

Bylaws

Bylaws of The George Washington University Band Alumni & Friends (GWUBAF), Inc.

Mission: The George Washington University Band Alumni and Friends provides educational and financial support to the George Washington University Band program, current band students, alumni, and the local community surrounding its campuses in Virginia and the District of Columbia, and endeavors to promote life-long ties between alumni and the George Washington University Band program.

ARTICLE I

OFFICES

1.01 Principal Office. The principal office of the corporation shall be at such place within the Washington D.C. Metropolitan Region as the Board of Directors may determine from time to time.

1.02 Other Offices. The Board of Directors may establish other offices in or outside Washington D.C. Metropolitan Region.

ARTICLE II

MEMBERS

2. 01 Types of Membership. There are two types of membership available in the corporation; Member and Associate Member.

(a) **Member.** A Member of the corporation is an individual who satisfies the following requirements: (1) must have performed with and been a member of any George Washington University Band ensemble; and (2) must pay annual dues as prescribed by the Board of Directors. The Board shall have the power to elect an individual to be a member of the corporation in situations where the individual has not performed with and been a member of any George Washington University Band ensemble if, in the judgment of the Board, the individual has made special contributions to George Washington University Bands or the corporation.

(b) **Associate Member.** An Associate Member of the corporation is an individual who has not performed with and been a member of any George Washington University band ensemble but satisfies the following requirements: (1) has a strong interest in participating in the activities of the corporation; (2) is a supporter of George Washington University bands; (3) requests Associate Member status of the corporation through any of the members of the Board; and (4) pays annual dues as prescribed by the Board. Once a person becomes an Associate Member he/she can continue to renew that membership without further requesting such membership of the Board.

2.02 Members Dues. The Board of Directors shall establish the initial and annual dues for membership and associate membership in the corporation. The billing and collection of dues shall be in a manner prescribed by the Board of Directors.

2.03 Termination of Membership. Membership or associate membership may be terminated by the Board of Directors for failure to fulfill any of the specifications in 2.01.

2.04 Non-discrimination. The corporation expressly prohibits discrimination by any component of the organization on any basis, including but not limited to race, national origin, sex, religion, handicap, or marital status.

2.05 Annual Meeting. The annual meeting of the members shall be held in conjunction with a George Washington University home basketball game on a date to be determined by the Board of Directors. At each annual meeting, directors shall be elected as necessary and any other business shall be transacted that may come before the meeting.

2.06 Special Meetings. Special meetings of the membership may be called by the Board of Directors or by the President. Such meetings may also be called by the GWU Director of Bands or at the request of not less than 10 percent of the members.

2.07 Place of Meetings. All membership meetings shall be held at the corporation's principal office or at any other place determined by the Board of Directors and stated in the notice of the meeting.

2.08 Notice of Meetings. Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given either personally or by mail [or email] to each member of record entitled to vote at the meeting at his or her last email address as it appears on the books of the corporation. Alternatively, notice may be 1. published in the corporation's newsletter, provided that the newsletter is published at least semiannually and is mailed to members of record entitled to vote at the meeting, or 2. Included on the corporation's website with no less than 10 days notice.

2.09 Conduct of Meetings. Except as stated otherwise in the bylaws, Robert's Rules of Order shall govern the conduct of all membership meetings and Board meetings.

2.10 Record Dates. The Board of Directors may fix in advance a record date for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting, or to express consent to or to dissent from a proposal without a meeting, or for the purpose of any other action. The date fixed shall not be more than 120 days nor less than 10 days before the date of the meeting, nor more than 120 days before any other action.

2.11 List of Members. The Secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address of each member, be available at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be *prima facie* evidence of the members entitled to examine the list or vote at the meeting.

2.12 Quorum. Unless a greater or lesser quorum is required by statute, members present in person or by proxy shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

2.13 Proxies. A member entitled to vote at a membership meeting or to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or the member's authorized agent or representative and shall not be valid after the expiration of three years, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it except as otherwise provided by statute.

2.14 Voting. Each member is entitled to one vote on each matter submitted to a vote, A vote may be cast either orally, in writing, or electronically. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a majority of votes cast at any election. Associate members are not entitled to vote.

2.15 Meeting by Telephone or Similar Equipment. A member may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE III

BOARD

3.01 General Powers. The business, property, and affairs of the corporation shall be managed by the Board of Directors.

3.02 Composition of the Board. The Board of Directors shall consist of the President, the Vice-President, the Secretary, the Treasurer, the Immediate Past President, and two Members at Large. The aforementioned officers must be members of the corporation prior to assuming their Board position and they constitute the voting members of the Board of Directors. An Associate Member will not be eligible for a position on the Board of Directors. Additionally, the Director of Bands, Associate Director of Bands and Assistant Director of Bands at The George Washington University along with former Directors of the George Washington University Bands shall be ex-officio members of the Board. The Board may approve others from time to time to be ex-officio members of the Board.

3.03 Tenure. Directors shall be elected at the annual membership meeting to hold office for a minimum of two years or until the director's successor is elected and qualified, or until the director's death, resignation, or removal.

3.04 Resignation. A director may resign at any time by providing written notice to the corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. A successor shall be appointed as provided in section 3.06 of the bylaws.

3.05 Removal. Any director may be removed with or without cause by a majority vote of the members entitled to vote at an election of directors.

3.06 Board Vacancies. A vacancy on the Board may be filled with a person selected by the remaining directors of the Board, though less than a quorum of the Board of Directors, unless filled by proper action of the members. Each person so elected shall be a director for a term of office continuing until the next election of directors by the members.

3.07 Annual Meeting. An annual meeting of the Board shall be held each year immediately preceding the annual membership meeting, If the annual meeting of the Board is not held at that time, the Board shall cause the meeting to be held as soon thereafter as is convenient.

3.08 Regular Meetings. Regular meetings of the Board may be held at the time and place as determined by a Board resolution without notice other than the resolution.

3.09 Special Meetings. Special meetings of the Board may be called by the President or any two directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each director in any manner at least three days before the meeting.

3.10 Statement of Purpose. The business to be transacted at, or the purpose of, any regular or special meeting of the Board need be specified in the notice for that meeting.

3.11 Waiver of Notice. The attendance of a director at a Board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

3.12 Meeting by Telephone or Similar Equipment. A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.13 Quorum. A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the Board. Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.

3.14 Consent to Corporate Actions. Any action required or permitted to be taken pursuant to Board authorization may be taken without a meeting if, (1) such action is affirmed at the next Board meeting or (2) if, before or after the action, all Directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

ARTICLE IV

COMMITTEES

4.01 General Powers. The Board, by resolution adopted by a vote of a majority of its Directors, may designate one or more committees, each committee consisting of one or more Directors. The Board may also designate one or more Directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Board shall serve at the pleasure of the Board.

A committee designated by the Board may exercise any powers of the Board in managing the corporation's business and affairs, to the extent provided by resolution of the Board. However, no committee shall have the power to:

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the bylaws of the corporation;
- (d) fill vacancies on the Board;
- (e) fix compensation of the Directors for serving on the Board or on a committee;

(f) recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets;

(g) recommend to the members a dissolution of the corporation or a revocation of a dissolution; or

(h) terminate memberships.

4.02 Meetings. Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in article III for meetings of the Board. Minutes shall be recorded at each committee meeting and shall be presented to the Board.

4.03 Consent to Committee Actions. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

ARTICLE V

OFFICERS

5.01 Number. The officers of the corporation shall be elected by the membership at the annual membership meeting. The elected officers shall be a President, a Vice-President, a Secretary, a Treasurer, and two Members at Large. The same person may hold two or more offices, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the President or by the Board to be executed, acknowledged, or verified by two or more officers.

5.02 Term of Office. The term of office shall be a minimum of two years, renewable for additional terms as deemed appropriate by the membership. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

5.03 Vacancies. A vacancy in any office for any reason may be filled by the Board.

5.04 President. The President shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The President shall preside over all Board and general membership meetings. The President shall have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation. The President shall sign all corporate documents and agreements on behalf of the corporation, unless the President or the Board instructs that the signing be done with or by some other officer, agent, or employee. The President shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. This is subject, however, to the President's right and the right of the Board to delegate any specific power to any other officer of the corporation.

5.05 Vice-President. The Vice-President shall have the power to perform duties that may be assigned by the President or the Board. If the President is absent or unable to perform his or her duties, the Vice-President shall perform the President's duties until the Board directs otherwise. The Vice-President shall be responsible for the publication and mailing of the primary membership mailing prior to the Spring annual membership meeting of each year. The Vice-President shall perform all duties incident to the office.

5.06 Secretary. The Secretary shall (a) keep minutes of Board meetings and make copies available to the Directors as soon as possible following the meeting; (b) write an annual summary of the actions of the Directors to be presented to the membership; (c) write and send correspondence as directed by the Board; (d) be responsible for

providing notice to each member or Director as required by law, the articles of incorporation, or these bylaws; and (e) perform all duties incident to the office and other duties assigned by the President or the Board.

5.07 Treasurer. The Treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the Board; (d) promptly discharge all obligations of the corporation; (e) complete all required corporate filings; (f) present to the membership at the Fall annual meeting an annual financial report; (g) present the financial records for audit once each year at a time directed by the Board; (h) file in a timely manner the necessary application for issuing a bond at an amount specified by the Board and accepted by the bonding agency; and (i) perform all duties incident to the office and other duties assigned by the President or the Board.

5.08 Members at Large. The two Members at Large shall perform duties as assigned by the President of the Board.

5.09 Past President. The Immediate Past President shall (a) serve as an advisor to the Board; (b) organize and direct the nominating committee to prepare a slate of nominees for Board offices as needed; and (c) perform all duties incident to the office and other duties assigned by the President or the Board.

5.10 Executive Secretary. The Board shall have the authority to hire an Executive Secretary. The Executive Secretary shall serve as a non-voting member of the Board. The Executive Secretary shall perform duties as determined by the Board. The Executive Secretary shall be compensated in an amount established by the Board.

ARTICLE VI

CORPORATE DOCUMENT PROCEDURE

All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or by these bylaws.

ARTICLE VII

INDEMNIFICATION

7.01 Nonderivative Actions. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or ex-officio members of the board, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

7.02 Derivative Actions. Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, ex-officio member of the board, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

7.03 Expenses of Successful Defense. To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

7.04 Contract Right: Limitation on Indemnity. The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

7.05 Determination That Indemnification Is Proper. Any indemnification under section 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. Such determination shall be made in any of the following ways:

- (a) By a majority vote of a quorum of the Board consisting of directors who were not parties to such action, suit, or proceeding.
- (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.
- (c) By independent legal counsel in a written opinion.
- (d) By the members.

7.06 Proportionate Indemnity. If a person is entitled to indemnification under sections 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

7.07 Expense Advance. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

7.08 Non-exclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

7.09 Indemnification of Employees and Agents of the Corporation. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

7.10 Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

7.11 Insurance. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, ex-officio member of the board, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability.

7.12 Changes in Law. If there are any changes in the Virginia statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

ARTICLE VIII

COMPENSATION

When authorized by the Board, a person shall be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.

ARTICLE IX

FISCAL YEAR

The fiscal year of the corporation shall end on December 31.

ARTICLE X

AMENDMENTS

The membership at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the membership, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the membership. The Board of Directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the Board. Any such action taken by the Board of Directors shall be affirmed either (1) by a vote of the members at

the next regular membership meeting or (2) by a consent in writing setting forth the action so taken signed by the members having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all members entitled to vote were present and voted.