specified.

Section 3. Written notice of Band meetings shall be made 1 week prior to the Annual Meeting or special meeting. Such notice shall state the place, day, and hour of the meeting.

Section 4. A Band meeting may be called to order when a quorum of more than 50% of the membership listed on the last published membership roll is present.

Section 5. Voting members at Band meetings shall be those members that are listed on the last published membership roll.

ARTICLE VIII

Standing and Special Committees

Section 1. All committees are subordinate to the Executive Committee and all committee work shall be authorized by the Executive Committee before undertaken.

Section 2. Committees may have any number of members; members and chair shall be appointed by the Executive Committee except as otherwise provided in these bylaws.

Section 3. The Standing Committees of the Band are 1) Membership, 2) Conductors, 3) Performance, and 4) Finance.

Section 4. Special Committees may be formed and disbanded by the Executive Committee as needed.

ARTICLE IX

Duties of Standing Committees

Section 1. The Membership Committee shall actively seek new members as needed for the Band. This committee shall also be sensitive to the wants and needs of the existing membership and provide opportunities for fellowship among the members in order to perpetuate the Band.

Section 2. The Conductors Committee shall be comprised of all conductors and shall manage music acquisition within the budget parameters, music for performances, and oversee the music library and band equipment.

Section 3. The Performance Committee shall actively seek opportunities for a variety of Band performances throughout the year. They shall make all arrangements as necessary and coordinate the performance schedule.

Section 4. The Finance Committee shall prepare the annual budget for the Executive Committee and oversee the care of funds and assets, including reporting to the band membership.

ARTICLE X

Amendments

These By-laws may be amended, repealed, or altered in whole or in part by a simple majority vote of the Band membership at any regular or special meeting.

ARTICLE XI

Other

Any issues not directly addressed by the Articles of Incorporation or the By-laws shall be decided by the Executive Committee.

ARTICLE XII

Indemnification

Each Director, officer, or volunteer; or former Director, officer, or volunteer; of this corporation, and his or her legal representatives, shall be and hereby is indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or her or his or her estate in connection with or arising out of any action, suit, proceeding or claim in which he or she is made a party by reason of being or having been a Director, officer, or volunteer of this corporation; shall in like manner be

indemnified by this corporation; provided that in neither case shall the corporation indemnify such Director, officer, or volunteer with respect to any matters as to which he or she shall be finally adjudged in any such action, suit or proceeding to have been liable for gross negligence or willful misconduct in the performance of his duties as such Director, officer, or volunteer. The indemnification herein provided for, however, shall apply also in respect to any amounts paid in compromise of any such action, suit, proceeding or claim asserted against such Director, officer, or volunteer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of this corporation shall have first approved such proposed compromise settlement and have determined that the Director, officer, or volunteer involved was not guilty of gross negligence or willful misconduct; but in taking such action, any director involved shall not be qualified to vote thereon.

In determining whether or not a Director, officer, or volunteer was guilty of gross negligence or willful misconduct in any such matter, the Board of Directors may rely conclusively upon the opinion of independent legal counsel selected by the Board of Directors. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right to indemnification herein provided shall not be exclusive of any other right to which said Director, officer, or volunteer may be lawfully entitled.

No Director, officer, or volunteer of the corporation shall be liable to any other Director, officer, or other person or the corporation for any action taken or refused to be taken by him or her as Director, officer, or volunteer with respect to any matter within the scope of his or her official duties except such action, neglect or failure to act as shall constitute gross negligence or willful misconduct in the performance of his or her duties as Director, officer, or volunteer.

AFTER HOURS COMMUNITY BAND, INC.

PROPOSED BYLAW CHANGES

October 19, 1993

Approved October 26, 1993

These changes are recommended to allow for earlier elections which will permit a more orderly transfer of duties to the new Executive Committee.

(Changes are underlined.)

Article VI, Section 1

PROPOSED: Four (4) officers and three (3) "At-Large" members shall be elected at a November Band Meeting by vote of the membership by a simple majority of the votes cast.

CURRENTLY: ... the Annual Meeting.....

Article VI, Section 3

PROPOSED: Executive Committee members shall assume their official duties following the close of the January Annual Meeting and shall serve for a term of one (1) year and until the close of the January Annual Meeting the following year.

CURRENTLY: Annual Meeting and shall serve for a term of one (1) year and until the election and qualification of their successors.

AFTER HOURS COMMUNITY BAND, INC.
PROPOSED BYLAW CHANGES
September 10, 2024
Approved September 17,2024

The following change was approved by a vote of the Band on November 20, 2001 and is now being added to the formal documentation of the bylaws.

ARTICLE III, Section 3

PROPOSED: The Executive Committee shall authorize all money expenditures; all expenditures exceeding \$500 require approval by a simple majority of the Band membership.

CURRENTLY: ... all expenditures exceeding \$200 require approval...

The following changes were presented for approval to membership and include adjustments to reflect expectations of meeting frequency, communication protocols and other minor adjustments throughout the document. These changes were approved by a vote of the Band on September 17,2024.

(Language additions are underlined)

ARTICLE I , Section 2

PROPOSED: The purpose of this non-profit, 501(c)(3) tax-exempt organization is to provide civic, charitable, and community services as set forth in its Certificate of Incorporation and by doing so, to provide enjoyment to its members.

CURRENTLY: The purpose of this not-for-profit organization is to provide...

ARTICLE II, Section 1

PROPOSED: Anyone who is an active musician in the Band shall be a member of the Band without regard to race, color, religion, sex (including gender identity, sexual orientation, and pregnancy), national origin, age, disability or genetic information.

CURRENTLY: Anyone who is an active player in the Band shall be a member of the Band without regard to race, creed, sex, age, or national origin.

ARTICLE II, Section 3

PROPOSED: No fees or charges are levied against the members and no performance fees are paid to members.

CURRENTLY: ...and no fees are paid to members.

ARTICLE III, Section 2

PROPOSED: The Executive Committee shall make policy decisions needed for the operation of the Band. The Executive Committee shall meet when designated by the Executive Committee at its prior meeting, no less than six times per year, and additionally as called by the President. A majority constitutes a quorum.

CURRENTLY: The Executive Committee shall make policy decisions needed for the operation of the Band. The Executive Committee shall meet on the first Monday of each month, or when designated by the Executive Committee at its prior meeting, and additionally as called by the President. A majority constitutes a quorum.

ARTICLE III, Section 3

PROPOSED: Money expenditures are authorized through the approval of the annual budget by the band membership. Expenditures that arise outside of the annual budget can be authorized as follows: (1) if less than \$500, by the Executive Committee (2) if greater than or equal to \$500, by a simple majority of the band membership. No one, including the Executive Committee, is authorized to indebted the Band. The Executive Committee shall review the annual budget prepared by the Finance Committee and present it to the Band for approval at the Annual Meeting.

CURRENTLY: The Executive Committee shall authorize all money expenditures exceeding \$200 required approval by a simple majority of the Band membership. No one, including the Executive Committee, is authorized to indebted the Band. The Executive Committee shall review the annual budget prepared by the Finance Committee and present it to the Band for approval.

ARTICLE IV, Section 2

PROPOSED: The Vice President shall assume the duties of the President in his/her absence, serve as chair of the Membership Committee and maintain the membership roll which shall be published at defined intervals, and have such other duties as prescribed by these By-laws or assigned by the Executive Committee.

CURRENTLY: The Vice President shall assume the duties of the President in his/her absence, serve as chairman of the Membership Committee and maintain the membership roll which shall be published quarterly, and have such other duties as prescribed by these By-laws or assigned by the Executive Committee.

ARTICLE IV, Section 4

PROPOSED: The Treasurer shall have custody of all of the funds of the Band; shall keep a full and accurate account of receipts and expenditures; shall make disbursements in accordance with the approved budget as authorized by 1) the Band, or 2) the Executive Committee. The Treasurer shall submit a quarterly financial statement to the Band and will file the annual corporate registration report with the Missouri Secretary of State. The Treasurer will serve as chair of the Finance Committee.

CURRENTLY: The Treasurer will serve as chairman of the Finance Committee.

ARTICLE VI, Section 1

PROPOSED: The four (4) officers and three (3) "At-Large" members shall be elected at a November Band Meeting by vote of the membership by a simple majority of the votes cast. Notice of election shall be given two weeks in advance.

CURRENTLY: Four (4) officers and three (3) "At-Large" members shall be elected at a November Band Meeting by vote of the membership by a simple majority of the votes cast.

ARTICLE VI, Section 3

PROPOSED: Executive Committee members shall assume their official duties following the close of the Annual Meeting and shall serve for a term of one (1) year and until the close of the Annual Meeting the following year.

CURRENTLY: Executive Committee members shall assume their official duties following the close of the January Annual Meeting and shall serve for a term of one (1) year and until the close of the January Annual Meeting the following year.

ARTICLE VI, Section 4

PROPOSED: A vacancy of an elected office on the Executive Committee shall be filled for the unexpired term by a Band member elected by a simple majority vote at a special meeting of the Band membership. Notice of such special meeting shall be given two weeks in advance.

CURRENTLY: ...Band membership. Written notice of such special meeting shall be given ...

ARTICLE VII, Section 1

PROPOSED: The Annual Meeting of the Band shall be held as designated by the Executive Committee, usually in January. Its purpose is to approve the budget and may include informational updates from the Executive Committee and other band committees.

CURRENTLY: The Annual Meeting of the Band shall be held in November as designated by the Executive Committee. Its purpose is to elect the Executive Committee, to receive and review reports from the officers and committees, to approve the budget, and to act upon other matters as necessary.

ARTICLE VII, Section 4

PROPOSED: A Band meeting may be called to order when a quorum of more than 50% of the membership listed on the last published membership roll is present.

CURRENTLY: A Band meeting may be called to order when a quorum of more than 50% of the membership listed on the last published quarterly membership roll is present.

ARTICLE VIII, Section 2

PROPOSED: Committees may have any number of members; members and chair shall be appointed by the Executive Committee except as otherwise provided in these bylaws.

CURRENTLY:members and chairmen shall be appointed...

ARTICLE IX, Section 1

PROPOSED: The Membership Committee shall actively seek new members as needed for the Band. This committee shall also be sensitive to the wants and needs of the existing membership and provide opportunities for fellowship among the members in order to perpetuate the Band.

CURRENTLY: The Membership Committee shall actively seek new members as needed for the Band via newspaper articles and ads, word of mouth, announcements at performances, and other means. This committee shall also be sensitive ...

ARTICLE IX, Section 2

PROPOSED: The Conductors Committee shall be comprised of all conductors and shall manage music acquisition within the budget parameters, music for performances, and oversee the music library and band equipment.

CURRENTLY: The Conductors Committee shall be comprised of all conductors and shall recommend music for acquisition, music for performances, and oversee the music library.

ARTICLE IX, Section 4

PROPOSED: The Finance Committee shall prepare the annual budget for the Executive Committee and oversee the care of funds and assets, including reporting to the band membership.

CURRENTLY: The Finance Committee shall prepare the annual budget for the Executive Committee and oversee the care of funds and assets.