BYLAWS ("Bylaws") OF
TRIAD COMMUNITY BAND, INC.,
INCORPORATED IN THE STATE OF NORTH CAROLINA
(ID NO. 1767044)

ARTICLE I
CORPORATE AUTHORITY

Section 1. Incorporation:
TRIAD COMMUNITY BAND, INC. (the "Band" or "Corporation") is a duly organized corporation authorized to do business in the State of North Carolina by the filing of the Articles of Incorporation on the 31st day of October, 2018.

Section 2. State law:
The Corporation is organized under Chapter 55A (North Carolina Nonprofit Corporation Act) of the North Carolina General Statutes and except as otherwise provided herein, the Statutes shall apply to the governance of the Corporation.

ARTICLE II
OFFICES

Section 1. Registered office and registered agent:
The registered office of the Corporation in the State of North Carolina is 355 Water Mill Road, Kernersville, NC 27284. The registered agent of the Corporation is Steve Picard.

Section 2. Principal office:
The Corporation's principal office in the State of North Carolina is 284 Cinnamon Way, Clemmons, NC 27012.

ARTICLE III
PURPOSE AND ORGANIZATION

Section 1. Nonprofit corporation purpose:
The Band is organized for the following purposes:

a) Provide musicians in Forsyth County and the surrounding communities an ongoing recreational opportunity to maintain and advance their musical skills;
b) Enhance Forsyth County and the surrounding communities by offering high quality musical entertainment;

c) Conduct other lawful activities not inconsistent with these Bylaws or the Corporation's Articles of Incorporation.

Section 2. Designation as a charitable or religious corporation:
The Corporation is a charitable or religious corporation as defined in N.C.G.S. §55A-1-40(4). 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 III hereof. 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. 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. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Section 3. Non-discrimination policy:
The Corporation shall not discriminate on the basis of race, age, color, sex, national origin, physical or mental disability, or religion, except as otherwise noted in Article IV with respect to membership requirements.

ARTICLE IV
MEMBERSHIP

Section 1. Conditions of admission and membership:
The Band requires the following to be admitted as a member:

a) Members shall be able to perform at an intermediate or professional level of proficiency on their instrument (as determined by the Director/President);
b) Members shall be at least 18 years or older who otherwise meet requirements of this section. Exceptions may be made by the Director/President, but parent or guardian consent is required for any members under the age of 18;
c) Members must be able and willing to fulfill their responsibilities of membership as set forth in these Bylaws.

Section 2. Member responsibilities:

a) Maintain regular attendance at rehearsals and at scheduled events;
b) Conform to any policies adopted by the Band's Board of Directors and as outlined in these Bylaws.

Section 3. Member liabilities:

a) Members of the Corporation are not personally liable for acts, debts, liabilities, or obligations of the Corporation;

Section 4. Member rights and voting:

Members in good standing have the right to vote on Band matters when the Board determines that a Member vote is necessary or desired in order to carry out the affairs of the Band.

Section 5. Member resignation:

a) Members may resign at any time by notifying any member of the Board, either verbally or in writing, including electronic means.

ARTICLE V
OFFICERS AND DIRECTORS

Section 1. Board of directors structure:

Affairs of the Corporation will be managed under the direction of its Board of Directors (the "Board"). The Board will consist of five (5) officers/directors, which must also be members of the Corporation. The Board will also serve as the Corporation's officers. No officer/director shall serve in more than one (1) position at a time. The Board will be structured as follows:

b) There will be one (1) President/Director;
c) There will be one (1) Vice President/Assistant Director;
d) There will be one (1) Secretary;
e) There will be one (1) Treasurer;
f) There will be one (1) Member-at-Large.

Section 2. Nomination and Election of officers/directors:

Except for the initial officers/directors, which will be selected by the Incorporator (also the President/Director), elections for the Board will occur at an annual meeting to be determined by the current Board.

Section 3. Term of office:

Terms of office will run consistently with the Corporation's fiscal year (April through March). Elected Board members/officers will serve terms of one (1) year with no restrictions on

reelection, except that no officer/director may serve in more than one position during the same fiscal period.

Section 4. Removal, Resignation and Replacement:
Any officer/director of the Board may be removed with or without cause by a vote of at least three remaining serving officers/directors. In the event of a death or incapacity of an officer/director, a successor shall be selected by the remaining officers/directors of the Board. Any successor must be able and willing to fulfill the responsibilities of the position and conform to all policies as set forth in these Bylaws. Officers/directors may resign at any time.

Section 5. Compensation:
No officer/director of the Board shall receive compensation for any service rendered, however expenses incurred in connection with their duties may be submitted to the Treasurer to request reimbursement.

Section 6. Powers of the Board:
The Board may perform all acts necessary to conduct the affairs of the Corporation, except where inconsistent with the Articles of Incorporation, Bylaws or applicable law.

Section 7. Duties of elected officers/directors:
Each elected officer/director shall perform the following duties on behalf of the Band as follows:

a) The President/Director should:
   i. Regularly attend meetings;
   ii. Serve as the Band's conductor;
   iii. Serve as the primary contact for the Band with respect to rehearsals and concerts;
   iv. Execute contracts approved by the Board as required to carry out the affairs of the Band;
   v. Retain signature authority for the Band's bank account(s);
   vi. Ensure all Band members are fully informed of Band activities and changes in such activities or membership;

b) The Vice President/Assistant Director should:
   i. Regularly attend meetings;
   ii. Assist the President/Director as needed with any duties required to carry out the affairs of the Corporation;

c) The Member-at-Large should:
   i. Regularly attend meetings;
   ii. Assist any officer/director of the Board with any duties required to carry out the affairs of the Corporation.

d) The Secretary should:
   i. Regularly attend meetings;

ii. Gather agenda topics from officers/directors and members and publish the agenda topics prior to meetings;
iii. Record, maintain, and publish minutes from Board and membership meetings;
iv. Maintain important legal documents of the Corporation, including but not limited to Articles of Incorporation, Bylaws, contracts, tax returns, audits, and any amendments thereto;
v. Maintain an active membership roster.

e) The Treasurer should:
i. Regularly attend meetings;
ii. Maintain funds and bank accounts of the Band;
iii. Retain signature authority for the Band's bank account(s);
iv. Record and report financial activity of the Band to the Board and members quarterly, or more often as required;
v. Remit funds to satisfy expenditures connected to approved contracts or other purposes as approved by the Board;
vi. Collect and record all any contributions or donations received by the Band and provide receipt for such activities;
vii. Maintain proper income, expense, asset and liability records and remit any required reporting, including but not limited to tax forms to any federal or state agencies as required to maintain exemption under section 501(c)(3) of the Internal Revenue Code of the Internal Revenue Service (IRS) and the North Carolina Department of Revenue;
viii. Prepare year-end financial report showing total income and expenditures for the fiscal year, including prior-fiscal year comparisons, as well as comparisons to the approved budget, and submit the report to the Board and make available to the members as requested.

Section 8. Officer/Director liability:
Pursuant to N.C.G.S. §55A-8-60, no person who is serving or has served as an officer or director of the corporation shall be personally liable for monetary damages for breach of duty as an officer or director of the corporation.

ARTICLE VI
ADMINISTRATION AND MEETINGS

Section 1. Fiscal period:
The Band's fiscal period ("fiscal period") will run from **April 1st through March 31st**.

Section 2. General/annual meetings:
The Band shall hold at least one meeting on an annual basis during the Band's fiscal period. The meeting is open to all current and prospective members of the Band. The purpose of the meeting will be to inform all members of relevant activities of the Band and to hold any votes necessary to conduct the affairs of the Band. Only active members in good standing will have voting rights. Additional meetings may be held as necessary and will be called by the President/Director or any delegated party from the Board as needed.

Section 3. Board meetings:
The Band's Board will meet as necessary to conduct the affairs of the Band. At least one Board meeting must be held during the fiscal period, which meeting must be separate and apart from the General/Annual Meeting. Board meetings are open to all members of the Band that are in good standing, unless and except where matters of personal/confidential nature may be discussed or that would be in conflict of relevant privacy laws.

Section 4. Notice and Procedure:
The date, time and place of General/Annual and Board Meetings will be provided at least 15 days ahead of the meeting whenever possible. Interim or other special meetings may require shorter notice periods. When matters involving amendments to the Corporation's Bylaws will need to be voted on, a minimum of five (5) days' notice is required. The Corporation shall conduct its meetings in accordance with Robert's Rules of Order (current edition) to the extent that it does not conflict with North Carolina Law, the Articles of Incorporation, or the Bylaws. If necessary, meetings may be conducted by teleconference or other electronic forums as needed.

Section 5. Quorum requirements (Board and Membership):
At least three (3) of the serving Board Officers/Directors will constitute a quorum, which will be enough to conduct voting activities of the Board whereby the Board is the only vote required. A Majority of the Members, which must include at least three (3) officers/directors will constitute a quorum and suffice for actions of the Membership.

ARTICLE VII
FINANCE AND BUDGET

Section 1. Annual budget:
The officers shall prepare a proposed annual budget which, following approval by the Board, shall be considered and adopted at the General/Annual Meeting or another meeting as required.

Section 2. Depositories:
All depositories of Corporation funds must be approved by the Board.

Section 3. Checks and Card Access:
All expenses incurred by the Corporation must be paid by check or card tied to the depository account of the Band. All checks must be signed by no less than two (2) officers/directors of the elected Board, one of which must be the Treasurer.

Section 4. Contracts and financial agreements:
All contracts and other financial agreements require the prior approval of the Board and must be signed by the Director/President or authorized delegate of the Board. All expenditures of the Corporation must be consistent with the approved budget and based on actual fund availability.

Section 6. Annual financial review:
Within 60 days of the end of a fiscal period, the Board shall examine the treasurer's year-end financial report and supporting documentation/records (including but not limited to bank statements, invoices, receipts, ledgers, etc.) and state in writing whether the financial records and reporting of such are accurate.

ARTICLE VIII
AMENDMENTS TO BYLAWS

Section 1. Purpose:
From time to time, the Board may need to amend its Bylaws. This can be accomplished with an affirmative vote of its members as set forth in these Bylaws.

Section 2. Notice:
When matters involving amendments to the Corporation's Bylaws will need to be voted on, a minimum of five (5) days' notice is required. The notice, along with the proposed amendments must be distributed to active Band members in good standing.

ARTICLE IX
DISTRIBUTION OF ASSETS UPON DISSOLUTION AND TERMINATION OF EXISTENCE

Section 1. Distribution upon dissolution/termination:
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 X
APPLICATION OF THESE BYLAWS

Section 1. Effective:
The foregoing Bylaws supersede any and all Bylaws previously adopted, and shall be applied as the sole and exclusive Bylaws of the Corporation as of the created or amended date noted herein.

Section 2. Adoption:
The foregoing Bylaws were adopted by the Board of Directors of the Corporation on the 20th day of February, 2019, and shall be kept with the permanent records of the Corporation.

Executed this 20th day of February, 2019.

_____ (SEAL)
(print name) **Robah Ogburn, President/Director**

_____ (SEAL)
(print name) **Tom Woody, Vice President/Assistant Director**

_____ (SEAL)
(print name) **Jeannie Ogburn, Member-at-Large**

_____ (SEAL)
(print name) **Doug Wise, Secretary**

_____ (SEAL)
(print name) **Steve Picard, Treasurer**