

BYLAWS
OF THE
Thornton
Community Band

Table of Contents

Article 1	Name and Purpose	4
Section 1.01.	Name.....	4
Section 1.02.	Purpose	4
Section 1.03.	Non-Discrimination Policy.....	4
Article 2	Membership	4
Section 2.01.	Membership	4
Section 2.02.	Membership Voting.....	4
Section 2.03.	Membership Fees (Dues).....	4
Section 2.04.	Membership Concert Season and Participation.....	5
Section 2.05.	Termination of Membership.....	5
Article 3	Board of Directors	5
Section 3.01.	Board Role.....	5
Section 3.02.	Board Powers.....	5
Section 3.03.	Board Size.....	6
Section 3.04.	Board Compensation and Expense Reimbursement.....	6
Section 3.05.	Board Membership and Elections.....	6
Section 3.06.	Board Member Terms.....	6
Section 3.07.	Resignation, Termination, and Absences	6
Section 3.08.	Board Vacancies	7
Section 3.09.	Officers and Duties.....	7
Article 4	Conductor and Assistant Conductor	8
Section 4.01.	Purpose	8
Section 4.02.	Evaluation.....	8
Section 4.03.	Direction	8
Section 4.04.	Assistant Conductor.....	9
Section 4.05.	Contract Term and Compensation.....	9
Section 4.06.	Additional Duties.....	9
Article 5	Committees.....	9
Section 5.01.	Purpose	9
Section 5.02.	Establishment.....	9
Article 6	Thornton Community Band Affiliated Small Ensemble(s).....	9
Section 6.01.	Purpose	9
Section 6.02.	Names and Number of Small Ensembles	9
Section 6.03.	Small Ensemble Information.....	10
Section 6.04.	Remuneration.....	10
Article 7	Grievance Process.....	10
Section 7.01.	Purpose	10
Section 7.02.	Musicianship Grievance	10
Article 8	Meetings	11
Section 8.01.	Regular Board Meetings.....	11
Section 8.02.	Special Meetings / Planning Sessions	11
Section 8.03.	Business Meetings	11
Section 8.04.	Meeting Notice	11
Section 8.05.	Waiver of Notice	11
Section 8.06.	Meeting Participation via Conference Telephone	11

TCB Bylaws - Updated 8/2022

Section 8.07. Board Quorum	12
Section 8.08. Action without a Board Meeting	12
Section 8.09. Voting Summarization.....	12
Section 8.10. Voting Action / Resolution Chart.....	12
Article 9 Financial Administration	13
Section 9.01. Fiscal Year	13
Section 9.02. Reimbursements	13
Section 9.03. Deposits	13
Section 9.04. Dissolution.....	13
Article 10 Indemnification	13
Section 10.01. Right to Indemnification.....	13
Section 10.02. Liability Limitations	14
Article 11 Prevailing Authority.....	14
Article 12 Amendments	14
Article 13 Titles	14
Adoption of Bylaws	15
Bylaws Addendum(s):	16
Thornton Community Band Conflict-of-Interest Policy.....	16

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 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 educate 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 regularly and voluntarily. 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 occur. 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 equitably as determined by a majority vote of the Board of Directors. Membership fee frequency and the 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 withdrawn 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 change the member's voting rights under Section 2.02.

Section 2.04. Membership Concert Season and Participation

The concert season is from September through August. The TCB has four major concerts annually, constituting 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

Copywritten music distributed to members must be deleted, returned, or destroyed at the end of each concert cycle as instructed.

A concert cycle is a time designated for rehearsals and a dress rehearsal before 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 may be asked by the section principal and section manager not to perform that concert. It does not remove that member from being a participating member nor from performing at other concerts. This is done to ensure musical continuity and stability within a section. Exceptions may be granted so long as the section manager, section principal, conductor, Board representative, and 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, 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 outlined 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 entire Concert Season

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

Article 3 Board of Directors

Section 3.01. Board Role

The Board of Directors is the executive administrative body of the organization responsible for the 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:

- 1) 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.

- 2) Incur debt for the organization, within 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 organization's legal obligation.
- 3) 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, or enterprise against any expense, liability, or loss, whether or not the organization would have the power to indemnify such persons against such cost, harm or loss under Colorado statutes, as applied to non-profit organizations.
- 4) Secure permission from copyright owners or agents to produce musical compositions and all necessary rights to them.
- 5) Obtain performance and recording rights and licenses to musical compositions and pay related royalties.
- 6) Set organization policies, procedures, and regulations where such policies, procedures, and regulations are not prohibited by statute, by the Articles of Incorporation, or by these Bylaws.
- 7) Establish contractual agreements with Agents, Vendors, and Contract Musicians of the organization to fix their compensation by the TCB Conflict of Interest Policy, determine their duties, and discharge them when deemed necessary.
- 8) 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 members.

Section 3.04. Board Compensation and Expense Reimbursement

Board members shall serve without compensation. Expenses incurred further from the organization's business may be reimbursed with documentation and prior approval. Board members may help 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 or near 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 elected for three consecutive two-year term limits, with a one-term gap of services. Elections shall be held in even-numbered years for up to six (6) 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 notice 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 under 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 limits set in Section 3.03, or the vacant position may be filled to the end of its term as defined in 0. The Board of Directors may fill vacancies at its 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 appointment method must be provided to the entire membership at least one week before the new appointment. Newly appointed Board members assume their office immediately.

Section 3.09. Officers and Duties

The Board of Directors can appoint officers as circumstances require. Board Members may serve concurrently as Officers. The TCB shall have a President, Executive Vice President, Secretary, 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 another 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 and the 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 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 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 committee's creation. 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 adequately maintained, which shall include but are not limited to:

- all original signed contracts and other documents.
- the Articles of Incorporation.
- these Bylaws.
- each Amendment to these Bylaws, if any.
- each resolution passed by a vote of the Board.
- the minutes of each meeting of the Board of Directors.
- 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 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 essential 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 organization members to ensure appropriate procedures are followed in financial affairs.

Perform other duties as requested and assigned by the President, subject to the control of the Board of directors.

Article 4 Conductor and Assistant Conductor

Section 4.01. Purpose

The TCB will hire a Conductor, hereafter referred to as Conductor. 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 Conductor with the approval of the Board of Directors.

Section 4.02. Evaluation

The Conductor and Assistant Conductor, referred to as the 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 Conductor will be directed to make any musical part changes as needed to keep the overall musical quality of the group sound and stable. The Conductor may take suggestions from section principals and other board members. The Conductor 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 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 will be evaluated according to the Conductor's schedule and criteria. The AC is also responsible for serving in the Conductor's place should the Conductor be unable to fulfill their duties.

Section 4.05. Contract Term and Compensation

The TCB will hire the Conductor and AC for a one-year contract. The contract can be extended as often 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 tasks assigned. The board will determine the compensation rate and amount to be paid to the Conductor and AC at the budget meeting each year.

Section 4.06. Additional Duties

The Board may ask the Conductor and AC to perform other duties related to their role.

Article 5 Committees

Section 5.01. Purpose

The Board may create committees for particular 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 organization membership. 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 agree with its stated purpose and report the status and 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 organization's property, affairs, business, and activities. Committees may be established, operated, and abolished by the Board of Directors without amendment to these Bylaws.

Article 6 Thornton Community Band Affiliated Small Ensemble(s)

Section 6.01. Purpose

As the Thornton Community Band grows, other small group ensembles may be formed to play at events where the full-sized, large TCB ensemble cannot fit to play. These small ensembles will be made up of dues-paying members of the TCB and some non-dues-paying members, with the permission of the board of directors. Any music used from the TCB library makes that group subject to the bylaws and information in the handbook since they will represent the TCB. Any group that started using personal music from a private library need not adhere to TCB rules unless the TCB Board of Directors has contracted them to represent the band at a function where the full-sized band cannot play. A small group shall be used instead of the full TCB. If not made up of members or contracted by TCB, they are not to represent themselves as representative of TCB.

Section 6.02. Names and Number of Small Ensembles

The name(s) and number(s) of small groups may vary year to year. An individual within the band may present a plan to form a small group, present that idea to the board of directors, and then approve/disapprove. There must be a viable use for the group(s) and a plan to show its sustainability to support the TCB.

Section 6.03. Small Ensemble Information

Any group formed will have more detailed information written and placed in the TCB Handbook. The name and write-up for each group will give details on the size of the group, the number of musicians needed, and any specific qualifications.

Section 6.04. Remuneration

Any small group(s) ensemble formed from within the TCB, and representing the TCB by contract, shall receive the remuneration and deposit that back with the TCB treasurer. Any small group ensemble formed as an independent group and contracted by the TCB to represent it at an event requiring the musical services of a said group shall render their remuneration back to the TCB treasurer. The Board of Directors will determine any compensation for the independent group before any performance.

Article 7 Grievance Process

Section 7.01. Purpose

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

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

Section 7.02. 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 case to the Conductor to mediate and decide to resolve the issue. The Conductor will report to the Board on 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 in step 2 do not agree that the issue is satisfactorily resolved, they may report this to the Ombudsperson or any Board member to bring it to the attention of the Ombudsperson. At this time, the Ombudsperson 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 Ombudsperson for further investigation if they are not satisfied that the committee has fulfilled its obligation, or they may accept and affirm the Ombudsperson's 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, including:

- Ombudsperson, unless grievance is against that person. If the Ombudsperson is not a part of the sub-committee, another Board member must take their place.
- The Conductor.
- The Section Principal of the aggrieved person section unless the grievance is against the person.
- At least one non-involved Section Principal.
- At least one Board member.

Article 8 Meetings

Section 8.01. 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 session at the end of the regular concert season, and at least two meetings during the season. The Board of Directors shall set the date, time and place of regular Board meetings. All regular Board meetings shall be open to the entire organization membership. All meetings should be conducted consistently with Robert's Rules of Order.

Section 8.02. Special Meetings / Planning Sessions

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

Section 8.03. 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 by section 7.04, and the notice must include the meeting agenda and all voting issues to be addressed at the meeting. The Board of Directors shall set the date, time and place of business meetings. All business meetings shall be open to the entire membership of the organization.

Section 8.04. Meeting Notice

Notice of all Board meetings and the Business meeting shall be given to all Board members and the entire organization membership. Notice of special meetings or Planning Sessions is required for all Board members but not needed for the entire membership of the organization. The primary notification method shall be via email or website posting no 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 information 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 8.05. Waiver of Notice

Attendance by a Board Member at any Board Meeting shall be considered a waiver by them of the timely and adequate notice unless she/he expressly challenges the information when the meeting begins. No notice shall be required if all Board Members are present at any Board Meeting, and any business may be transacted.

Section 8.06. Meeting Participation via Conference Telephone

Board members may participate in a Board meeting through a conference telephone or similar communications equipment, so long as members participating in such discussions can hear one another. Board members must participate in a Board meeting to vote on issues presented in the forum. Voting by proxy is not permitted in any form.

Section 8.07. Board Quorum

A quorum shall consist of majority of the Board of Directors voting members. 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 at any meeting, the meeting must be canceled or rescheduled to another time. At a rescheduled session, 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 a deferred meeting. Except as otherwise provided by statute, by Articles of Incorporation, or by these Bylaws, all decisions will be by majority vote (more significant than one-half) of those attending a meeting at which a quorum is present.

Section 8.08. 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 two-thirds of the Board's consent in writing (to include email receipt by the Secretary) to acting without an appointment and to approving the specific action. Such licenses shall have the same force and effect as a two-thirds vote of the Board.

Section 8.09. Voting Summarization

This section only intends to consolidate and summarize the voting affirmation ratios in other areas of these Bylaws. In the event the summarization in this section does not agree with the true statement of a voting ratio within the original section of these Bylaws, the original team 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.

Section 8.10. Voting Action / Resolution Chart

Reference	Voting Action or Resolution	Voting Ratio needed to Affirm the Action or Resolution
Section 2.02	Any issue put before the membership for a vote (including amendments to the Bylaws and election of Board members)	Majority vote (more significant than one-half) where at least two-thirds of the participating musicians on the current roster are present.
Section 3.07	Board member termination	Two-thirds of the remaining current Board members
Section 8.07	Any action or resolution not specifically referenced with a voting ratio in these Bylaws	The majority (greater than one-half) of the Board members attending a meeting where a quorum is present
Section 8.08	Any action without a meeting	A two-thirds vote of the entire Board consented in writing (to include email receipt by the Secretary)

Article 9 Financial Administration

Section 9.01. Fiscal Year

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

Section 9.02. 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 the Board later approves a petition for such costs of Directors.

Section 9.03. Deposits

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

Section 9.04. 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 if 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 10 Indemnification

Section 10.01. 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 Officers in connection with any threatened, pending, or completed action, suit or proceeding to which they may become involved because of their being or having been a member of the Board or Officer of the organization, or any settlement thereof unless adjudged therein to be liable for negligence or misconduct in the performance of their duties. However, in the event of payment, the indemnification herein shall apply only when the Board approves such compensation and reimbursement as being in the organization's best interest. The preceding right of indemnification shall be in addition to and not exclusive of all other rights to which such member of the Board or Officer is entitled.

Section 10.02. Liability Limitations

Board members, officers, and contractors 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 board votes or consents 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 11 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 explicitly 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 the existing code.

Article 12 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 total voting membership of the organization and the information of a meeting at which such action is scheduled to take place.

The meeting agenda does not 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 0.

Article 13 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.

Adoption of Bylaws

These Bylaws were approved by the Board of Directors of the Thornton Community Band:

_____/_____
Secretary Date

These Bylaws were approved and adopted at a Business Meeting of the membership of the Thornton Community Band on:

_____/_____
Member Witness Date

_____/_____
Member Witness Date

Bylaws Addendum(s):

Thornton Community Band Conflict-of-Interest Policy

Article 1 – Purpose:

The purpose of the conflict-of-interest policy is to protect the Thornton Community Band's (herein abbreviated as TCB) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in possible excess benefit transaction. This policy is intended to supplement but not replace an applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article 2 - Definitions:

- 1) **Interested Person** – Any member of the Board of Directors, Officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- 2) **Financial Interest** – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a) An ownership or investment interest in any entity with which the TCB has a transaction or arrangement,
 - b) A compensation arrangement with the TCB or with any entity or individual which the TCB has a transaction or arrangement, or
 - c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual, with which the TCB is negotiating a transaction or arrangement.
 - d) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 - e) A financial interest is not necessarily a conflict of interest. Under Article 3, Section 2 of this policy, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

Article 3 – Procedures:

- 1) **Duty to Disclose** – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- 2) **Determining Whether a Conflict of Interest Exists** – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

3) **Procedures for Addressing the Conflict of Interest**

- a) An interested person may make a presentation at a Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b) The Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board of Directors shall determine whether the TCB can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested board members whether the transaction or arrangement is in the TCB's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4) **Violations of the Conflict-of-Interest Policy**

- a) If the Board of Directors or committee has reasonable cause to believe a Board Member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article 4 - Records of Proceedings:

The minutes of the Board of Directors shall contain:

- a) The names of the person who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relation to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article 5 - Compensation

- a) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the TCB for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the TCB for services is precluded from voting on matters pertaining to that member's compensation.
- c) Voting members of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the TCB, either individually or

collectively, are not prohibited from providing information to the Board or any committee regarding compensation.

Article 6 – Annual Statements

Each board member, officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of this Conflict-of-Interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands the TCB is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article 7 – Periodic Reviews

To ensure the TCB operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether this Conflict-of-Interest policy remains in accord with IRS 501(c)(3) guidelines and the sample policy provided with Form 1023 instructions.
- b) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- c) Whether partnerships, joint ventures, and arrangements with management organizations conform to TCB's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article 8 – Use of Outside Experts

When conducting the periodic reviews as provided for in Article 7, the TCB may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

**Thornton Community Band
Annual Conflict of Interest Statement**

1. Name: _____ Date: _____

2. I affirm the following:

- I have received a copy of the Thornton Community Band (TCB) Bylaws and Board of Directors Conflict of Interest Policy. _____ (initial)
- I have read and understand the policy. _____ (initial)
- I agree to comply with the policies. _____ (initial)
- I understand that the TCB is a 501(c)3 and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes. _____ (initial)

3. Disclosures: Please List any Organizations, Vendors, or Associations that might be reasonably seen as a conflict:

Signature of Board Member

Date of Review: _____