BYLAWS OF THE Thornton Community Band

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Article 1 Name and Purpose

Section 1.01. Name

The organization is named "Thornton Community Band" and is abbreviated as "TCB." The TCB abbreviation shall be used throughout these Bylaws to refer to the band and to any music ensemble group affiliated with the band. The TCB is subject to the terms and conditions of these Bylaws.

Section 1.02. Purpose

The organization's purpose is to enlighten and entertain the community by providing a continuing opportunity for musicians to perform a variety of band and ensemble music that is challenging and interesting to both musicians and audiences.

Section 1.03. Non-Discrimination Policy

The Thornton Community Band does not discriminate against any person or organization based on age, race, sex, color, creed, religion, national origin, sexual orientation, transgender status, gender identity, gender expression, ancestry, marital status, gender, veteran status, military status, political service, affiliation or disability.

Article 2 Membership

Section 2.01. Membership

The TCB is a non-profit community band of instrumental musicians primarily from Thornton, Colorado and neighboring metro Denver area communities. However, membership is not restricted to any particular city or state of residency.

The term "participating musicians" shall refer to all active musicians on the current band roster who contribute their music talents to TCB rehearsals and performances on a regular and voluntary basis. Musicians under contract with financial compensation for their services are herein referred to as "contract musicians" and are not part of the voting membership of the organization. The term "entire membership" shall refer to all participating musicians, contract musicians and board members, and may, as determined by the Board of Directors, include other non-musician volunteers or contract individuals serving the organization.

Section 2.02. Membership Voting

Participating musicians have voting rights in the organization. Participating musicians wishing to vote on organization issues must attend the meeting where voting will take place. Voting by proxy is not permitted in any form. At least two-thirds of the participating musicians on the current roster (a membership quorum) must be present at any meeting where a voting issue is on the agenda before a vote may be taken of the membership. All membership votes are affirmed by a majority (greater than one-half) vote of the membership quorum.

Section 2.03. Membership Fees (Dues)

Membership fees (dues) for all participating musicians may be assessed in an equitable manner as determined by a majority vote of the Board of Directors. Membership fee frequency and amount shall be determined by a majority vote of the Board of Directors. Existing membership

fees may be revoked or altered at any time by a majority vote of the Board of Directors. Such membership fee changes may be enacted or revoked without amendment to these Bylaws.

Members of the TCB may be exempt from the payment of membership fees as determined on a case by case basis at the discretion of the Board of Directors. An individual's exemption does not alter the member's status as a "participating musician" under Section 2.01, nor alter the member's voting rights under Section 2.02.

Section 2.04. Membership Concert Season and Participation

A concert season is from September through July. The TCB has 4 major concerts in an academic year, which constitutes its concert season: Fall, Winter, Spring and Summer (July 4th). This falls within the set fiscal year for the band as described in section 8.01

A concert cycle is the time designated for rehearsals and a dress rehearsal prior to each of the four major concerts. The number of rehearsals within a concert cycle may vary, but a set number is strived for by the board and conductor, to allow for the optimum use of musical preparation time.

As a musical organization, we strive to maintain the highest level of performance. Therefore, if a participating member should miss three or more rehearsals, in a concert cycle, that member will be asked by the section principal and/or section manager not to perform that concert. It does not remove that member from being a participating member, nor from performing on other concerts. This is done to ensure musical continuity and stability within a section. Exceptions may be granted so long as the section manger, section principal, conductor and Board representative and/or Board are aware and concur.

Section 2.05. Termination of Membership

A participating musician may self-terminate upon contacting the section principal, section manager, conductor-music director or any Board member.

A participating musician's status may be terminated at the sole discretion of the Board of Directors, subject to the Non-Discrimination Policy set forth in Section 1.03 of these Bylaws. The Board of Directors may consider, but are not limited to, the following criteria for termination of membership:

- Violation of the Code of Conduct
- Failure to pay dues unless arrangements have been made according to Section 2.03
- Failure to participate in one full Concert Season

Membership may be reinstated at a future date except for violation of the Code of Conduct.

Article 3 Board of Directors

Section 3.01. Board Role

The Board of Directors is the governing administrative body of the organization responsible for management, operations, financial and operating policy and approval of expenditures. The Board delegates responsibility for day to day operations to the Officers and Committees of the organization.

Section 3.02. Board Powers

The Board of Directors is hereby authorized and empowered to:

- Sell, lease, mortgage, exchange or otherwise dispose of the whole or any part of the property
 and assets of every kind as well as the description of the organization, for property, cash or
 currency, and to purchase or acquire the same, and to apply for and acquire grants and
 donations.
- Incur debt for the organization, within the limits fixed by the laws of the State of Colorado
 for Non-Profit organizations. The terms, amounts and character of such debt when signed
 officially by the President, or in the President's absence, by the Executive Vice President,
 and attested by the Secretary of the organization, shall be the legal obligation of the
 organization.
- Obtain insurance to protect the organization and any director, trustee, officer, contractor, volunteer or agent of the organization or another organization, partnership, joint venture, trust, enterprise against any expense, liability or loss, whether or not the organization would have the power to indemnify such persons against such expense, liability or loss under Colorado statues, as applied to non-profit organizations.
- Secure permission from copyright owners or agents for the production of musical compositions and all necessary rights thereto.
- Obtain performance and recording rights and licenses to musical compositions and to pay related royalties thereof.
- Set organization policies, procedures and regulations where such policies, procedures and regulations are not prohibited by statute or by the Articles of Incorporation or by these Bylaws.
- Establish contractual agreements with Agents, Vendors and Contract Musicians of the organization, to fix their compensation in accordance with the TCB Conflict of Interest Policy, to determine their duties and to discharge them when deemed necessary.
- Establish and abolish committees per Article 5 of these Bylaws. Where deemed necessary, the Board may grant appropriate Board powers similar to those listed herein to a committee provided the committee is accountable to a member of the Board of Directors for approval of all actions relating to the granted Board powers.

Section 3.03. Board Size

The Board of Directors must include a minimum of three but not to exceed eleven persons.

Section 3.04. Board Compensation and Expense Reimbursement

Board members shall serve without compensation. Expenses incurred in the furtherance of the organization's business may be reimbursed with documentation and prior approval. Board members may serve the organization in other capacities which may or may not be compensated as determined by the Board of Directors and defined by a binding contract. All decisions related to compensation must adhere to the TCB Conflict of Interest Policy.

Section 3.05. Board Membership and Elections

The Board of Directors is elected by vote of the TCB participating membership. The Board may include individuals who have an interest in the organization but are not currently participating musicians in the TCB. However, a majority (over 50%) of the Board must be comprised of participating musicians in the TCB. Elections for Board members are held at a Business Meeting of the band at the end of the concert season. Board Members assume their office at the

beginning of the next fiscal year, unless provisions have been made to have them start immediately.

Section 3.06. Board Member Terms

All members of the Board of Directors shall serve two-year terms. Each Board member may be re-elected for any number of terms. Elections shall be held in even numbered years for up to six (6) of the Board positions. Elections shall be held in odd-numbered years for the remaining Board positions.

Section 3.07. Resignation, Termination and Absences

Board member resignations are effective upon receipt of written notification by the Secretary. Resignation of the Secretary is effective upon receipt of written notification by the President. A Board member may be removed if absent from three consecutive Board meetings. A Board member may be removed for cause at any Board meeting by a two-thirds vote of the remaining directors, or by action in writing pursuant to Section 7.08 of these Bylaws.

Section 3.08. Board Vacancies

When a vacancy on the Board exists, the role may be left vacant provided the Board is still within the limits set in Section 3.03, or the vacant role may be filled to the end of its term as defined in Section 3.06. The Board of Directors may fill vacancies at it's discretion, without a vote of the TCB membership, using whatever appointment process it deems reasonable and appropriate for the efficient management of the organization (i.e. nominations & elections, application & interview, referral & appointment, shifting roles of existing Board members, etc). Notification of the vacancy and the selected method of appointment must be provided to the entire membership at least one week prior to the new appointment. Newly appointed Board members assume their office immediately.

Section 3.09. Officers and Duties

Officers can be appointed by the Board of Directors as circumstances require. Board Members may serve concurrently as Officers. The TCB shall have a President, Executive Vice President, Secretary and Treasurer, and such other officers as the Board of Directors shall appoint. The powers and duties of Officers shall be as provided by resolution or other directive of the Board of Directors. In the absence of such provisions, the respective Officers shall have, in addition to those duties listed below, the powers and duties customarily held and performed by like officers of organizations similar in structure and business purposes to this organization.

Officer duties are as follows:

The President shall:

- Convene and preside over all meetings of the Board of Directors and membership Business Meetings, or arrange for another member of the Board to preside at such meetings.
- Serve as liaison between the Conductor-Music Director and the entire membership of the TCB.
- Assign administrative duties to other Officers and committee chairpersons as needed.
- Oversee all regular operations of the TCB and work with the Conductor-Music Director to oversee the development of the TCB.

- Execute all contracts and other legal documents of the organization as authorized by the Board of Directors.
- Perform all duties attendant to the office, subject, however, to the control of the Board of Directors.
- Perform other duties as on occasion shall be assigned by the Board of Directors.

The Executive Vice President shall:

- Perform the functions of the President in the President's absence.
- Oversee special areas of operations or projects where oversight by a Committee has not been established. Present information regarding the condition, progress or similar status of any designated special area to the President at a frequency determined by the President and to the Board of Directors at regular Board meetings.
- Serve as liaison between the Board of Directors and all committees where no other Board liaison was specified at the creation of the committee. Present information regarding the condition, progress or similar status of such committees to the President at a frequency determined by the President and to the Board of Directors at regular Board meetings.
- Perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

The Secretary shall:

- Take minutes at all Board meetings and Business Meetings.
- Send out meeting announcements and notifications that include a meeting agenda and any voting issues known in advance of the meeting.
- Distribute prior meeting minutes and agenda at each Board meeting.
- Assure records of the organization are properly maintained, which shall include but are not limited to:
 - o all original signed contracts and other documents.
 - o the Articles of Incorporation.
 - o these Bylaws.
 - o each Amendment to these Bylaws, if any.
 - o each resolution passed by vote of the Board.
 - o the minutes of each meeting of the Board of Directors.
 - o the minutes of each Business Meeting of the entire membership.
- Work with other members of the organization to ensure appropriate procedures are being followed in the record keeping affairs of the organization.
- Perform such other duties as requested and assigned by the President, subject to the control of the Board of Directors.

The Treasurer shall:

- Oversee financial operations and manage the collection and disbursement of funds.
- Keep records of all financial transactions.
- Keep all significant documents.
- Present a financial report, including an Income Statement and Balance Sheet, at each Board meeting.
- Present a financial report at each Business Meeting of the membership.

- Prepare or assist in the preparation of the budget.
- Develop or guide others in the development of fundraising plans.
- Make financial information available to the Board and the public.
- Work with other members of the organization to ensure appropriate procedures are being followed in the financial affairs of the organization.
- Perform such other duties as requested and assigned by the President, subject to the control of the Board of Directors.

Article 4 Conductor-Music Director and Assistant Conductor

Section 4.01. Purpose

The TCB will hire a Conductor-Music Director, hereafter referred to as C-MD. This individual is responsible for conducting the band, selecting music and the overall musical quality of the group. The Board may form a Literature Committee to assist and advise with various concert music selections. The ultimate decision in music selection belongs to the C-MD.

Section 4.02. Evaluation

The C-MD and AC will be evaluated by the Board at the end of each concert season as specified in Section 2.04.

Section 4.03. Direction

The C-MD will be directed to make any musical part changes as needed to keep the overall musical quality of the group sound and stable. The C-MD may take suggestions from section principals, the Musicianship Committee Chair, and other board member. The C-MD will have the final say on the placement of the musicians in the band.

Section 4.04. Assistant Conductor

The TCB will hire at least one person to be the Assistant Conductor, hereafter referred to as the AC. The individual may come from within the band, or outside. The AC may direct at least one piece per each concert cycle during the concert season as specified in Section 2.04. The AC(s) will be evaluated on the same schedule and criteria as the C-MD. The AC is also responsible to serve in the place of the C-MD should the C-MD be unable to fulfill their duties.

Section 4.05. Contract Term and Compensation

The TCB will hire the C-MD and AC for a one year contract. The contract can be extended as many times as the board believes the individual(s) are fulfilling the duties assigned, but can be terminated by the Board, at the Board's discretion, if the Board of Directors believes the individual is not fulfilling the duties assigned. The board will determine the compensation rate and amount to be paid to the C-MD and assistant Conductor at the budget meeting each year.

Section 4.06. Additional Duties

The C-MD and AC may be asked by the Board of Directors to perform other duties related to their role.

Article 5 Committees

Section 5.01. Purpose

The Board may create committees for special subjects and projects or areas of operation where the Board deems committee control to be beneficial in the efficient management of the organization.

Section 5.02. Establishment

The Board of Directors may establish committees composed of one or more persons from the entire membership of the organization. The Board shall specify the committee size, duration, and responsibilities, associated Board member liaison and may assign a chairperson or allow the committee members to elect its chairperson. The chairperson shall oversee the committee, ensure its activities are in agreement with its stated purpose and report the status and/or progress to the Board member liaison. When deemed appropriate, the Board may establish procedures to govern the committee's activities and delegate authority for the efficient management of the property, affairs, business, and activities of the organization. Committees may be established, operated and abolished by the Board of Directors without amendment to these Bylaws.

Section 5.03. Musicianship Committee

As an organization created for the expression of music, the TCB recognizes it will always need to address issues relating to the musicianship of its members and that such issues should be the shared responsibility of the C-MD and the Board of Directors. The Board of Directors shall establish and maintain a musicianship committee, tasking them with the following responsibilities:

- Establish a process for the organization and execution of auditions for Section Principal Player. This process must meet the approval of the Board of Directors and the C-MD.
- Assist the C-MD, if requested, by conducting audition/evaluations for soloists, new members, guest musicians.
- Oversee the activities and operation of the TCB Music Librarian and Library.

The Musicianship Committee shall meet as needed to accomplish the above-mentioned tasks and the Committee Chair shall report the proceedings of all meetings and task activities to the Board at the next meeting or in a manner and at a time as requested by the Board.

Members of the committee shall be:

- All Section Principal Players.
- One or more Board member.
- The C-MD.
- Any member from the entire membership as selected and approved by the Board.

The Chairperson of the Committee shall adhere to Section 5.02.

Article 6 Grievance Process

Section 6.01. Purpose

There will arise situations in which a member of that organization becomes dissatisfied with some aspect of how the organization is operating. In such situations, there is a need for a responsible process for a member to report a grievance and for the organization to respond and to manage the disposition of that grievance.

It is critical that Code of Conduct violations be addressed quickly and decisively. The nature of this organization requires an environment of trust and cooperation in order to thrive. Such issues, as stated in this paragraph, should be reported directly to a Board Member and must be addressed and resolved by the Board.

Section 6.02. Musicianship Grievance

In the event the TCB has instances where questions of fairness and equality of musicianship and one's role within the musical structure of the band arise, the following process will be followed:

- 1. Attempt to resolve the issue within the section with the Section Principal and Section manager.
- 2. If the issue cannot be resolved within the section, the aggrieved party should take the issue to the C-MD to mediate and/or render a decision to resolve the issue. The C-MD will report to the Board any mediation performed. That decision and a proceedings report will go to the Board of Directors for Final Approval.
- 3. If any of the parties involved at step 2 do not agree that the issue is satisfactorily resolved, they may report this to the Chairperson of the Musicianship Committee or any Board member to bring it to the attention of the Musicianship Committee, at which time the Musicianship Committee Chairperson will convene a sub-committee to hear the grievance, gather evidence and testimony, and render a decision. That decision and a proceedings report will go to the Board of Directors for Final Approval. The Board may ask the Musicianship Committee for further investigation if they are not satisfied that the committee has fulfilled its obligation, or they may accept and affirm the Committees decision. The decision of the Board is final.

The membership of the Sub-committee convened in step 3 shall be not less than five people to include

- Chairperson of the Musicianship Committee, unless grievance is against that person. If the Chairperson is not a part of the sub-committee, another Board member must take his/her place.
- The C-MD.
- The Section Principal of the aggrieved persons section unless the grievance is against the person.
- At least one non-involved Section Principal.
- At least one Board member.

Article 7 Meetings

Section 7.01. Regular Board Meetings

The Board of Directors will meet at least four times per year with one meeting before the start of the regular concert season, one meeting at the end of the regular concert season and at least two meeting during the season. The date, time and place of regular Board meetings shall be set by the Board of Directors. All regular Board meetings shall be open to the entire membership of the organization. All meetings should be conducted in a manner consistent with Robert's Rules of Order.

Section 7.02. Special Meetings/Planning Sessions

The Board may call special, unscheduled meetings to address operational issues between regularly scheduled meetings. The date, time and place of special meetings and Planning Sessions shall be set by the Board of Directors. Special meetings and Planning Sessions may be open to the entire membership of the organization at the discretion of the Board of Directors. Non Board Members shall not have the right to call special meetings or Planning Sessions.

Section 7.03. Business Meetings

At least one Business meeting shall be held (typically at the end of the regular concert season) to communicate business status to the membership and allow for any membership votes as required in other sections of these Bylaws. All business meetings must be announced to the entire membership in accordance with section 7.04 and the notice must include the meeting agenda and all voting issues to be addressed at the meeting. The date, time and place of business meetings shall be set by the Board of Directors. All business meetings shall be open to the entire membership of the organization.

Section 7.04. Meeting Notice

Notice of all Board meetings and Business meeting shall be given to all Board members and the entire membership of the organization. Notice of special meetings or Planning Sessions is required or all Board members, but not required for the entire membership of the organization. The primary method of notification shall be via email or website posting not less than seven (7) days before a meeting. All members must provide a valid email address to receive meeting notifications. Members of the organization who do not have regular access to email are expected to "buddy" with another member who has email and is willing to communicate notifications via phone or other means. The following secondary methods of notification may be used instead of, or in addition to, email at the discretion of the Board of Directors: regular mail not less than ten (10) days before a meeting or telephone not less than one (1) day before a meeting.

Section 7.05. Waiver of Notice

Attendance by a director at any Board Meeting shall be considered a waiver by her/him of timely and adequate notice unless s/he expressly challenges the notice when the meeting begins. If all directors are present at any Board Meeting, no notice shall be required and any business may be transacted.

Section 7.06. Meeting Participation via Conference Telephone

Board members may participate in a Board meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear

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one another. Board members must participate in a Board meeting in order to vote on issues presented in the meeting. Voting by proxy is not permitted in any form.

Section 7.07. Board Quorum

A quorum shall consist of a majority of the voting members of the Board of Directors. A quorum of the Board members must exist at every meeting before business can be transacted or motions made or passed. If there is less than a quorum present at any meeting, the meeting must be canceled or rescheduled to another time. At a rescheduled meeting, any business that might have been transacted at the meeting as originally called may be transacted without further notice, provided a quorum is present at such deferred meeting. Except as otherwise provided by statute, by Articles of Incorporation, or by these Bylaws, all decisions will be by majority vote (greater than one-half) of those attending a meeting at which a quorum is present.

Section 7.08. Action without a Board Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all the members of the Board consent in writing (to include email receipt by the Secretary) to taking action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board.

Section 7.09. Voting Summarization

This section is intended only to consolidate and summarize the voting affirmation ratios contained in other sections of these Bylaws. In the event the summarization in this section does not agree with the actual statement of a voting ratio within the original section of these Bylaws, the original section takes precedence and an immediate update to this section is automatically affirmed with the same authority as a unanimous vote of the Board and voting membership.

Chart

D. C	TT (' A (' D 1 ('	Trui Dui 1. ACC
Reference	Voting Action or Resolution	Voting Ration need to Affirm
		the Action or Resolution
Section	Any issue put before the membership for vote	Majority vote (greater than
2.02	(including amendments to the Bylaws and	one-half) where at least two-
	election of Board members)	thirds of the participating
		musicians on the current
		roster are present.
Section	Board member termination	Two-thirds of the remaining
3.07		current Board members
Section	Any action or resolution not specifically	The majority (greater than
7.07	referenced with a voting ratio in these Bylaws	one-half) of the Board
		members attending a meeting
		where a quorum is present
Section	Any action without a meeting	Unanimous vote of the entire
7.08		Board consented in writing
		(to include email receipt by
		the Secretary)

Article 8 Financial Administration

Section 8.01. Fiscal Year

The fiscal year of the organization shall be September 1 – August 31, of the following year. The financial records of the organization are public information and shall be made available to the Board and the public.

Section 8.02. Reimbursements

Personal funds used on behalf of the TCB and personal expenses incurred in the furtherance of TCB business by Board members, Officers, TCB members or other agents of the organization may be reimbursed from TCB funds, provided such expenses are appropriately documented and were pre-approved by decision of the Board of Directors, or that a petition for such expenses is later approved by the Board of Directors.

Section 8.03. Deposits

All funds of the organization, not otherwise appropriated, shall be deposited in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors have approved. Any committee to which such authority has been delegated by the Board may also deposit funds as approved by the Board of Directors.

Section 8.04. Dissolution

The Articles of Incorporation filed for the TCB with the Colorado Secretary of State includes an "Additional Provisions" attachment that satisfies IRS 501 (c)(3) requirements for a charitable organization. This section further defines Provision 3 of that attachment to appropriately direct organization assets in the event that the TCB should be dissolved.

The following hierarchy shall be followed for the distribution of TCB assets at dissolution:

- 1. All assets become the property of the Thornton Arts, Sciences and Humanities Council (TASHCO) if it exists at the time of TCB dissolution.
- 2. If TASHCO does not exist then assets may be distributed to one or more selected 501 (c)(3) music organizations with a purpose similar to that of the TCB and based in Thornton or Northern Colorado.
- 3. If no organizations meet the criteria above, then assets may be distributed to one or more 501 (c)(3) music organizations with a purpose similar to that of the TCB and based anywhere in Colorado.
- 4. If no organizations meet the criteria above, then assets may be distributed to any organizations that satisfy Provision 3 of the Additional Provisions attached to the TCB Articles of Incorporation.

Article 9 Indemnification

Section 9.01. Right to Indemnification

Every member of the Board of Directors and Officers of the organization may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such member of the Board of Officer in connection with any threatened, pending, or completed action, suit or proceeding to which he/she may become involved by reason of her/his being or having been a member of the Board or Officer of the organization, or

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any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board or Officer is entitled.

Section 9.02. Liability Limitations

Board members and officers of the organization shall not be personally liable to the organization for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director, where the ? votes or assents to a distribution which is unlawful or violates the requirements of these Bylaws or the Articles of Incorporation, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

Article 10 Prevailing Authority

The Colorado Non-Profit Code and Federal IRS tax code section 501 (c)(3) shall govern all actions of the Board of Directors that are not specifically prescribed by these Bylaws. The Colorado Non-Profit Code and Federal IRS tax code section 501 (c)(3) shall prevail whenever these Bylaws conflict with existing code.

Article 11 Amendments

These Bylaws may be amended by vote of the voting membership at any Business Meeting under the following provisions:

- Prior notice of the proposed amendment is given to the full voting membership of the organization and the notice of a meeting at which such action is scheduled to take place.
- The meeting agenda does not also include the removal, replacement or addition of any Board members or Officers.
- Any amendment which adds to, removes or changes voting affirmation ratios also amends the summarization of voting affirmation ratios in Section 7.09.

Article 12 Titles

The titles and numbering of the Articles and Sections of these Bylaws are for convenience only and do not alter, affect, or add to these Bylaws.

Article 13 Adoption of Bylaws

These Bylaws were approved by the Board of Directors of the Thornton Community Band:				
	1			
Secretary	Date			
These Bylaws were approved and a Thornton Community Band on:	dopted at a Business Meeting of the membership of the			
	/			
Member Witness	Date			
	/			
Member Witness	Date			