

Athena Brass Band Bylaws

Article I

Name and Office

Section 1. Name. The name of the Corporation is “Athena Brass Band, Inc.” (the “Corporation”).

Section 2. Office. The office of the Corporation shall be located at 6035 Wigton Drive, Houston 77096 in the county of Harris, in the State of Texas. The Corporation may change the location of the office or maintain additional offices at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

Article II

Purpose

Athena Brass Band presents high-quality performances, educating audiences of all ages about the British style of Brass Bands and promoting the popularity of this genre. Athena Brass Band is committed to championing the advancement of women who are musicians and composers. Athena achieves this by commissioning and promoting compositions and arrangements and offering performance opportunities.

Article III

Membership

Section 1. Eligibility for Membership. Membership shall be open to anyone who has performed or been involved with the Athena Brass Band.

Section 2. Rights of Members. Each member in good standing may vote in elections for the Board of Directors at the annual meeting.

Section 3. Resignation and termination. Any member may resign by filing a written resignation with the secretary. A member may have their membership terminated by a majority vote of the Board.

Article IV

Board of Directors

Section 1. Power of Board of Directors. The Board of Directors of the Corporation (the “Board”) shall have general power to control and manage the affairs and property of the Corporation subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Formation and in these Bylaws.

Section 2. Number of Directors. The number of Directors shall not be less than five (5) and shall ordinarily not be more than fifteen (15) and will include the Music Director, and must always be an odd number of Directors. The number may be increased or decreased by amendment of the Bylaws adopted by the Board, but no decrease shall shorten the term of any incumbent Director or decrease the number of Directors to fewer than five (5) Directors.

Section 3. Term of Music Director. The Music Director serves at the discretion of the Executive Board. The Music Director is a non-voting board member.

Section 4. Term of Founding Member. The founding member is a permanent position. The founding member is a non-voting board member.

Section 5. Term of Other Directors. Directors elected by the members shall hold office for two (2) year terms. Ordinarily, no Director shall serve more than three (3) consecutive terms, with the exception of the Treasurer. For continuity, the Treasurer may serve a longer term if approved by the Board.

Section 6. Elections of Directors. At each annual meeting of the Board, the members shall elect the Directors to serve a term beginning in the ensuing year. Vacancies occurring between annual meetings may be filled for the remainder of the term by recommendation from the Nominating Committee and voted by the Board of Directors.

Section 7. Removal. Any Director may be removed at any time, with or without cause by a two-thirds (2/3) majority of Directors then in office at a regular or special meeting of the Board, provided that written notice of the intention to consider the removal of such Director has been included in the notice of the meeting. No Director shall be removed without the opportunity to be heard at such a meeting, but no formal hearing procedure needs to be followed.

Section 8. Resignation. Any Director may resign from office at any time by submitting a written resignation to the President and/or to the other directors.

Article V

Officers

Section 1. Officers of the Board. The officers shall consist of a President, a Vice President, a Secretary, and a Treasurer. These constitute the Executive Committee.

Section 2. Term of Officers. Officers shall serve a term of two (2) years until their

successors are elected. No officer shall serve more than three (3) consecutive terms in the same office.

Section 3. Election of Officers. At each annual meeting of the Board, the Directors shall elect the Officers to serve a term beginning in the ensuing year. Vacancies occurring between annual meetings may be filled for the remainder of the term by recommendation from the Nominating Committee and voted by the Board of Directors.

Section 4. Removal, Resignation, and Vacancies. Any elected or appointed Officer may be removed at any time, with or without cause, by a vote of the majority of the entire Board. An officer may resign by submitting a written resignation to the President or the Secretary/Treasurer, or to the other Directors if the resigning officer is the President. Vacancies occurring between annual meetings may be filled for the remainder of the term by recommendation from the Nominating Committee and voted by the Board of Directors.

Section 5. Powers and Duties of Officers.

A. President. The President shall exercise general supervision over the affairs of the Corporation, subject, however, to the control of the Board and Officers. The President shall keep the Board fully informed about the affairs of the Corporation. The President may sign all contracts and agreements in the name of the Corporation after they have been approved by the Board. The President shall preside at all meetings of the Board and of the Executive Committee, and in general shall perform all duties incident to the office of President of the Corporation and such other duties as from time to time may be assigned to them by the Board or by the Executive Committee, if any.

B. Vice President. The Vice-President shall, in the temporary absence or disability of the President, act in the place of the President. The Vice-President shall also perform such other duties as from time to time may be assigned to them by the Board, the President, or the Executive Committee.

C. Secretary. The Secretary shall keep the minute books, papers, and archives of the Corporation, serve all notices of the Corporation including notices of meetings of the Board, record the minutes of the meetings of the Board, keep a membership roll containing the names, alphabetically arranged, of all persons who are Directors of the Corporation, showing their place of residence and the time they became Directors, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to them by the Board, the President, or the Executive Committee.

D. Treasurer. The Treasurer shall have responsibility for the custody of all funds and property owned by the Corporation and shall keep full and accurate account of all receipts and disbursements. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Corporation in

such depositories as may be designated by the Board and shall exhibit to such persons at all reasonable times the books and accounts of the Corporation. The Treasurer shall make regular financial reports to the Board. Before the beginning of each fiscal year, the Treasurer shall, in consultation with the President, prepare an annual operating budget for the Corporation. The Treasurer shall review and present to the Board an audit of the accounts of the Corporation and shall perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to them by the Board, the President, or the Executive Committee.

E. Music Director. The Music Director shall oversee matters pertaining to personnel and recruitment, take responsibility for artistic programming decisions, assist with locating venues and booking concerts, and serve as a voting member of the Board of Directors.

Article VI

Meetings

Section 1. Regular Meetings. Meetings of the Board may be held on any day, and at such time and place, as shall be determined by the Board. Ordinarily, the Board shall meet at least three times a year.

Section 2. Annual Meeting. One annual meeting shall take place in the last quarter of the fiscal year, the specific date, time, and location of which will be designated by the President. At the annual meeting, the members and Directors shall elect Directors to fill vacancies on the Board of Directors. The Board of Directors shall elect the officers. Those present shall discuss the operating budget, review and approve annual reports, and disclose Conflicts of Interest to the Corporation, as described in Article XV.

Section 3. Special Meetings. Special meetings of the Board shall be called at any time by the President on written request of at least one-third (1/3) of the Board. Notice of any special meeting shall be provided a minimum of two (2) days before the meeting, unless all members of the Board waive notice, and must state the purpose of the meeting. Business conducted at special meetings shall be restricted to the stated purpose of the meeting.

Section 4. Notice of Meetings. Notice of regular Board meetings, including the annual meeting, shall be in writing and delivered at least ten (10) days and no more than thirty (30) days before the day of the meeting. Written notice of meetings may be delivered by electronic transmission. Failure of notice to any member shall not alone invalidate the meeting or any action taken at the meeting.

Section 5. Participation in meetings/Actions. Meetings shall be held either in person or by telephone, videoconference, or similar, such that all persons participating in the meeting can

hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting. Any action required or permitted under these Bylaws to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors or Committee shall be filed with the minutes of the proceedings of the Board or the Committee.

Section 6. Quorum. At meetings of the Board, a quorum shall consist of a simple majority or more than one-half (1/2) of the Directors then in office.

Section 7. Voting. Except as otherwise provided in the bylaws, decisions of the Board shall be by vote of a two-thirds (2/3) majority of those present, and only when a quorum is present. Each Director shall have one (1) vote.

Article VII

Committees

Section 1. General. The Board may provide for special committees of the Board, which shall have such powers as the Board may lawfully delegate. Members of such special committees may be appointed by the President when so authorized by the Board. Special committees shall have the power to recommend action to the Board but shall not have the power to take any official action.

Section 2. Nominating Committee. The Board of Directors shall select a Nominating Committee of two (2) or more Directors, which shall recommend persons to serve as Directors, officers of the Corporation, and chairpersons and members of committees. All of the members of the Nominating Committee must be members of the Board of Directors.

Article VIII

Corporate Records

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and all committees, and shall keep at the principal office of the Corporation a record of the names and addresses of the Directors, as well as its articles of incorporation, current Bylaws, and Board approved policies.

Section 2. Execution of Instruments/Signature Authority. The Board, or the Executive Committee, if any, is authorized to select the banks or depositories it deems proper for the funds of the Corporation. Unless otherwise provided in these Bylaws, the Board shall determine who shall be authorized from time to time and in what manner on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money,

acceptance, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments. All checks, notes, acceptances, and orders for payment of money shall be signed by any individual(s) authorized by the Board. All contracts, leases, and deeds of any kind shall be signed by the President of the Corporation or any other authorized agent. Any individual check in excess of \$1000 shall be signed by the Treasurer, with the approval of the President.

Article IX

Indemnification

Except as otherwise directed by the Board, any Director or Officer made a party to an action or proceeding, whether civil or criminal, by reason of the fact that they are or were a Director or Officer of the Corporation (an “Indemnitee”) shall be indemnified by the Corporation to the full extent permitted by Texas and federal law, including the payment of related legal expenses.

Article X

Fiscal Year

The fiscal year of the Corporation shall be January 1st to December 31st.

Article XI

Action Without Meeting

Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if consent in writing, setting forth the action, is signed by all of the Directors, and the written consent is filed with the minutes of the proceedings of the Board. The consent will have the same force and effect as a unanimous vote.

Article XII

Amendments

These Bylaws may be amended by a two-thirds (2/3) vote of the Directors. Any proposed amendment(s) must be submitted to the Directors in writing, with the notice of the meeting to decide on the proposed amendment(s), at least ten (10) days before the meeting date.

Article XIII

Non-Discrimination

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability or any category protected by law.

Article XIV

Dissolution

The Corporation may be dissolved by a two-thirds (2/3) vote of the Directors then serving, provided that notice of the proposed dissolution and the meeting date to decide on the proposed dissolution has been submitted to the Directors at least thirty (30) days before the meeting date. In the event of dissolution, the Board shall dispose of all of the net assets of the Corporation exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by a Court in the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations.

Article XV

Conflict of Interest Policy

If a member, agent, or employee of the Corporation has a conflict of interest in any transaction involving the selection, award, or administration of funds or grants, they may not participate in a vote, discussion, or decision about the matter, and this must be recorded in the meeting minutes. A financial benefit includes but is not limited to, grant money, contract, subcontract, royalty, commission, contingency, brokerage fee, gratuity, favor, or any other thing of monetary value. A person has a conflict of interest in such a transaction if a financial benefit as a result of such a transaction is likely to be received by any of the following:

1. the person;
2. any member of the person's immediate family, which includes spouse and any minor children;
3. a business partner of the person; or
4. any organization for profit in which the person or any persons of paragraphs (2) and (3), of this subsection is serving or is about to serve as an officer, director, trustee, partner, or employee.