

Constitution

of

Brown County Community Music, Inc

Article 1: Purpose

The purpose of the Brown County Community Music, Inc. (the "Corporation") shall be (1) to provide cultural, recreational and economic benefits to the Brown County community and (2) to advance, develop, and foster an interest in and appreciation of music; and (3) to do any and all things required, convenient, complimentary, or incidental to the attainment of these purposes.

- A. Notwithstanding any other provision of these articles, the purposes for which the Corporation is organized are exclusively, charitable, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.
- B. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

Article 2: Name

The official name of the organization shall be: The Brown County Community Music, Inc. The organization may parent musical groups including but not limited to The Brown County Community Band. Additional groups may be added as set forth in the Corporation's By-Laws.

Article 3: Membership

- A. Membership is extended to all qualified musicians, as defined in the Corporation's By-Laws, without regard to race, creed, color, or gender.
- B. A Member in Good Standing is one who:
 - 1. Supports the purposes of the organization,
 - 2. Fulfills the duties of a corporate member as set forth in the Brown County Community Music, Inc. by-laws, and

3. Fulfills the specific participation criteria for Member in Good Standing as set forth in the Corporate By-Laws as amended from time to time.

Article 4: Board of Directors

- A. The governing body of the organization shall be the Board of Directors, (the "Board").
- B. The Board shall be composed of the officers of the Corporation and the board of directors as identified in the By-Laws.
- C. Each Board member shall have one vote.
- D. The Corporation President shall preside at the Board meetings.
- E. A Board member who loses their good standing with the Brown County Community Music, Inc. by failing to perform the duties of a member as defined the By-Laws, shall be replaced as described in the Corporate By-Laws.

Article 5: Officers

The officers shall be a President, President-Elect, Secretary, and Treasurer. Each officer shall be responsible for fulfilling the duties of the office as set forth in the By-Laws. The officers shall be elected by majority vote of the corporate members.

Article 6: Elections and Terms of Office

Elections shall be held at the annual meeting of the membership as set forth in the Corporation's By-Laws.

Article 7: Meetings

- A. The Board shall meet at least once each year and may hold additional meetings on call of President or by petitions to the President by two of the Board members. A quorum shall be defined as a simple majority of the Board.
- B. An annual meeting for all members shall be held in the fourth quarter of each calendar year. The date shall be set by the Board and announced at least two weeks prior to the meeting. At this meeting, the election of the Board and Officers is to be held as set forth in the By-Laws. Such other business as is necessary shall be conducted at the meeting. A quorum must be present to conduct corporate business. Fifty percent of the regular membership shall constitute a quorum. A majority vote is required for any motion /action other than Amending the Constitution.

Article 8: Fiscal Year

The fiscal year shall end on December 31 and begin on January 1.

Article 9: Amendments

Any Member in Good Standing may propose an amendment. The Board shall submit proposals to the body of regular members for ratification only after majority approval by the Board.

Proposed amendments shall be distributed to all members listed on the most current membership roster at regularly scheduled rehearsals, posted electronically and at the rehearsals at least two consecutive weeks prior to the membership meeting. An amendment becomes effective upon its adoption, unless a motion to adopt specifies another time.

The Constitution may only be amended by an affirmative vote of two-thirds of regular members in good standing.

Article 10: Distribution of Assets upon Dissolution

Upon dissolution of Brown County Community Music, Inc., assets shall be distributed for one or more exempt purposes with the meaning of Code Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

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