

**BY-LAWS  
OF  
BELLA VISTA COMMUNITY CONCERT BAND, INC.**

**Article I - Name and Office**

The name of this corporation shall be Bella Vista Community Concert Band, Inc. The registered agent and office shall be in Bella Vista, Benton County, Arkansas.

**Article II - Purpose**

The general purpose of this corporation shall be to advance, develop, and foster an interest in and appreciation of music; and to do any and all things necessary, convenient, useful or incidental to the attainment of its purposes as long as consistent with the provisions of Act 176 of 1963, Act 728 of 1977 and Act 181 of 1977 of the Acts of Arkansas. The purpose of this corporation is restricted so that it 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); and 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 herein.

**Article III - Board of Directors**

Section 1 - General Powers

Its Board of Directors shall manage the business and affairs of the Corporation.

Section 2 - Composition

The Board of Directors shall consist of 7 members. The Music Director and Librarian will serve as ex-officio members of the Board.

Section 3 - Election and Term of Office

Members of the Board of Directors shall serve staggered terms of two years each with the President, Secretary, and Public Relations being elected in the odd years and Vice President, Treasurer, Brass and Percussion Representative and Woodwind Representative being elected in the even years. The members of the Board of Directors shall take office at the close of the Annual Meeting. The directors shall be elected by the members of the band from its membership. A nominating committee shall nominate at least one eligible person for each office to be filled and report its nominations to the membership at the

Annual Meeting of Bella Vista Community Concert Band, Inc., at which time additional nominations may be made from the floor.

#### Section 4 - Vacancies

A vacancy on the Board of Directors for any reason shall be filled for the unexpired portion of the term by a majority vote of the Board of Directors at any meeting of the Board.

#### Section 5 - Compensation

A Director shall neither receive nor be lawfully entitled to receive any direct or indirect pecuniary profits from the operation or activities of this corporation, nor shall he/she receive any compensation for his/her services as Director.

### **Article IV - Officers**

#### Section 1 - General

The officers of this corporation shall be a President, a Vice-President, a Secretary, a Treasurer, Public Relations, Brass and Percussion Representative, and Woodwind Representative.

#### Section 2 - Election and Term of Office

The officers shall be elected by the membership at the Annual Meeting. The officers shall take office at the close of the meeting at which they are elected and shall serve for a term of two years or until their successors have been elected and have taken office.

#### Section 3 - President

The President shall be the Chief Executive Officer of this corporation and shall have the general supervision of all its affairs. He/She shall preside at the meetings of the Board of Directors. He/She shall be an ex-officio member of all committees and shall appoint the chairpersons and members of committees as necessary. The President shall perform such other duties as may be assigned to him by action of the Board of Directors.

#### Section 4 - Vice-President

The Vice-President shall perform the duties of the President in the absence or inability of the President to do so. He/She shall perform such other duties as the Board of Directors may from time to time determine.

#### Section 5 - Secretary

The Secretary shall be responsible for keeping the minutes and records of the meetings of the Board of Directors and the Annual Meeting. He/She shall see that all notices are given as required by law, regulation, or the by-laws of the corporation, and shall have charge of the general correspondence of the corporation. He/She shall perform such other duties as may be prescribed by the Board of Directors.

#### Section 6 - Treasurer

The Treasurer shall collect, receive and deposit funds of the corporation as directed by the Board of Directors. He/She shall keep correct and complete books and records of the account and shall render periodic financial statements to the Board of Directors and such other reports and accounts of the financial condition of the corporation as may from time to time be requested by the Board of Directors. He/She shall perform other duties and have such other powers as the Board of Directors may determine.

#### Section 7 - Public Relations

The Public Relations officer shall be in charge of the publicity for the corporation and any other public relations matters. He/She shall perform other duties as the Board of Directors may determine.

#### Section 8 - Brass and Percussion Representative

The Brass and Percussion Representative shall be a member of the brass or percussion sections and shall serve as a liaison to those sections. He/She shall perform other duties as the Board of Directors may determine.

#### Section 9 - Woodwind Representative

The Woodwind Representative shall be a member of the woodwind section and shall serve as a liaison to that section. He/She shall perform other duties as the Board of Directors may determine.

#### Section 10 - Vacancies

A vacancy occurring in any office shall be filled for the unexpired term by a majority vote of the Board of Directors in attendance at a meeting of the Board.

### **Article V - Members**

#### Section 1 - Membership

Any individual who plays a band instrument and who subscribes to the purpose and basic policies of the corporation may become a member of the Bella Vista Community Concert Band.

**Article VI - Committees**

Section 1 - Standing Committees

The President shall appoint a chairperson and the membership of any necessary committees.

**Article VII - Meetings of the Board of Directors**

Section 1 - Time and Place

Meetings of the Board of Directors shall be held at least once a year at a time and place to be set by the Board of Directors. Special meetings may be called at any time by the President or by any member of the Board of Directors upon demand of three or more Directors.

Section 2 - Notice

Advance notice of all the meetings of the Board of Directors shall be given to all Board members.

Section 3 - Quorum

A quorum in any meeting of the Board of Directors shall consist of the simple majority of the members of the Board.

Section 4 - Voting

Each member of the Board of Directors shall be entitled to one vote upon any and all occasions. Proxies shall not be accepted at any meeting of the Board of Directors. The action of a majority of the members attending a regularly constituted meeting of the Board of Directors shall be binding upon this corporation.

**Article VIII - Meetings of Members of Bella Vista Community Concert Band, Inc.**

Section 1 - Time and Place

The Annual Meeting of the members of the Bella Vista Community Concert Band, Inc. shall be held in September of each year. Other meetings may be called at any time by the President.

Section 2 - Notice

Advance notice of all the meetings of the members of the Bella Vista Community Concert Band, Inc. shall be given to the membership.

### Section 3 - Quorum

A quorum in any meeting of the members of the Bella Vista Community Concert Band, Inc. shall consist of a simple majority of the members of the corporation.

### Section 4 - Voting

Each member of the Bella Vista Community Concert Band, Inc. shall be entitled to one vote upon any and all occasions. The action of a majority of the members attending a regularly constituted meeting of the Bella Vista Community Concert Band, Inc. shall be binding upon this corporation.

## **Article IX - Finances**

### Section 1 - Fiscal Year

The fiscal year of this corporation shall be from October 1 to September 30 of each calendar year.

### Section 2 - Budget and Funds

The Board of Directors may adopt an annual budget. The funds received by the corporation shall be placed in depositories approved by the Board of Directors. All checks drawn by the corporation shall be signed by the Treasurer or the President, unless otherwise specifically authorized by the Board of Directors. Checks shall be issued for payment of bills owed by the corporation set forth in the budget adopted by the Board of Directors, if any, or pursuant to special appropriations made by the Board of Directors.

## **Article X - Amendments**

### Section 1 - Amendments

These By-Laws may be amended at any meeting of the Board of Directors for the corporation by a majority of the Board present provided that notice of the substance of the proposed amendment has been given in writing prior to the meeting.

## **Article XI - Director**

The Director (musical director and conductor) conducts the band and is responsible for artistic matters, including but not limited to, music selection, soloists, rehearsals, and concert presentation.

**Article XII - Librarian**

The Librarian is responsible for maintaining the music resources of the corporation and distributing these appropriately to the musicians.

**Article XIII - Dissolution**

In the event of dissolution of the band, members or officers are not entitled to any of its assets. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501[c][3] of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Chancery Court 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.

**ARTICLES OF INCORPORATION  
OF  
BELLA VISTA COMMUNITY CONCERT BAND**

We the undersigned, acting as incorporators, being persons over the age of twenty-one years, citizens of the United States of America, residents of the State of Arkansas, desiring to associate this corporation for the purpose of founding and continuing as association, pursuant to Act 1147 of 1993, 79th General Assembly of the State of Arkansas, the Arkansas Non-Profit Corporation Act of 1993, do hereby certify as follows:

**FIRST:** The name of the corporation shall be Bella Vista Community Concert Band.

**SECOND:** This corporation is a public benefit corporation. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501 [c](3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**THIRD:** The corporation will have members who shall, pursuant to the appropriate provisions of the corporate By-Laws, have the right to vote for the election of directors.

**FOURTH:** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organizational or organizations under Section 501 [c](3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizational or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**FIFTH:** The street address of the corporation's initial registered office and the name of its initial registered agent at that office are as follows:

Bella Vista Community Concert Band  
c/o Joyce Sheldon  
50 Swanage Drive  
Bella Vista, AR. 72715

Articles of incorporation page 2 is a signature page showing signatures of the initial directors being: Joyce Sheldon, Roger Bushee, Marlene Cracraft, Nona Storck, J.D. Highfill, Maryanne VanDyke, Dianne Hume, Margaret Alter, and George Alter. This is page 3:

**SEVENTH:** The purpose for which the corporation is organized is to produce musical performances for the enjoyment of, and benefit to, the community; to encourage community participation in such musical performances; and to encourage inexperienced, would-be performers to learn more.

**EIGHTH:** The regulation of the internal affairs of said corporation shall be managed by a Board of Directors and governed by such bylaws as the incorporators and Board of Directors shall adopt. Such Bylaws shall authorize the said corporation to exercise only such powers that are in furtherance of its purposes.

**NINTH:** The corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because a person is or was a director of the corporation to the fullest extent permitted by the act provided such indemnification is permitted by the applicable provisions of the Code.

**TENTH:** The corporation is not organized for profit, and no part of the net earnings and income will inure to the benefit of any private shareholder, member, director, officer or other individual, except that the corporation may pay reasonable compensation for services actually rendered and shall make payment and distribution in furtherances of the purposes set forth in Article VII and it will not engage in any activity or regular business of a kind originally carried on for profit or not permitted to be carried on by a corporation exempt from taxation under Section 501[c](3) of the Internal Revenue Code.

**ELEVENTH:** The Board of Directors is expressly authorized, in its discretion, to amend or alter these Articles of Incorporation and any bylaws adopted by the corporation in any respect necessary to maintain its status under the Internal Revenue laws of the United States as an organization exempt from income tax under Section 501[c](3) of the Code.

IN WITNESS WHEREOF, I/we have hereunto set my/hand this 4<sup>th</sup> day of, February, 1998.  
Signed by Joyce Sheldon

This document was witnessed, signed, and sealed in Benton County, Arkansas.

Document of Incorporation from Sharon Priest, Arkansas Secretary of State on page 11.

By-Laws have also been written and Internal Revenue Service application for 501( c ) 3 applied for.



**We received our letter of incorporation from the state of Arkansas during winter of 1998. Our new name is Bella Vista Community Concert Band. Now wait is on for 501(C) 3 designation from IRS.**



**Dated February 12, 1998 Note that the group is now known as**

***Bella Vista Community Concert Band***