

BYLAWS of CAMARILLO COMMUNITY BAND

September 16, 2018

1. NAME

- a. The name of this nonprofit corporation shall be the Camarillo Community Band or CCB hereinafter called the "Corporation." The Corporation may carry out its purpose, as described below, under any other name or names that may be approved from time to time by the Board of Directors.

2. PRINCIPAL OFFICE

- a. The principal office of the Corporation is located in the County of Ventura, California. The Board of Directors may change the principal office from one location to another. Any change of this location shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

3. PURPOSE

- a. The mission of the Corporation shall be to provide an opportunity for local musicians to continue their love of performing music in an enjoyable environment and to provide an entertaining and educational community concert experience for local residents. To accomplish these purposes, the Corporation may receive, hold and disburse gifts, bequests, devises and other funds and may own, maintain or lease suitable real estate and building and any personal property which is deemed necessary for these purposes, enter into, make and perform and carry out contracts of any kind for any lawful purpose without limit as to amount, apply for grants and hold fund-raising events.

4. NONPARTISAN ACTIVITIES

- a. This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

5. DEDICATION OF ASSETS

- a. The properties and assets of this nonprofit Corporation are irrevocably dedicated to charitable and/or educational purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or Director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable and/or educational purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501(c)(3).

6. MEMBERSHIP

- a. The corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The corporation's Board of Directors may, at its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board finds appropriate.

7. BOARD OF DIRECTORS

- a. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required to be approved, the business, assets and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the Board of Directors, hereinafter called the "Board." These powers include:
 - i. Select and remove all chairmen, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation.
 - ii. Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any member's meeting or meetings, including annual meetings.
 - iii. Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
 - iv. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
 - v. Accept on behalf of the Corporation any contribution, gift, bequest or devise for the charitable, educational or public purposes of this corporation.
- b. The authorized number of Directors on the Board shall be as set by resolution of the Board, but not less than four (4) or more than fifteen (15). Directors shall be at least 18 years old and residents of California. Each Director shall hold office for a term of one year and until his successor shall have been elected and qualified.
- c. Nominations for the Board of Directors and Officers shall be solicited 30 days prior to the date of the election.

- d. The Board of Directors and Officers shall be elected at the Annual Meeting (Section 9a) of the Board of Directors. Each current Director shall cast one vote.
- e. The Board of Directors may appoint Chairpersons to perform duties determined from time to time by the Board of Directors. Chairpersons require approval from the Board of Directors for any action or expenditure determined from time to time by the Board of Directors.
- f. Officers and Directors shall not receive compensation from the Corporation. Officers and Directors may receive reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.
- g. Events Causing Vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director, (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by any order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Section 5320 et seq. of the California Nonprofit Corporation Law.
- h. Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.
- i. Removal of Directors. The Board of Directors shall have summary power by vote of a majority of its members then in office to suspend or to remove any member of the Board of Directors without cause, or for conduct which in its opinion disturbs the order, dignity, business or harmony, or impairs the good name, popularity or prosperity of the organization, or which is likely, in its opinion, to endanger the welfare, interest or character of the organization, or for any conduct in violation of State or Federal law, these Bylaws, or of the rules and regulations of the Corporation which may be made from time to time. Such action by the Board of Directors may be taken at any meeting of such Board upon the initiative of any member or members of such Board. The proceedings of the Board of Directors in such matter shall be final and conclusive.

8. OFFICERS OF THE CORPORATION.

- a. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Officers are elected members of the Board of Directors. The Corporation may also have such other Officers as the Corporation deems necessary. Neither the Secretary nor the Treasurer may serve concurrently as the President.
 - i. **PRESIDENT.** The President shall, subject to the control of the Board of Directors, generally supervise, direct, and control the business and the Officers of the Corporation. The President shall execute, with the Secretary, in the name of the Corporation, all deeds, bonds, contracts and other obligations and instruments authorized by the Board of Directors to be executed. The President shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.
 - ii. **VICE PRESIDENT.** In the absence or disability of the President, a Vice President, if any, shall be designated by the Board of Directors to perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions of the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board of Directors.
 - iii. **SECRETARY:** The Secretary shall keep a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding, the names of those present at such meetings, the number of Directors present, and the proceedings of such meetings. The Secretary shall attend to all business correspondence; create and maintain rosters of CCB members consisting of lists of names, instruments, and contact information and shall provide this information to other Directors upon request; and communicate to all CCB members the information about the Corporation and ensemble in a timely manner.
 - iv. **TREASURER:** The Treasurer shall keep and maintain adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statement. The books of account shall be open to inspection of any Director at all reasonable times. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an

account of all of his transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

- v. MEMBER AT LARGE: The Board of Directors may elect Board members-at-large whom the business of the Corporation may require, each of whom shall have the title, hold office for one year, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

9. MEETINGS

- a. The annual meeting of the Board of Directors shall be held between September 1st and December 31st. At the annual meeting, Directors and Officers shall be elected by the Board of Directors and Directors may transact other business as necessary.
- b. Meetings of the Board of Directors for any purpose may be called at any time by the President, the Secretary, or any two Directors.
- c. Regular meetings of the Board may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board.
- d. Notice of the time and place of meetings shall be given to each Director at least one week in advance in person, by mail, by telephone, or by other electronic means, including electronic mail (email.)
- e. A majority of the actual number of Directors shall constitute a quorum for the transaction of business. At a meeting duly held at which a quorum is present, every act or decision done or made by a majority of the actual number of Directors shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation law, especially those provisions relating to (i) approval of contracts or transaction in which a Director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Directors. Those actions require the approval of a majority of all serving Directors and must be done in strict compliance with said Law.
- f. Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action. Such action by written consent of all Board members shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

10. REPORTS AND INSPECTION

- a. The fiscal year of the Corporation shall be January 1 to December 31.
- b. An annual report shall be sent to the Directors by the treasurer not later than 120 days after the close of the Corporation's fiscal year. Such report shall contain in appropriate detail the assets, liabilities and revenue of the Corporation at the end of the fiscal year. The report shall also include any information required by California Corporations Code Section 6322.
- c. Every Director shall have the absolute right, at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary Corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

11. INDEMNIFICATION AND INSURANCE

- a. The Corporation may indemnify any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, as may be allowed by the California Nonprofit Corporation Law and any future amendments to it.
- b. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this section.

12. BYLAW REVISIONS AND AMENDMENTS

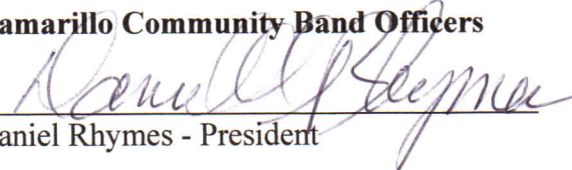
- a. Amendments of these Bylaws may be proposed at any meeting of the Board of Directors of the Corporation. The proposed amendments should be provided to all Directors a month prior to the next Board meeting. To become effective, changes must be approved by a majority of the actual number of Directors.

13. CONSTRUCTION AND DEFINITIONS


- a. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, the term "person" includes both the Corporation and a natural person.

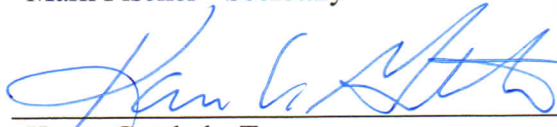
Camarillo Community Band Bylaws Approved: September 16, 2018

Camarillo Community Band Officers

 Sept 16, 2018
Daniel Rhymes - President Date

 Sept 16, 2018
Betty Weyek - Vice President Date

 Sept 16, 2018
Mark Fischer - Secretary Date

 SEPT. 16, 2018
Karen Gatchel - Treasurer Date