

BYLAWS

**JACKSON HOLE COMMUNITY BAND**

A Non-profit Association

May 28, 1993

ARTICLE I

Name

The name of this organization shall be "Jackson Hole Community Band" hereinafter referred to as "the band."

ARTICLE II

Membership

All persons who have regularly participated in rehearsals or concerts shall be regular members of the Band.

ARTICLE III

Purpose

The purpose of the organization shall be twofold: (1) to provide music for public occasions such as parades, public gatherings, visits of dignitaries, benefits for charitable or civic organizations, public schools and other good works and (2) to provide an opportunity for those members of the community who have an interest in instrumental music to participate in an organization with others during their leisure time.

ARTICLE IV

Limits

The Band shall not engage in any activities not permitted by an organization exempt from Federal income tax under the Internal Revenue Code nor shall it engage in any activities prohibited by law. Even though the Band will participate in a variety of civic functions, it will not align with any political, religious or ethnic causes.

ARTICLE V

Meetings

1. Annual meeting. The band shall hold an annual meeting in January of each year. The President shall call the meeting and shall designate the time and place of such meeting. The members present and represented by proxy shall constitute a quorum.

2. Special Meetings. Special meetings may be called by the President as needed.

3. Proxies. At each annual or special meeting, each member entitled to vote may do so in person or by proxy, executed by that member.

4. Votes. Each member of the Band shall have one vote, either in person or by proxy.

#### ARTICLE VI Board of Directors

1. Number. The number of Directors of the Band initially shall be seven. This number may be changed from time to time at the discretion of the Board.

2. Election. The Board of Directors shall be elected by the members at the annual meeting. The term of the Board of Directors shall be one year. The Board of Directors shall have general charge of all Band affairs. A Director need not be a member of the Band.

3. Compensation. No director shall receive compensation for any service(s) rendered to the Band as a Director; provided however, that a Director may be reimbursed for expenses incurred in the performance of duties as a Director to the extent such expenses are approved by the Board of Directors.

4. Resignation and Removal. A Director may resign at any time by delivering notice to the Board of Directors. Any Director elected by the members may be removed at any time, with or without cause, by the vote of the majority of Board members. If vacancies occur in the Board of Directors, the remaining directors may appoint a Director to fill the vacancy until the next annual meeting.

5. Informal Action by Directors. Any action that is required or permitted to be taken at a meeting of the Board of Directors, either regular or special, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Directors.

#### ARTICLE VII Officers

The officers of the Band shall consist of a President, Vice-President, Secretary and Treasurer who shall be elected by the members of the Band at the annual meeting. Officers must be members of the Band. A director may serve as an officer. Any one person may hold more than one office. Term of officers shall be one year.

#### ARTICLE VIII Amendment

Except as otherwise provided by Wyoming law, by the Articles of Association, or by these Bylaws, the Bylaws may be amended, altered, or added by the members upon affirmative vote of a majority of the members present at a meeting called for that purpose.

IN WITNESS WHEREOF, the undersigned, constituting the Directors of the Jackson Hole Community Band have executed the Bylaws this 28<sup>th</sup> day of May, 1993.

/s/

Susan J. Bybee

Craig S. Carpenter

Don Cushman

Rich McLaughlin

Cynthia Millard

Thomas Ninnemann

Jeff Woodruff