

FORT COLLINS PIPE BAND BYLAWS

ARTICLE I

Name and Location

Section 1. Name. The name of the Corporation is THE FORT COLLINS PIPE BAND, a nonprofit corporation organized under the Colorado Nonprofit Corporation Act, hereinafter referred to as the "Corporation" or the "Band".

Section 2. Principal Office. The principal office of the Corporation shall be located in the metropolitan area of Ft. Collins, Colorado, as may be designated by the Executive Board from time to time. The meetings of Members and of the Executive Board may be held in such place within the State of Colorado as may be designated by the Executive Board ("Executive Board" or "Board").

ARTICLE II

Purpose

Section 1. Furtherance of the Celtic Arts. The Corporation shall educate, foster and promote Celtic and related arts within the community. To this end the Corporation shall utilize such musical instruments and engage in such activity as may be deemed by the Executive Board to be cognizable and pursuant to the furtherance of Celtic arts, including but not limited to performances by a pipe and drum band and Celtic (Scottish and/or Irish) dancers.

Section 2. Maintain Integrity. The Corporation shall strive to maintain the integrity and purity of the Celtic arts and culture.

Section 3. Fraternal Spirit. The Corporation shall foster a wholesome fraternal spirit among the Members and their families,

Section 4. Assistance and Cooperation. The Corporation shall at all times be willing to extend assistance and cooperation to all such societies, clubs, and organizations which are deemed by the Executive Board to be engaged in interests like or similar to the purpose of the Corporation, and to assist and engage in such programs and projects as may be deemed proper by the Executive Board.

Section 5. Instruction. Band practices focus on perfecting the uniform sound and musicality ("ensemble") of the band. However, all Members within all categories of membership of the Corporation shall have the opportunity, providing they, or their parents or guardians, have signed the Band Roster of the Corporation, to receive the best instruction available from existing Members on the instrument or in the art of their choice within the scope of the categories selected by the Executive Board.

Categories of Instruction. The Corporation will facilitate, as described above, instruction for the following:

The Scottish Highland Bagpipe
The Snare Drum
The Tenor Drum
The Bass Drum
The Art of Highland Dancing

Non-Member Instructors. In the event existing Members of the Corporation are deemed by the Executive Board not to possess the qualities or degree of skill required to instruct in any of the aforementioned categories, the Corporation may endeavor to obtain suitable instruction by persons who are not Members.

ARTICLE III

Membership

Section 1. Eligibility. Membership shall be open to and be limited to those persons who intend to participate in achieve the purposes of the Corporation expressed in Article II.

Minors. Members who have not reached the age of 21 years are not eligible to be elected to the Executive Board.

Section 2. Categories of Membership. The categories of Members shall be as follows:

Performing Members. Performing membership shall be so designated by a majority vote of the Executive Board, only upon favorable adjudication and recommendation of the appropriate Band Officer or member of the Executive Board.

Associate Member. Associate membership is open to students and those who wish to support the philosophy and activities of the Corporation. Associate Members, are entitled to participate in the activities of the Band, receive the newsletter, and are eligible to be elected to the Executive Board.

Honorary Member. Honorary Membership shall be open to all persons whose pursuits and activities through the medium financial donations are deemed by the Executive Board to be cognizable and pursuant to the purpose of the Corporation. Honorary Members, upon receipt of such title from the Executive Board, are entitled to participate in the activities the Band and receive the newsletter. Honorary Members shall have no power within the Corporation. The Executive Board may also confer an Honorary Membership upon persons who

contribute to the Corporation in services rendered. Honorary Membership shall be for a period of one fiscal year. Upon significant contribution as so deemed by the Executive Board, Honorary Life Memberships may be awarded.

Section 3. Sections. All Performing Members shall be assigned to a Section. Section designations are "Pipe" and "Drum". Additional Sections may be established by the Board at any time.

Section 4. Involuntary Termination. Involuntary modification or termination of membership of any person in any membership classification may be carried out, after due investigation and process, by a majority vote of the Executive Board. If found that any Member has conducted himself or herself in any way that is detrimental to the purpose or best interests of the Corporation, termination of membership may be immediate, without advance notification.

Section 5. Dues. The Executive Board has the right to institute the collection of dues if Executive Board determines a financial need for the Corporation. Any member can petition the Executive Board to have the dues suspended.

ARTICLE IV

Meetings of the Members

Section 1. Annual General Meetings. The Annual General Meeting shall be held during the month of January.

Section 2. Special Meetings of the Members. The Executive Board or the Chairperson may call for a Special Meeting of the Members ("Special Meeting") at any time. Special Meetings may also be called upon written request of one fourth (1/4) of the Voting Members (defined below).

Section 3. Quorum. A quorum at any Annual General Meeting or Special Meeting shall be one third (1/3) of the Voting Members (defined below). If a quorum is not attained, the Annual General Meeting will be rescheduled.

Section 4. Notice. Members shall be notified via email by the best efforts of the Secretary of the Annual General Meeting or any Special Meeting at least two weeks prior to the date on which it is to be held. Such notice shall specify the day, place and hour of the meeting, and, in the case of a Special Meeting, the purpose of the meeting.

Section 5. Voting Member. Performing Members shall be eligible to vote.

Section 6. Voting Proxy. Proxy voting at the Annual Meeting or a Special Meeting of the Members shall be permitted with written evidence of the proxy.

Section 7. Written Votes. Members unable to attend an Annual Meeting may submit their votes on the election of Board Members in writing to the Secretary prior to the meeting.

ARTICLE V

Executive Board and Board Officers

Section 1. Executive Board. The Executive Board shall consist of the following voting members:

Chairperson
Vice Chairperson
Quartermaster
Treasurer
Secretary/Business Manager (appointed)
Pipe Major (appointed)
Member-at-Large (Pipe Section)
Member-at-Large (Drum Section)

Section 2. Nomination. Nominations for election to the Executive Board shall be made in writing to the Secretary by the end of the calendar year (December 31). Nominations shall be for a specific office. Nominations for the Member-at-Large from each Section shall be a member of that Section. Nominations may also be made from the floor at the Annual General Meeting. Such nominations shall be made from among Voting Members in good standing.

Section 3. Election and Term. The Executive Board Members shall be elected by plurality vote of the Voting Members attending the Annual General Meeting. The Member-at-Large position for each Section shall be elected by a plurality vote of the Voting Members of that Section. Each Board Member shall be elected to one specific office for a period of one year, extending from February 1 to January 31. The position of Chairperson shall be filled each year by the previous year's Vice Chairperson. Therefore, the elected positions to be filled at each Annual General Meeting will be the Vice Chairperson and the two Members-at-Large.

Section 4. Quorum. A quorum shall consist of not less than four Board Members.

Section 5. Powers and Duties. The management of all affairs, property and interest of the Corporation is vested in the Executive Board unless reserved to the membership by other provisions of these Bylaws or the Articles of Incorporation.

In addition to the powers and authority conferred upon said Executive Board by the instruments and certificates of incorporation and by the laws of the State of Colorado and the Federal government of the United States of America, the Executive Board shall exercise all powers and do all such lawful acts and things required, necessary or useful in the operation and management of the Corporation, including but not limited to the following;

- The establishment of rules and regulations including those concerned with discipline, order and attendance at practice and performances.
- To determine, fix, and collect the amount of dues and donation levels required for maintenance of any membership.
- To ratify the selection of Band Officers and to determine the scope of their respective duties above and beyond those set forth in these Bylaws.
- To enter into such contracts, conveyances, encumbrances, notes and instruments thereto when

made in the course of furthering the purposes, interests or obligations of the Corporation. Said actions shall be authorized by a majority vote of the Executive Board present and all related documents shall be executed by the Chairperson and Secretary.

- Develop and submit for approval policies to govern the day-to-day operations of the Corporation. Approvals are to be given by a majority vote of the Voting Members at the Annual General Meeting or a Special Meeting.
- Borrow funds, equipment or any such item as the Executive Board deems fit and proper as to further the purposes of the Corporation.
- Certify membership and category.
- Attend to disbursement of Corporation funds.
- Cause to be kept a complete record of all its acts and corporate affairs, and to present a statement thereof to the Members at the Annual General Meeting.

Section 6. Duties of the Executive Board. The duties and responsibilities of the Executive Board shall be as follows:

Chairperson. The Chairperson shall preside and conduct all meetings of the Corporation, and perform all duties commonly pertaining to his (her) office. He (She) shall set the time and place of Board Meetings, the Annual General Meeting, and Special Meetings in accordance with the provisions of these Bylaws.

Vice Chairperson. In the absence of the Chairperson from any meeting of the Corporation, the Vice Chairperson shall perform the duties of the Chairperson. In the absence of both the Chairperson and Vice Chairperson, the Board shall elect a temporary Chairperson. Upon completion of the term of the Chairperson, the Vice Chairperson automatically becomes the Chairperson for the next fiscal year.

Treasurer. The Treasurer shall receive all monies from all sources for the account of the Corporation and shall deposit same in the bank or banks designated by the Board. The Treasurer shall make disbursements of all expenditures and reimbursements contained within the annual budget as approved by the Board. Disbursements not covered in the annual budget will need approval of the Board. The Treasurer shall make quarterly reports, in writing, of all monies received and paid out, and balances in the bank accounts. The Treasurer shall also maintain records and make all appropriate filings, after review by the Board, to maintain the nonprofit status of the Corporation.

Quartermaster. It shall be the duty of the Quartermaster to maintain records of the physical assets of the Corporation, both issued and in stores; to store equipment and physical assets, other than Band-owned music and reeds, which shall be maintained and facilitated by the Pipe Major; to issue equipment as available upon the advice of the Band Officers; to receive all equipment being returned to the Corporation; to purchase equipment and supplies as approved by the Board.

Member-at-Large (Pipe Section). The Member-at-Large (Pipe Section) shall serve on the Executive

Board and represent the wishes of the membership of the Pipe Section.

Member-at-Large (Drum Section). The Member-at-Large (Drum Section) shall serve on the Executive Board and represent the wishes of the membership of the Drum Section.

Secretary/Business Manager. The Secretary shall keep a record of the proceedings at the Board Meetings, the Annual General Meeting and any Special Meetings, which record shall at all reasonable times be open for inspection to all Members of the Executive Board. The Secretary shall inform all members of the date and place of the Annual General Meeting and shall issue on a quarterly basis, or as required, a newsletter to the Members. It shall be the duty of the Business Manager to arrange, with concurrence of the appropriate Band Officer(s), performance and parades; to file such applications for the same as required; to see that all Band Officers are advised of all necessary details required to meet Band commitments; to review and approve all business contracts, seeking assistance where required. The Business Manager shall seek out opportunities beneficial to the purpose of the Corporation.

Pipe Major. The Pipe Major shall be responsible for all musical selection, interpretation and ensemble sound. His (Her) duties are to supervise the recruitment and instruction of the Performing and Student Members of the Pipe Section. The Pipe Major shall be the Senior Officer in the Band, and shall be responsible for the total discipline of the whole group. The Pipe Major will be responsible for assembling the budgetary requirements from the other Band Officers for input to the Executive Board.

Section 7. Appointments. The elected members of the Executive Board shall annually appoint the Pipe Major and the Secretary/Business Manager.

Section 8. Executive Board Meetings. The regular Meetings of the Executive Board shall be held at least once every four months (three times per year) to review business and membership issues of the Band ("Regular Board Meeting"). Regular Board Meeting dates shall be decided at least two weeks in advance. Special meetings of the Executive Board can be held on the call of the Chairperson or two or more other Board Members, with 48 hours notice to all Board members ("Special Board Meetings").

Section 9. Vacancies. Vacancies on the Executive Board occurring during the normal term of office shall be filled by a vote of the Board. If any office is not represented at two consecutive Regular Board Meetings during a term of office, the person holding that office may be considered by the Board to have resigned.

Section 10. Removal. Any Board Member may be removed from the Board by a majority vote of the Voting Members of the Corporation at the Annual General Meeting or a Special Meeting.

Section 11. Recompense. No salary or wage shall be paid to any Board Member as such for services

provided in the capacity of being a member of the Executive Board; however nothing herein contained shall prevent any Board Member from serving the Corporation in any other capacity and receiving compensation for such service.

ARTICLE VI

Band Officers

Section 1. Band Officers. The Pipe Band may have as band officers the following:

Pipe Major
Drum Major
Drum Sergeant
Pipe Sergeant

Section 2. Selection and Tenure. The Pipe Major shall serve at the pleasure of the Executive Board and shall be selected and appointed on an annual basis. The Pipe Major shall select, on an annual basis, a team of Band Officers who will promote the ensemble sound of the Band.

Section 3. Duties of the Band Officers. The duties and responsibilities of the Band Officers shall be set forth herein, together with such additional duties as may be assigned by the Executive Board.

Pipe Major. The Pipe Major shall be appointed by the Executive Board and shall serve at their pleasure. The Pipe Major shall be responsible for all musical selection, interpretation and ensemble sound. His (Her) duties are to supervise the recruitment and instruction of the Performing and Student Members of the Pipe Section. The Pipe Major shall be the Senior Officer in the Band, and shall be responsible for the total discipline of the whole group. The Pipe Major will be responsible for assembling the budgetary requirements from the other Band Officers for input to the Executive Board.

Drum Major. The Drum Major shall be appointed by, and responsible to, the Pipe Major. His (Her) duties are to instruct the Band and the Highland Dancers in foot and parade drill, to enforce uniform regulations, and to lead the Band in parades, taking responsibility for liaison with parade marshals and function directors in the determination of route of march and related matters. While on parade, the Pipe Major yields control of the band to the drum major. The drum major shall provide budgetary input to the Pipe Major as required on an annual basis.

Drum Sergeant. The Drum Sergeant shall be appointed by the Pipe Major. He (She) shall be responsible for the administration and musical instruction of the Drum Section and for the composition of drum scores which promote ensemble said scores being determined upon consultation and agreement between the Pipe Major and the Drum Sergeant. The Drum Sergeant shall provide budgetary input to the Pipe Major as required on an annual basis.

Pipe Sergeant. The Pipe Sergeant shall be appointed by the Pipe Major. He (She) shall assume all the responsibilities and powers of the Pipe Major

in his (her) absence. The Pipe Sergeant shall provide budgetary input to the Pipe Major as required on an annual basis.

ARTICLE VII

Property

Section 1. General. All property and assets of the Corporation and assignments thereof shall be recorded by the Quartermaster. Said records shall be available to the Executive Board at the Regular Board Meetings.

Section 2. Property. Uniforms and equipment purchased by the Corporation and assigned to Performing Members shall be used only while in conduct of the purposes of the Corporation, as defined in policies approved by the membership. Corporation owned kilts (weathered Douglas tartan) are not for sale and shall remain the property of the Corporation. Any replacement because of loss or repair thereof because of damage thereto, other than normal wear and tear, shall be the responsibility of the Performing Member to whom the uniform and/or equipment was assigned. The Executive Board shall establish a policy, approved by the membership, concerning the conditions and financial amount of any "user fees" related to the possession and use of any Corporation owned equipment.

The use of Band property for non-Band activities, such as privately obtained paying jobs, will be permitted given the conditions specified in the policies approved by the membership. Band property may be recalled by the Executive Board upon modification or termination of membership in the Corporation. Band members shall keep the uniforms clean at all times. All uniforms must be dry cleaned before being returned for any reason.

ARTICLE VIII

Banking of Funds, Allocations, Disbursements

Section 1. Banking of Funds. The monies received by the Corporation from any source shall be deposited in the name of the Corporation in such bank or banks as shall be determined from time to time by resolution of the Executive Board. No advances or disbursement of funds shall be made until monies received from any specific engagement, donation or source have been deposited and accounted for in the books of the Corporation.

Section 2. Allocations. Monies earned by the Band from any source will be allocated at the Board's discretion.

Section 3. Disbursement of Funds. Disbursement of the monies of the Corporation for payment of accounts outstanding or for prepayment of intended authorized purchases or any other lawful purpose may only be made upon resolution by the Executive Board. Such disbursements shall be made by check signed by the Treasurer.

Section 4. Balanced Budget. The Executive Board shall maintain a balanced budget.

ARTICLE IX

Non-Profit Status

Section 1. Profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Members, Board Members 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. 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 any candidate for public office. Notwithstanding any provisions of these Bylaws, 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 of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or any corresponding provision of any future United States Internal Revenue Law).

Section 2. Dissolution. Upon the dissolution of the Corporation, the Executive Board shall, after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or

organizations organized and operate exclusively for charitable, educational, religious 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Board shall determine.

ARTICLE X

Fiscal Year, Audit

Section 1. Fiscal Year. The fiscal year of the Corporation shall be January 1 to December 31.

Section 2. Audit. At the close of each fiscal year the books and records of the Corporation shall be audited only if deemed advisable by the Executive Board.

ARTICLE XI

Amendments

Section 1. Amendments to the Bylaws. These Bylaws may be altered, amended or repealed and new Bylaws adopted at an Annual General Meeting or Special Meeting, by a vote either in person or by proxy of a super-majority (2/3) of a quorum, which shall be for this purpose one-half (1/2) of the Voting Members, providing the amendment is not in conflict with any provision necessary to maintain a tax-exempt, non-profit corporation.

The foregoing Bylaws were adopted at an Annual General Meeting held on the 14th day of February 2011.

Chairperson_____Date_____

Secretary_____Date_____