

CODE OF BY-LAWS  
OF  
ZIONSVILLE ORCHESTRAS, INC

(As Adopted \_\_\_\_\_, 2017)

ARTICLE I

Identification

Section 1.01. Name. The name of the Corporation shall be **ZIONSVILLE ORCHESTRAS, INC.**

Section 1.02. Principal Office and Resident Agent. The Corporation shall have and continuously maintain a registered office, known as the "principal office", in the State of Indiana. The current principal office is 1000 Mulberry Street, Zionsville, IN 46077. The Corporation shall also have and continuously maintain a registered agent in the State of Indiana.

ARTICLE II

Purposes

The exclusively civic, charitable and educational purposes for which the Corporation is formed are for the Corporation to support the orchestra program of the Zionsville Community High School Music Department (the "Music Department") by:

- (a) Providing financial resources to the Music Department for orchestra music programs;
- (b) Assisting the Music Department in its educational efforts in the field of music;
- (c) Aiding in the development of student interest in music;
- (d) Supporting and promoting student leadership and responsibilities in the orchestra program;
- (e) Sponsoring and supporting performances of orchestral music by the Music Department for the Zionsville community and the general public; and
- (f) Performing all other acts necessary or incidental to the above-stated purposes which are authorized and permitted pursuant to the Indiana Nonprofit Corporations Act of 1991, as amended.

Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other 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 of 1986, as amended ("Code"), or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

Any other provision contained in these By-Laws notwithstanding, no part of the earnings of the Corporation shall inure to the benefit of any private shareholder or individual and no substantial part of its activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of any candidate for public office. No solicitation of contributions to the Corporation shall be made and no gifts, bequests or devises to the Corporation shall be accepted upon any condition or limitation which, in the opinion of the Corporation, may cause the Corporation to lose any exempt status which it may obtain excusing the Corporation from the payment of state or federal income taxes.

Notwithstanding any other provision of these By-Laws, if at any time or times the Corporation shall be a "private foundation" as defined in Section 509 of the Code, then, during such time or times, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to attacks on undistributed income imposed by Section 4942 of the Code; shall not engage in any act of self-dealing as defined in Section 4949(d) of the Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Code; shall not make any investments in such manner as to incur tax liability under Section 4944 of the Code; and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding any other provision of these By-Laws, during any taxable year in which the Corporation has elected to have the provisions of Code Section 501(h) in effect, the Corporation shall not make lobbying expenditures in such amounts as to incur tax liability under Code Section 4911.

In the event of dissolution, the Corporation shall, after payment of all liabilities, distribute any remaining assets to an organization or organizations which, at the time, are exempt from taxation under Section 501(c)(3) of the Code.

Any reference herein to any provision of the Internal Revenue Code of 1986 shall be deemed to mean such provisions as are now or hereafter existing, amended, supplemented, or superseded, as the case may be.

## ARTICLE III

### Membership

**Section 3.01. Qualification for Membership.** Any person or entity who is interested in supporting the orchestra program shall be deemed a Membership holder qualified to be a Voting Member when attending any meeting of the Members.

**Section 3.02. Membership Classes.** There shall be classes of Members of the Corporation as follows:

(a) **Voting Members:** Voting Members shall be those Members who are in attendance at any meeting of the Members.

(b) **Non-Voting Members:** Non-Voting Members shall mean and include all Members not in attendance at any meeting of Members, whether or not any such Non-Voting Member has at any time or from time to time been a Voting Member at any meeting of Members. Non-Voting Members become Voting Members when in attendance at any meeting of Members.

**Section 3.03. Membership Dues.** Membership dues shall be determined from time to time by the Board of Directors. Failure to pay any required dues shall be grounds for removal as a Member.

**Section 3.04. Certificates.** There shall be no Membership certificates.

**Section 3.05. Rights, Preferences, Limitations and Restrictions of Classes.** All Members of the Corporation shall have the same rights, preferences, limitations and restrictions as the other members of the class of Members to which they belong.

## ARTICLE IV

### Meetings of Members

**Section 4.01. Annual Meetings.** An annual meeting of the Members of the Corporation shall be held after the close of each fiscal year of the Corporation at such time as may be set by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. The annual meeting shall be held at such place within the State of Indiana as may be determined by the Board of Directors.

**Section 4.02. Special Meetings.** Special meetings of the Members of the Corporation may be called by the President, by a majority of the Members of the Board of Directors, or by written petition signed by at least one-tenth of all the Voting Members of the Corporation.

**Section 4.03. Notice of Meetings.** Written notice stating the place, day and hour of any meeting of the members, and, in the case of special meetings, the purpose for which any such meeting is called, shall be delivered or mailed by the Secretary of the Corporation, or by the officer or persons calling the meeting, to each Member of the Corporation at the address for such Member which appears on the records of the Corporation, at least fifteen (15) days before the date of such meeting.

**Section 4.04. Waiver of Notice.** Notice of any meeting may be waived in writing by any Member if the waiver sets forth in reasonable detail the time and place of the meeting and the purposes thereof. Attendance at any meeting shall constitute a waiver of notice thereof unless such attendance is for the purpose of objecting to the transaction of any business on grounds that the meeting was not lawfully called or convened.

**Section 4.05. Voting by Proxy.** There shall be no voting by proxy.

**Section 4.06. Quorum.** The presence in person of at least three of the Voting Members of the Corporation present at any Meeting of Members (which shall be all of the Members in attendance at any such meeting of Members) shall be necessary to constitute a quorum for all purposes at any meeting of the Members of the Corporation, and the act of the majority of such Voting Members present in person and voting at any meeting at which there is a quorum shall be the act of the full Membership. Whether or not a quorum is present, any meeting may be adjourned by a majority of the Members present in person and voting, without notice other than by announcement at the meeting, and without further notice to any absent Non-Voting Member.

**Section 4.07. Action Without a Meeting.** There shall be no Member actions taken without a meeting of Members.

## **ARTICLE V**

### **Board of Directors**

**Section 5.01. General Powers.** The affairs of the Corporation shall be managed by its Board of Directors.

**Section 5.02. Number, Nominating Committee, Election and Terms of Office.**

(a) The Board of Directors shall consist of between five (5) and nine (9) persons. The initial number of Directors shall be five (5) persons.

(b) Each of the Directors who shall have completed his or her term shall leave office, once his or her successor in office shall have been elected and qualified, unless such Director shall himself or herself have been re-nominated and reelected for an additional term.

(c) At a meeting prior to the annual meeting of the Members, the Board of Directors shall select candidates to stand for election at the next annual meeting of the Members as recommended replacements for those Directors who shall have completed their terms. Such recommended candidates for election to the Corporation's Board of Directors shall be selected from a slate recommended to the Board of Directors by a nominating committee which shall be appointed annually by the Board of Directors for such purpose each year. The Board of Directors also may consider adding its own nominees to the slate recommended by the nominating committee based on recommendations of the Members, members of the Board of Directors and others. Following receipt of the recommendations of the nominating Committee, the Board of Directors shall vote, on a nominee by nominee basis, whether or not to select such nominees for election to the Board of Directors. When the Board of Directors has selected a slate of nominees from the candidates proposed by the nominating committee and/or, from the recommendations and/or nominations of Members, members of the Board of Directors, and others, the Board of Directors shall adopt a recommended slate of nominees for positions on the Board of Directors. The Board of Directors shall then recommend such slate of nominees for election in the notice to Members of the next annual meeting of Members.

(d) Members shall vote to elect or not elect Directors recommended by the Board of Directors by majority vote of Voting Members at each annual meeting of the Members as provided in Section 4.01 of these By-Laws.

(e) Each Director, once elected, shall continue in office until the earliest to occur of such Director's (i) resignation, or (ii) removal from office, or (iii) the election and qualification of such Director's successor in office.

**Section 5.03. Classes and Terms of Office of Classes of Directors.** The initial Board of Directors shall be comprised of a single class and each shall be elected to serve a one (1) year term.

**Section 5.04. Vacancies.** Any vacancy on the Board of Directors caused by the death, disqualification or resignation of one of the elected members of the Board of Directors may be filled by majority vote of the remaining members of the Board of Directors. Any Director thus selected shall hold office until the next annual meeting of the Directors of the Corporation and until his or her successor is elected and qualified. When a Director is removed or when the number of Directors is increased by an amendment to this Code of By-Laws, the vacancy or vacancies thus created shall be filled by the majority vote of the then current members of the Board. Any Director thus elected shall hold office until the next annual meeting of the Directors of the Corporation and until his or her successor is elected and qualified.

**Section 5.05. Resignation and Removal of Directors.** Any Director may resign at any time. A resignation shall be made in writing to the Board of Directors and shall take effect at the time specified therein or, if no time is specified, at the time of its receipt by

the Board. The acceptance of a resignation shall not be necessary to make it effective. Any Director may be removed from office with cause by a vote of a majority of all the Directors, or without cause by a vote of two-thirds of all the Directors, at any meeting of the Directors called expressly for that purpose.

**Section 5.06. Annual Meetings.** The annual meeting of the Board of Directors shall be held in the month of May of each year, or at such other time after the close of each fiscal year of the Corporation as may be set by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. The annual meeting shall be held at such place within the State of Indiana as may be determined by the Board of Directors.

**Section 5.07. Regular Meetings.** Other meetings of the Board of Directors shall be held monthly at a time and place determined by the Board. No notice shall be necessary for any regular meeting.

**Section 5.08. Special Meetings.** Special meetings of the Board of Directors may be held upon call of the President or of a majority of the members of the Board. A written notice stating the time, place and general purpose of any special meeting shall be delivered or mailed to each Director by the Secretary of the Corporation, or by the officer or persons calling the meeting, at least twenty-four hours before the time of such meeting if the notice is hand delivered or sent via electronic communication, or at least five mail delivery days before the date of such meeting if the notice is mailed. Notice of any special meeting may be waived in writing. Attendance at any special meeting shall constitute a waiver of notice thereof unless such attendance is for the purpose of objecting to the transaction of any business on grounds that the meeting was not lawfully called or convened.

**Section 5.09. Quorum.** The presence of a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of any business, and the act of the majority of the Directors present and voting at any 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, by the Articles of Incorporation, or by this Code of By-Laws. For the purpose of filling vacancies on the Board of Directors as provided above, a majority of the Directors then in office shall constitute a quorum, and a majority vote of this quorum shall be required to elect a new Director or Directors. A Director shall be deemed to be present at a meeting for the purpose of constituting a quorum and transacting business thereat if, at the time of such meeting, he shall participate by telephone in the transaction of the business thereof and if such Director shall subsequently approve and sign the minutes of such meeting.

**Section 5.10. Action Without Meeting.** Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if, prior to such action, written consents setting forth the action to be so taken shall be signed by all members of the Board of Directors and such written consents shall be filed with the minutes of the proceedings of the Corporation.

**Section 5.11. Compensation.** No Director or officer of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument therefrom in his or her capacity either as an officer or as a Director, **provided, however,** that nothing in these By-Laws shall prevent any Director or officer from receiving any reasonable direct or indirect salary, compensation or emolument for bona fide services rendered as an employee of or contractor with the Corporation.

## **ARTICLE VI**

### **Officers**

**Section 6.01. Number and Qualifications.** The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer, all of whom shall be Members of the Corporation's Board of Directors, and such other officers, if any, including one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, as the Board of Directors may from time to time appoint.

**Section 6.02. Election and Terms of Office.** The President shall be nominated by the Board of Directors from among their number and elected by a majority of a quorum of the Members at an annual or other meeting scheduled for that purpose. The President shall be elected for a one-year term of office. The other officers of the Corporation shall be elected every year by the Board of Directors at the regular annual meeting immediately following the election of the Directors. If the election of officers other than the President shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient at any special meeting of the Board of Directors. Any vacancies may be filled or new offices 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 qualified.

**Section 6.03. Removal.** Any officer of the Corporation may be removed by a vote of the majority of the Board of Directors then in office at any general or special meeting.

**Section 6.04. President.** The President shall be the principal executive officer of the Corporation and shall, in general, supervise and conduct the activities and operations of the Corporation. He or she shall have general supervision of the affairs of the Corporation, and shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the Corporation. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, in the name of the Corporation all contracts and documents authorized either generally or specifically by the Board of Directors. He or she shall serve as Chairperson at all meetings of the Board of Directors. He or she shall perform such other duties as shall from time to time be assigned to him or her by the Board of Directors.

**Section 6.05. Vice President(s).** The Vice President(s) shall have such powers and duties as set forth herein and as may be assigned to them by the President or the Board of Directors. In the absence of the President, the Vice President(s) shall, in general, perform the duties of the President.

**Section 6.06. Vice President, Fundraising.** The Vice President, Fundraising, shall supervise the fundraising projects for the general fund and student accounts and shall perform such other duties as the Board of Directors shall prescribe.

**Section 6.07. Vice President, Communications.** The Vice President, Communications, shall be responsible for informing the public about the Corporation's efforts to support the orchestra program and communicating with the members regarding the Corporation's activities.

**Section 6.08. Vice President, Membership.** The Vice President, Membership, shall be responsible for membership activities including but not limited to: conducting a yearly membership drive, maintaining a list of members and collecting membership dues to be given to the Treasurer for inclusion in the general fund.

**Section 6.09. Secretary.** The Secretary shall act as Secretary of all meetings of the Board of Directors, and shall keep the minutes of all such meetings in books proper for that purpose. He or she shall attend to the giving and serving of all notices of the Corporation. He or she shall be custodian of the corporate records. He or she shall perform all other duties customarily incident to the office of Secretary, subject to control of the Board of Directors, and shall perform such additional duties as shall from time to time be assigned to him or her by the Board of Directors.

**Section 6.10. Treasurer.** The Treasurer shall have custody of all funds of the Corporation which may come into his or her hands. He or she shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, he or she shall render a statement of his or her accounts. He or she shall at all reasonable times exhibit his or her books and accounts to any officer or Director of the Corporation and shall perform all duties customarily incident to the position of Treasurer, subject to the control of the Board of Directors, and shall, when required, give security for the faithful performance of his or her duties as the Board of Directors may determine. The Treasurer shall prepare a yearly budget to be submitted for approval by the Board of Directors at their annual meeting for implementation in the following fiscal year.

**Section 6.11. Assistant Secretaries and Assistant Treasurers.** The Assistant Secretaries and Assistant Treasurers shall perform such duties as shall be assigned to them by the Secretary or Treasurer, respectively, or by the President or Board of Directors, including any of the duties customarily performed by the secretary or treasurer of a corporation.



## ARTICLE VII

### Contracts, Checks, Deposits and Funds

**Section 7.01. Contracts.** The Board of Directors may authorize any officer or officers, agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 7.02. Checks, Drafts, and the Like.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed and countersigned by such officer(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Absent a resolution, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by a Director.

**Section 7.03. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**Section 7.04. 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.

**Section 7.05. Student Accounts.** A student account shall be established for each student participating in the orchestra program. The purpose of the student account is to help defray individual student expenses associated with his or her participation in the orchestra program. When a student participates in a student account fundraiser, a portion of the money raised by that student, as determined by the Board of Directors from time to time, shall be held in his or her individual student account. Funds in said account shall be used for that student's benefit to help defray general orchestra program costs such as trip expenses and yearly orchestra program fees. When a student leaves the orchestra program for any reason, funds remaining in his or her account shall revert to the Corporation.

## ARTICLE VIII

### Office and Books

**Section 8.01. Office.** The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

**Section 8.02. Books.** There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation, including a minute book which shall contain a copy of the Articles of Incorporation, a copy of these By-Laws, and all minutes of the Board of Directors.

## ARTICLE IX

### Corporate Mottos and Marks

The Corporation may, by resolution of the Board of Directors, adopt such corporate logos, trademarks and names, and motto or mottoes, each and all of which may be printed, embossed or otherwise impressed or displayed upon such of the Corporation's stationary, seals, emblems and other identifying literature and documents as the officers and directors of the Corporation may from time to time designate or elect.

## ARTICLE X

### Fiscal Year

The fiscal year of the Corporation shall begin on the first day of June of each year and end on the last day of May in the following year.

## ARTICLE XI

### Amendments

These By-Laws may be amended by the affirmative vote of a majority of the Directors in office at any meeting of the Board of Directors.

## ARTICLE XII

### Investments

The property, assets and funds of the Corporation may, in furtherance of the purposes of the Corporation, be invested in such shares of stock, whether common or preferred, bonds, notes, mortgages or other securities or other personal property or real estate as the Board of Directors may from time to time authorize and approve; **provided, however,** that no investment shall be made in such a manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as the same may be amended from time to time, or under the corresponding provision of any future United States revenue law.