

Bylaws of

Auburn Winds, Inc.

A California Nonprofit Public Benefit Corporation

Amended

February 19 2017

TABLE OF CONTENTS

Article 1. NAME.....4
 Section 1.1 Corporate Name4
Article 2. OFFICES4
 Section 2.1 Principal Office4
Article 3. PURPOSES –restated from the articles of incorporation.....4
 Section 3.1 General Purpose4
 Section 3.2 Specific Purpose.....4
Article 4. LIMITATIONS4
 Section 4.1 Political Activities- restated from the articles of incorporation4
 Section 4.2 Prohibited Activities4
Article 5. DEDICATION OF ASSETS –restated from the articles of incorporation4
 Section 5.1 Property Dedicated to Nonprofit Purposes.....4
 Section 5.2 Distribution of Assets Upon Dissolution4
Article 6. MEMBERSHIPS5
 Section 6.1 Members5
 Section 6.2 Non-Voting Members5
Article 7. DIRECTORS5
 Section 7.1 Number and Qualifications5
 7.1.1 Number5
 7.1.2 Qualifications.....5
 7.1.3 Director Selection.....5
 Section 7.2 Corporate Powers Exercised by Board.....5
 Section 7.3 Terms; Election of Successors5
 Section 7.4 Vacancies6
 7.4.1 Events Causing Vacancy.....6
 7.4.2 Removal6
 7.4.3 No Removal on Reduction of Number of Directors.....6
 7.4.4 Resignations.....6
 7.4.5 Election to Fill Vacancies6
 Section 7.5 Regular Meetings6
 Section 7.6 Special Meetings6
 Section 7.7 Notice of Meetings.....6
 7.7.1 Manner of Giving.....6
 7.7.2 Time Requirements7
 7.7.3 Notice Contents.....7
 Section 7.8 Place of Board Meetings7
 7.8.1 Meetings by Telephone or Similar Communication Equipment7
 Section 7.9 Quorum and Action of the Board.....7
 7.9.1 Quorum7
 7.9.2 Minimum Vote Requirements for Valid Board Action.....7
 7.9.3 When a Greater Vote Is Required for Valid Board Action7
 Section 7.10 Waiver of Notice.....8
 Section 7.11 Adjournment8
 Section 7.12 Notice of Adjournment8
 Section 7.13 Conduct of Meetings.....8
 Section 7.14 Action Without Meeting8
 Section 7.15 Fees and Compensation of Directors8
 Section 7.16 Section 7.16 Non-Liability of Directors.....9
Article 8. OFFICERS9
 Section 8.1 Officers9
 Section 8.2 Election of Officers.....9
 Section 8.3 Removal of Officers.....9
 Section 8.4 Resignation of Officers9
 Section 8.5 Vacancies in Offices9
 Section 8.6 Responsibilities of Officers.....9
 8.6.1 President.....9
 8.6.2 Vice President9
 8.6.3 Secretary10

8.6.3.1	Articles of Incorporation	10
8.6.3.2	Bylaws	10
8.6.3.3	Minute Book	10
8.6.3.4	Notices	10
8.6.3.5	Corporate Records	10
8.6.3.6	Corporate Seal and Other Duties.....	10
8.6.4	Treasurer.....	10
8.6.4.1	Books of Account	10
8.6.4.2	Financial Reports	10
8.6.4.3	Deposit and Disbursement of Money and Valuables	10
8.6.4.4	Bond.....	10
8.6.5	Conductor.....	11
Section 8.7	Chief Executive.....	11
Section 8.8	Compensation of Officers	11
8.8.1	Salaries Fixed by Board	11
8.8.2	9.8.2 Fairness of Compensation	11
Article 9.	COMMITTEES	11
Section 9.1	Committees of Directors	11
Section 9.2	Meetings and Action of Board Committees.....	12
Section 9.3	Quorum Rules for Board Committees.....	12
Section 9.4	Revocation of Delegated Authority	12
Section 9.5	Nonprofit Integrity Act/Audit Committee.....	12
Section 9.6	Advisory (and project) Committees	12
Article 10.	Conflict of Interest Policy	12
Section 10.1	Transactions with Directors and Officers.....	12
10.1.1	Interested Party Transactions	12
10.1.2	Requirements to Authorize Interested Party Transactions	12
10.1.3	Material Financial Interest	13
Section 10.2	Loans to Directors and Officers	13
Section 10.3	Interlocking Directorates.....	13
Section 10.4	Duty of Loyalty; Construction with Article 11	13
Article 11.	INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS	13
Article 12.	CORPORATE RECORDS, REPORTS AND SEAL	13
Section 12.1	Minute Book	13
Section 12.2	Books and Records of Account.....	14
Section 12.3	Articles of Incorporation and Bylaws	14
Section 12.4	Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns ...	14
Section 12.5	Section 12.5 Annual Report; Statement of Certain Transactions	14
Section 12.6	Directors' Rights of Inspection	14
Section 12.7	Corporate Seal.....	14
Article 13.	EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS.....	14
Section 13.1	Execution of Instruments	14
Section 13.2	Checks and Notes.....	15
Section 13.3	Deposits	15
Section 13.4	Gifts	15
Article 14.	CONSTRUCTION AND DEFINITIONS	15
Article 15.	AMENDMENTS	15
Section 15.1	Amendment by Directors	15

DEFINED TERMS USED IN THIS DOCUMENT

Ex officio - by reason of office.

Majority – greater than half.

Band-Auburn Winds Band.

Band Members-Individual member musicians of Auburn Winds band.

Members in good standing-Band members current in paid dues.

ARTICLE 1. NAME

Section 1.1 Corporate Name

The name of this corporation is **Auburn Winds** (the “Corporation”).

ARTICLE 2. OFFICES

Section 2.1 Principal Office

The principal office for the transaction of the business of the Corporation may be established at any place or places within the State of California by resolution of the Board.

ARTICLE 3. PURPOSES –RESTATED FROM THE ARTICLES OF INCORPORATION

Section 3.1 General Purpose

- a. This corporation is a **Nonprofit Public Benefit Corporation** and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for Charitable purposes.
- b. This corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations as set forth in Article 2a hereof within the meaning of Internal Revenue Code section 501(c)(3), or the corresponding section of any future federal tax code.

Section 3.2 Specific Purpose

The purpose of the Auburn Winds is to provide musical services to the public. The purpose of the Board of Directors is to facilitate the function of the Auburn Winds Band.

ARTICLE 4. LIMITATIONS

Section 4.1 Political Activities

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 4.2 Prohibited Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 of this document.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 5. DEDICATION OF ASSETS –RESTATED FROM THE ARTICLES OF INCORPORATION

Section 5.1 Property Dedicated to Nonprofit Purposes

The property of this corporation is irrevocably dedicated to the purposes in Article 2a of the Internal Revenue Code section 501(c)(3), and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

Section 5.2 Distribution of Assets upon Dissolution

Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation

which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3), or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 6. MEMBERSHIPS

Section 6.1 Members

The Corporation shall have no members within the meaning of section 5056 of the California Corporations Code.

Section 6.2 Non-Voting Members

The Board may adopt policies and procedures for the admission of associate members or other designated members who shall have no voting rights in the Corporation. Such associate, "Band Members" or other "members" are not members of the Corporation as defined in section 5056 of the California Corporations Code.

ARTICLE 7. DIRECTORS

Section 7.1 Number and Qualifications

7.1.1 Number

The authorized number of directors of the Corporation ("Directors") shall be five.

Directors shall be elected pursuant to the procedures set forth in Section 7.3.

7.1.2 A Director not holding an officer position shall be considered a Director at Large. Qualifications

Directors shall support the goals, philosophies and objectives of the Corporation and the laws and regulations under which it is founded.

Factors that may be considered when selecting directors are;

- A. Ability and commitment to participate as a board member.
- B. Ability and commitment to attend meetings.
- C. Ability and commitment to serve full term(s).
- D. Service by individuals who are serving or who have served the band in other areas/committees.

Section 7.1.3 Director selection

Directors may be selected from members in good standing of the Auburn Winds Band. The majority of directors shall be comprised of members of the Auburn Winds Band.

Section 7.2 Corporate Powers Exercised by Board

Subject to the provisions of the Articles of Incorporation of the Corporation (the "Articles of Incorporation"), California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of Directors (the "Board"). The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 7.3 Terms; Election of Successors

Directors shall be elected at each annual meeting of the Board for two year terms, by the Band Members.. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Corporations Code. By resolution, the Board will arrange for terms to be staggered.

Section 7.4 Vacancies

7.4.1 Events Causing Vacancy

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased; or (iii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

7.4.2 Removal

Directors may be removed without cause by a majority of Directors then in office.

7.4.3 No Removal on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

7.4.4 Resignations

Except as provided in this Section 7.4.4, any Director may resign by giving written notice to the President, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the "Attorney General").

7.4.5 Election to Fill Vacancies

If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by electing an additional director as soon as practicable after the vacancy occurs. Additional directors may be elected to fill such vacancies by (i) the affirmative vote of a majority of the Directors in office, or (ii) a sole remaining Director.

Section 7.5 Regular Meetings

Each year, the Board shall hold at least one meeting, at a time and place fixed by the Board, for the purposes of election of Directors, appointment of Officers, review and approval of the corporate budget and transaction of other business. This meeting is sometimes referred to in these Bylaws as the "annual meeting." Other regular meetings of the Board may be held at such time and place as the Board may fix from time to time by resolution.

Section 7.6 Special Meetings

Special meetings of the Board for any purpose may be called at any time by the President, or the Vice President, or the Secretary, or the Treasurer, or any two Directors.

Section 7.7 Notice of Meetings

7.7.1 Manner of Giving

Except when the time and place of a regular meeting is set by the Board by resolution in advance (as permitted by Section 7.5), notice of the time and place of all regular and special meetings shall be given to each Director by one of the following methods:

- (a) Personal delivery of oral or written notice;
- (b) First-class mail, postage paid;
- (c) Telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or
- (d) Facsimile, electronic mail ("e-mail") or other means of electronic transmission if the recipient has consented to accept notices in this manner.

All such notices shall be given or sent to the Director's address, phone number, facsimile number or e-mail address as shown on the records of the Corporation. Any oral notice given personally or by telephone may be communicated directly to the Director or to a person who would reasonably be expected to promptly

communicate such notice to the Director. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

7.7.2 Time Requirements

Notices sent by first-class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, voice messaging system or other system or technology designed to record and communicate messages, facsimile, e-mail or other electronic transmission shall be delivered at least 48 hours before the time set for the meeting.

7.7.3 Notice Contents

The notice shall state the time and place for the meeting, except that if the meeting is scheduled to be held at the principal office of the Corporation, the notice shall be valid even if no place is specified. The notice need not specify the purpose of the meeting unless required to elsewhere in these Bylaws. All meetings may include general business in addition to any specific purpose stated in the notice unless specified otherwise in the notice.

Section 7.8 Place of Board Meetings

Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board. If the place of a regular or special meeting is not designated in the notice or fixed by a resolution of the Board, it shall be held at the principal office of the Corporation.

7.8.1 Meetings by Telephone or Similar Communication Equipment

Any meeting may be held by conference telephone or other communications equipment permitted by California Corporations Code, as long as all Directors participating in the meeting can communicate with one another and all other requirements of California Corporations Code are satisfied. All such Directors shall be deemed to be present in person at such meeting. Communications via email do not constitute a board meeting.

Section 7.9 Quorum and Action of the Board

7.9.1 Quorum

Greater than half of the Directors then in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7.11.

7.9.2 Minimum Vote Requirements for Valid Board Action

Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Corporations Code, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting. There will be no voting by proxy except as provided for in Section 7.14.

7.9.3 When a Greater Vote Is Required for Valid Board Action

The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

- (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest as described in Section 10.1 (provided that the vote of any interested Director(s) is not counted);
- (b) Creation of, and appointment to, Committees (but not advisory committees) as described in Section 9.1;
- (c) Removal of a Director without cause as described in 7.4.2; and
- (d) Indemnification of Directors as described in Article 11.
- (e) Revision of these Bylaws as described in Article 15.

Section 7.10 Waiver of Notice

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Directors can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by facsimile addressed to the facsimile number of the Corporation as contained on the records of the Corporation as of the date of the protest.

Section 7.11 Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 7.12 Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 7.13 Conduct of Meetings

Meetings of the Board shall be presided over by the President, or, if there is no President or the President is absent, the Vice President or, if the President and Vice President are both absent, by the Treasurer or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Corporation.

Section 7.14 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this Section 7.14 only, "all members of the Board" shall not include any "interested Director" as defined in section 5233 of the California Corporations Code. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the Chairperson or the President.

Section 7.15 Fees and Compensation of Directors

The Corporation shall not pay any compensation to Directors for services rendered to the Corporation as Directors, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by the Board. The Conductor is paid for services rendered in the performance of the duties of Conductor 8.6.5.

Also, Directors may not be compensated for rendering services to the Corporation in a capacity other than as Directors, unless such compensation is reasonable and further provided that not more than 49% of the persons serving as Directors may be "interested persons" which, for purposes of this Section 7.15 only, means:

- (a) any person currently being compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 7.16 Section 7.16 Non-Liability of Directors
The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE 8. OFFICERS

Section 8.1 Officers
The officers of the Corporation (“Officers”) shall be a President, a Vice President, a Secretary, a Treasurer. Other than the President and Vice President, these persons may, but need not be, selected from among the Directors. The Board shall have the power to designate and remove additional Officers, who also need not be Directors, with such duties, powers, titles and privileges as the Board may fix. The same person may hold any number of offices, except that the Treasurer may not serve concurrently as the President or Vice President.

Section 8.2 Election of Officers
The Officers shall be elected by the Board at the annual meeting of the Corporation for a term of two years, and each shall serve at the discretion of the Board until his or her successor shall be elected, or his or her earlier resignation or removal. By resolution, the Board may arrange for terms to be staggered. There is no limit to the number of consecutive terms an Officer may serve.

Section 8.3 Removal of Officers
Subject to the rights, if any, of an Officer under any contract of employment, any Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

Section 8.4 Resignation of Officers
Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

Section 8.5 Vacancies in Offices
A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the President, such vacancy shall be filled temporarily by appointment by the President and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board. An Officer elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor.

Section 8.6 Responsibilities of Officers

8.6.1 President

The president of the Corporation (the “President”) shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him by the Board or prescribed by these Bylaws. If no other person is designated as the chief executive, the President shall, in addition, be the chief executive and shall have the powers and duties prescribed Section 8.7.

8.6.2 Vice President

The vice president of the Corporation (the “Vice President”) shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board.

8.6.3 Secretary

The secretary of the Corporation (the “Secretary”) shall attend to the following:

- 8.6.3.1 **Articles of Incorporation**
The Secretary shall keep or cause to be kept at the principal office of the Corporation the original or a copy of the Articles of Incorporation
- 8.6.3.2 **Bylaws**
The Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date.
- 8.6.3.3 **Minute Book**
The Secretary shall keep or cause to be kept a minute book as described in Section 12.1.
- 8.6.3.4 **Notices**
The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.
- 8.6.3.5 **Corporate Records**
Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws and the minute book.
- 8.6.3.6 **Corporate Seal and Other Duties**
The Secretary shall keep or cause to be kept the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

8.6.4 Treasurer

The treasurer of the Corporation (the “Treasurer”) shall attend to the following:

- 8.6.4.1 **Books of Account**
The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
- 8.6.4.2 **Financial Reports**
The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- 8.6.4.3 **Deposit and Disbursement of Money and Valuables**
The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.
- 8.6.4.4 **Bond**
If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

8.6.5 Conductor

Prepare for and conduct rehearsals and performances. The conductor shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 8.7 Chief Executive

Subject to such supervisory powers as may be given by the Board to the President, the Board may hire a chief executive who shall be the general manager of the Corporation, and subject to the control of the Board, shall supervise, direct and control the Corporation's day-to-day activities, business and affairs. The chief executive (who may be referred to as the "chief executive officer" or "executive director" shall be empowered to hire, supervise and fire all of the employees of the Corporation, under such terms and having such job responsibilities as the chief executive shall determine in his or her sole discretion, subject to the rights, if any, of the employee under any contract of employment. The chief executive may delegate his or her responsibilities and powers subject to the control of the Board. He or she shall have such other powers and duties as may be prescribed by the Board or these Bylaws. Additionally, the Board may, by resolution, appoint the chief executive as an Officer.

Section 8.8 Compensation of Officers

8.8.1 Salaries Fixed by Board

The salaries of Officers, if any, shall be fixed from time to time by resolution of the Board. An Officer may not receive compensation if they are also a Director notwithstanding the reimbursement of expenses incurred as provided for in Section 7.15.

In all cases, any salaries received by Officers shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the public benefit purposes of the Corporation. No salaried Officer serving as a Director shall be permitted to vote on his or her own compensation as an Officer.

8.8.2.9.2 Fairness of Compensation

The Board shall periodically review the fairness of compensation, including benefits, paid to every person, regardless of title, with powers, duties, or responsibilities comparable to the president, chief executive officer, treasurer, or chief financial officer (i) once such person is hired, (ii) upon any extension or renewal of such person's term of employment, and (iii) when such person's compensation is modified (unless all employees are subject to the same general modification of compensation).

ARTICLE 9. COMMITTEES

Section 9.1 Committees of Directors

The Board may, by resolution adopted by a majority of the Directors then in office, create one or more Board Committees ("Committees"), including an executive committee, each consisting of two or more Directors, to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- (a) approve any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members;
- (b) fill vacancies on the Board or in any Committee which has the authority of the Board;
- (c) fix compensation of the Directors for serving on the Board or on any Committee;
- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) appoint any other Committees or the members of these Committees;
- (g) expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- (h) approve any transaction (i) between the Corporation and one or more of its Directors or (ii) between the Corporation and any entity in which one or more of its Directors have a material financial interest.

Section 9.2 Meetings and Action of Board Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 concerning meetings of Directors, with such changes in the context of Article 7 as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

Section 9.3 Quorum Rules for Board Committees

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members assigned to the committee present at a meeting duly held shall be regarded as an act of the Committee, subject to the provisions of the California Corporations Code relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the members assigned to the committee.

Section 9.4 Revocation of Delegated Authority

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

Section 9.5 Nonprofit Integrity Act/Audit Committee

In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more, the Board will review and satisfy the requirements of the Nonprofit Integrity Act of 2004.

Section 9.6 Advisory (and project) Committees

The Board may create one or more advisory committees to serve at the pleasure of the Board. This includes committees by other names formed to complete assigned tasks. Appointments to such advisory committees need not, but may, be Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

ARTICLE 10. CONFLICT OF INTEREST POLICY

Section 10.1 Transactions with Directors and Officers

10.1.1 Interested Party Transactions

Except as described in 10.1.2, the Corporation shall not be a party to any transaction:

- (a) in which one or more of its Directors or Officers has a material financial interest, or
- (b) with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

10.1.2 Requirements to Authorize Interested Party Transactions

The Corporation shall not be a party to any transaction described in 10.1.1 unless:

- (a) the Corporation enters into the transaction for its own benefit;
- (b) the transaction is fair and reasonable to the Corporation at the time the transaction is entered into;
- (c) prior to consummating the transaction or any part thereof, the Board authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;

(d) prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
(e) the minutes of the Board meeting at which such action was taken reflect that the Board considered and made the findings described in paragraphs (a) through (d) of 10.1.2 .

10.1.3 Material Financial Interest

A Director or Officer shall not be deemed to have a “material financial interest” in a transaction:

(a) that fixes the compensation of a Director as a Director or Officer;

(b) if the contract or transaction is part of a public or charitable program of the Corporation and it (1) is approved or authorized by the Corporation in good faith and without unjustified favoritism, and (2) results in a benefit to one or more Directors or their families only because they are in the class of persons intended to be benefited by the program; or

(c) where the interested Director has no actual knowledge of the transaction and it does not exceed the lesser of one percent of the gross receipts of the corporation for the preceding year or \$100,000.

Section 10.2 Loans to Directors and Officers

The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or Officer, unless approved by the Attorney General; except that, however, the Corporation may advance money to a Director or Officer for expenses reasonably anticipated to be incurred in the performance of duties of such Director or Officer, if in the absence of such advance, such Director or Officer would be entitled to be reimbursed for such expenses by the Corporation. An additional exception is the temporary loan of items such as music and equipment for use inline with the purpose of the corporation.

Section 10.3 Interlocking Directorates

No contract or other transaction between the Corporation and any corporation, firm or association of which one or more Directors are directors is either void or voidable because such Director(s) are present at the Board or Committee meeting that authorizes, approves or ratifies the contract or transaction, if (i) the material facts as to the transaction and as to such Director’s other directorship are fully disclosed or known to the Board or Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common Director(s) (subject to the quorum provisions of Article 7); or if (ii) the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

Section 10.4 Duty of Loyalty; Construction with Article 11

Nothing in this Article 10 shall be construed to derogate in any way from the absolute duty of loyalty that every Director and Officer owes to the Corporation. Furthermore, nothing in this Article 10 shall be construed to override or amend the provisions of Article 11. All conflicts between the two articles shall be resolved in favor of Article 11.

ARTICLE 11. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

The corporation will indemnify its Directors, officers, employees and agents as allowed and prescribed by Federal Law and California Corporation Code.

ARTICLE 12. CORPORATE RECORDS, REPORTS AND SEAL

Section 12.1 Minute Book

The Corporation shall keep a minute book in written form which shall contain a record of all actions by the Board or any director committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

Section 12.2 Books and Records of Account

The Corporation shall keep adequate and correct books and records of account. "Correct books and records" includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.

Section 12.3 Articles of Incorporation and Bylaws

The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws as amended to date.

Section 12.4 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation shall at all times keep at its principal office a copy of its federal tax exemption application and, for three years from their date of filing, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.

Section 12.5 Section 12.5 Annual Report; Statement of Certain Transactions

The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Corporation's fiscal year containing the following information:

- (a) The assets and liabilities of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for this fiscal year;
- (d) The expenses or disbursements of the Corporation for both general and restricted purposes during the fiscal year;
- (e) A statement of any transaction (i) to which the Corporation, its parent, or its subsidiary was a party, (ii) which involved more than \$50,000 or which was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (iii) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a financial interest):
 - (1) Any Director or Officer of the Corporation, its parent, or its subsidiary;
 - (2) Any holder of more than 10% of the voting power of the Corporation, its parent, or its subsidiary.The statement shall include: (i) a brief description of the transaction; (ii) the names of interested persons involved; (iii) their relationship to the Corporation; (iv) the nature of their interest in the transaction, and; (v) when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.
- (f) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director under Article 10 or Article 11.

Section 12.6 Directors' Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section 12.7 Corporate Seal

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE 13. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 13.1 Execution of Instruments

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by

any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 13.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be prepared or reviewed by the Treasurer and signed by the President. If the President is not available then the Vice President will sign the document. The Board may, by resolution, define requirements such as dollar thresholds for multiple or specific signatures.

Section 13.3 Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 13.4 Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

ARTICLE 14. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Corporations Code shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE 15. AMENDMENTS

Section 15.1 Amendment by Directors

The Board may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

(a) Where any provision of these Bylaws requires the vote of a larger proportion of the Directors than otherwise is required by law, such provision may not be altered, amended or repealed except by the vote of such greater number.

(b) No amendment may extend the term of a Director beyond that for which such Director was elected.

(c) If bylaws are adopted, amended or repealed at a meeting of the Board, such action is authorized only at a duly called and held meeting for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these Bylaws, unless such notice is waived in accordance with these Bylaws.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Auburn Winds, a California nonprofit public benefit corporation; that these Bylaws, consisting of 15 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on November 14, 2015; and that these bylaws are hereby modified by the addition of or the removal of wording to Article 7 section 7.7.1, Article 8 section 8.1, section 8.6.5 and section 8.8.1.

Executed on February 19, 2017 at Auburn, California.

Vincent Warm, Secretary