

BYLAWS

of

LEDFORD PANTHERS YOUTH IN MUSIC AND THE ARTS, INC.

A North Carolina Nonprofit Corporation

(adopted by vote of the Members effective as of March 20th , 2012)

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ARTICLE I
Name and Offices

1.1 Name. The name of this corporation is Ledford Panthers Youth in Music and the Arts, Inc. (hereinafter, the "Corporation").

1.2 Offices. The principal office and the registered office of the Corporation will be located in Davidson County, North Carolina, at an address to be designated by the Board of Directors. The Corporation may also maintain offices at such other places as the Board of Directors may from time to time determine.

1.3 Purpose. See Articles of Incorporation.

ARTICLE II
Members and Meetings of Members

2.1 Membership. The Members of the Corporation shall consist of the following:

- (a) Any person identified as a Member on the membership roster attached to these bylaws as Schedule A (each such person hereinafter referred to as a "Lifetime Member");
- (b) Any parent or legal guardian of a current Member of the Ledford Bands (each such person hereinafter referred to as a "Family Member"); and
- (c) Any other individual who desires to support the activities of the Corporation and whose application for membership is approved by the Board of Directors (each such person hereinafter referred to as an "Honorary Member").

Membership in the Corporation shall be available without regard to race, color, creed, religion, or national origin.

2.2 Dues. No Member of the Corporation shall be required to pay any special assessment or organization initiation fee in respect of his or her membership; however, each Member of the Corporation shall pay dues as set forth below:

- (a) Lifetime Members. Lifetime Members shall not be required to pay any dues and will have no voting rights.
- (b) Family Members. Family Members shall pay dues in the form of the enrollment fee for such Family Member's child or children who is or are enrolled in the summer band camp operated by the Corporation. The enrollment fee shall be calculated annually after consideration of anticipated expenses and student enrollment.

The Board of Directors may, in its discretion, award scholarships to reduce or eliminate the dues of any Family Member or Family Members for whom the payment of dues would constitute a financial hardship or burden. The Board of Directors may also, in its discretion allow Family Members to pay dues in installments over the course of the Corporation's fiscal year.

- (c) Honorary Members. Honorary Member shall pay total dues of One Hundred Dollars (\$100) and will not have voting rights.

2.3 Rights of Members. Each Member with a child currently enrolled in the Ledford Band Program shall have the right to cast one vote on all actions for which Members will have a right to vote. The right of a Member to vote shall cease on the termination of his or her membership. No member shall be entitled to share in the distribution of the assets of the Corporation upon the dissolution of the Corporation.

2.4 Removal of Members. Any Member may be removed from membership by the affirmative vote of a majority of the Members present at a meeting at which a quorum is present.

2.5 Resignation of Members. Any Member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Corporation.

2.6 Annual and Monthly Meetings. The annual meeting of the Members shall be held on the third Tuesday of May, if not a legal holiday, or if a legal holiday, then on the next succeeding day not a holiday, for the purposes of electing officers and transacting such other business as may properly come before the meeting. Monthly meetings shall be held on the third Tuesday of each month of the fiscal year from August through May. The Board of Directors, in its discretion, may cancel or reschedule the monthly meeting scheduled for the third Tuesday of December by notice provided to the Members at least ten (10) days prior to the scheduled date of such meeting.

2.7 Special Meetings. Special meetings of the Members shall be called at any time by the President or Secretary at the request of the Board of Directors or at the written request of then percent (10%) of the Members of the Corporation.

2.8 Place of Meetings. All meeting of the Members shall be held at Ledford High School, 140 Jesse Green Road, Thomasville, North Carolina, or at such other place as selected by the Board of Directors designated in the notice of such meetings.

2.9 Notice of Meetings. Notice of any annual, monthly, or special meeting of Members shall be delivered by U.S. mail or email not less than ten (10) days before nor more than thirty days before the meeting to each Member entitled to vote at such meeting.

2.10 Waiver of notice. Any Member may waive notice of any meeting, either before or after the meeting. Written waivers of notice shall be filed by the Secretary with the corporate records or as part of the minutes of the meeting. The attendance by a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called to convene.

2.11 Quorum and Voting. A simple majority of the members in attendance shall constitute a quorum for the transaction of business in any meeting of the corporation provided there are at least ten members in attendance. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by a vote of a majority of the Members present in person without notice other than by announcement at the meeting and without further notice to any absent Member.

ARTICLES III **Board of Directors**

3.1 General Powers and Duties. Except as otherwise provided in these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. The specific duties of the Board of Directors shall include, but shall not be limited to, the following:

- (a) To transact necessary business in the intervals between meetings of the Members and such other business as may be referred to the Board by the Members of the Corporation;
- (b) To create standing committees;
- (c) To approve the plans of work of the standing committees;
- (d) To provide regular reports to the Members on the activities of the Corporation at the monthly meetings of the Members;

- (e) To appoint an auditor or auditing committee are least two weeks before the annual meeting of the Members to audit the Financial Officer's accounts; and
- (f) To prepare and submit to the Members of the Corporation for approval a budget for the fiscal year, to be done at each annual meeting of the Members.

3.2 Number and Qualifications. The number of directors constituting the Board of Directors shall be not less than five (5) nor more than twenty (20), as may be fixed or changed from time to time, within the minimum and maximum, by the Members. The initial number of directors shall be nine (9).

3.3 Appointment of Directors. The then-acting band directors of Ledford High & Middle Schools shall be members of the Board of Directors, ex officio, by virtue of their employment as band directors. The President, Vice President, Secretary, Financial Officer, and Financial Assistant of the Corporation shall be members of the Board of Directors, ex officio, by virtue of their election as officers. Standing Committee Chair Person(s) and Members At Large (a minimum of 2, maximum of 4 High School and Middle Schools) shall be members of the Board of Directors by virtue of their appointment.

3.4 Term of Directors. The term of every director shall expire at the next annual Members' meeting following the director's election or upon such director's death, resignation or removal. The term of a director elected to fill a vacancy expires at the next members' meeting at which directors are elected. A decrease in the number of directors does not shorten an incumbent director's term. Despite the expiration of a director's term, such director shall continue to serve until a successor shall be elected and qualifies or until there is a decrease in the number of directors.

3.5 Removal. Any director may be removed at any time with or without cause by a vote of a majority of the Members entitled to vote and present at a meeting at which a quorum is present. A director may not be removed by the Members at a meeting unless the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the director. If any directors are so removed, new directors may be elected at the same meeting.

3.6 Vacancies. Any vacancy occurring in the Board of Directors, including without limitation a vacancy resulting from an increase in the number of directors shall be filled by a vote of the Members at a meeting at which a quorum is present.

3.7 Compensation. No director shall receive compensation from the Corporation for his or her services as such.

ARTICLE IV
Meetings Of Directors

4.1 Annual meetings. The annual meeting of the Board of Directors shall be held at such time and place as shall be determined by the Board of Directors for the transaction of any other business properly before the Board of Directors.

4.2 Special meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors.

4.3 Place of meetings. The annual or any special meeting of the Board of Directors may be held at Ledford High School, 140 Jesse Green Road, Thomasville, North Carolina, or at such other place as shall be designated in the notice of the meeting or in a waiver or notice of the meeting signed by all the directors then in office.

4.4 Notice of meetings. The Secretary shall give notice of each annual meeting of the Board of Directors by contacting each director at least seven (7) days before the meeting. The President or other persons calling a special meeting of the Board of Directors shall give notice thereof (or cause the Secretary to give notice) by contacting each director at least two (2) days before the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at a meeting of the Board of Directors, except as otherwise provided by law or these bylaws.

4.5 Waiver of notice. Any director may waive notice of any meeting, either before or after the meeting. Written waivers of notice shall be filed by the Secretary with the corporate records or as part of the minutes of the meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

4.6 Quorum. A majority of the number of directors fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

4.7 Manner of acting. Except as otherwise provided in these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.8 Presumption of assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his contrary vote is recorded or his dissent is otherwise entered in the minutes of the meeting or unless he either files his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or forwards his written dissent by registered mail to the Secretary of the Corporation immediately after the

adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of such action.

4.9 Informal action by directors. Action taken by a majority of the directors without a meeting is nevertheless action of the Board of Directors if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken. To the fullest extent permitted by Sections 55A-8-21 and 55A-1-70 of the North Carolina General Statutes, the consent of any director to an action of the Board of Directors may be made in electronic form and delivered by electronic means.

4.10 Participation by telephone. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications device that allows all persons participating in the meeting to hear each other. Participating by this means shall be deemed presence in person at the meeting.

ARTICLE V

Officers

5.1 Officer of the Corporation. The officers of the Corporation shall consist of the President, a Vice President, a Secretary, a Financial Officer, and a Financial Assistant, each of whom shall be an *ex officio* member of the board of directors.

5.2 Election and term. The officers of the Corporation shall be elected by the members at the April General meeting and installed in the Annual meeting of the Members, and except as otherwise provided herein, each officer shall hold office until his or her death, resignation, retirement, remove or disqualification or until the later of the expiration of a term of one (1) year or the date on which his or her successor shall have been elected and qualified. No officer shall serve more than three (3) consecutive years in the same office.

5.3 Removal. Any officer may be removed by a majority vote of the Members entitled to vote and present at a meeting at which a quorum is present. An officer may not be removed by the Members at a meeting unless the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the officer. If any officers are so removed, new officers may be elected at the same meeting.

5.4 President. The President shall be the chief executive officer of the Corporation and shall be primarily responsible for the implementation of policies of the Board of Directors. The President shall also serve as the chairperson of the board of directors. The President shall have authority over the general management of the Corporation in accordance with these Bylaws, subject only to the ultimate authority of the Board of Directors. The President may sign

or execute instruments in the name of the Corporation except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation or shall be required by law otherwise to be signed executed. In addition, the President shall perform all duties incident to the office of the President and such duties as from time to time may be assigned to him by the Board of Directors. The President shall serve as a member, *ex officio*, of the Financial Committee.

5.5 Vice President. The Vice President shall have such powers and duties as may from time to time be assigned to him by the Board of Directors. The Vice President may sign and execute in the name of the Corporation instruments authorized by the Board of Directors, except where the signing and execution of such documents shall be expressly delegated by the Board of Directors or the President to some other officer or agent of the Corporation or shall be required by law or otherwise to be signed or executed. In the absence of the President or in the event of his death, inability or refusal to act, the Vice President in the order of their length of service as Vice President, unless otherwise determine by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

5.6 Secretary. The Secretary shall keep the minutes of the Board of Directors. He shall keep all minutes of all such meetings in books designated for those purposes. The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. He shall have charge of the books, records and papers of the Corporation. He shall have custody of the seal of the corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized, and shall sign such instruments as may require his signature. He shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman, by the Board of Directors or by these Bylaws.

5.7 Financial Officer. The Financial Officer shall have charge of and be responsible for all funds and securities, receipts, and disbursements of the Corporation, and shall deposit all monies and securities of the Corporation in such banks and depositories as shall be designated by the Board of Directors, provided that the Board of Directors may appoint a custodian or depository for any such funds or securities, and the Board of Directors may designate those persons upon whose signature or authority such funds may be disbursed. The Financial Officer, along with the Financial Assistant, shall be responsible (i) for maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; (ii) for the preparation of appropriate operating budgets and financial statements; and (iii) for the preparation and filing of all tax returns required by law. The Financial Officer shall present a full financial report at both the first regular meeting of the Members of the school year and at the annual meeting of the Members but will have a financial report available at every General Meeting for review. The Financial Officer shall serve as a member, *ex officio*, of the Financial

Committee. The Financial Officer position will be filled by the rising Financial Assistant for the period of one year.

5.8 Financial Assistant. In the absence of the Financial Officer or in the event of his death, inability or refusal to act, the Financial Assistant shall perform the duties of the Financial Officer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Finance Officer. The Financial Assistant shall perform such other duties as may be assigned to the Financial Assistant by the Financial Officer, by the President, or by the Board of Directors. The Financial Assistant, along with the Financial Officer, shall be responsible (i) for maintaining adequate financial accounts and records in accordance with generally accepted accounting practices; (ii) for the preparation of appropriate operating budgets and financial statements; and (iii) for the preparation and filing of all tax returns required by law. The Financial Assistant shall present a full financial report at both the first regular meeting of the Members of the school year and at the annual meeting of the Members. The Financial Assistant shall serve as a member, *ex officio*, of the Financial Committee. The Financial assistant shall be elected by the Members at the annual meeting of the Members in each odd-numbered year and shall hold office until his or her death, resignation retirement, removal of disqualification or until the later of the expiration of a term of two (2) year (1st year as Financial Assistant, 2nd year as Financial Officer).

5.9 Validity of Signatures. In case any person whose signature shall appear on any bond, note, or other evidence of indebtedness of the Corporation shall cease to be an officer or hold an office different from that held at the time of signature before the delivery of such instrument, such signature shall nevertheless be valid and sufficient for all purposes the same as if he or she had remained in such office until such delivery.

5.10 Compensation. No officer shall receive any compensation from the Corporation for his or her service as such.

ARTICLE VI **Committees**

6.1 Appointment. The Officers shall appoint from among the Members of the Corporation all committees that it deems necessary to promote the purposes and carry on the work of the Corporation and shall appoint the chairpersons of each such committee. Each chairpersons of a committee appointed by the officers shall serve for one year from the date of such chairperson's appointment. The number of persons serving on each such committee shall be determined by a vote of the Officers.

6.2 Standing Committees. Each year, within a reasonable time after their election, the officers shall appoint the following standing committees and the chairperson of each such committee:

- (a) Fundraising;
- (b) Financial Committee;
- (c) Technology and Communication ;
- (d) Equipment Management;

The specific responsibilities of each standing committee shall be determined by the Board of Directors and relayed to each standing committee in writing. The chairperson of each standing committee shall present a plan of work to the officers for approval before incurring any expenses or committing to the expenditure of any funds of the Corporation.

6.3 Special Committees. Special committees may be appointed by the Board of Directors as needed. The chairperson of the special committee will not become a member of the board of directors. The specific responsibilities of each special committee shall be determined by the Board of Directors and relayed to each standing committee in writing. The chairperson of each special committee shall present a plan of work to the officers for approval before incurring any expenses or committing to the expenditure of any funds of the Corporation.

ARTICLE VII

Budget, Contracts, Loans, Checks and Deposits

7.1 Budgets. The High School Band Director, Middle School Band Director(s), and LPYMA Financial Committee shall submit tentative budgets for the following fiscal year by April 30. Those budgets will be reviewed by the Board of Directors and presented to the Members of the Corporation for approval.

7.2 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, 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. Notwithstanding the foregoing, however, no officer or agent shall enter into any contract obligating the Corporation to make any expenditure in excess of One Thousand dollars (\$1,000) not to exceed Two Thousand, Five Hundred dollars (\$2,500) unless authorized by a vote of the Board of Directors at a meeting at which a quorum is present. Any expenditure in excess of Two Thousand Five Hundred dollars (\$2,500) must have 3 bids and must be voted on by the Members of the Corporation at a meeting at which a quorum is present.

7.3 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless specifically authorized by a vote of the Members at a meeting at which a quorum is present.

7.4 Checks and drafts. All checks, drafts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, or employee or employees of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board of Directors. Notwithstanding the foregoing, however, no check, draft or other order for the payment of money in an amount in excess of One Thousand dollars (\$1000) not to exceed Two Thousand Five Hundred dollars (\$2,500) shall be issued in the name of the corporation unless authorized by a vote of the Board of Directors at a meeting in which a quorum is present. Any check, draft, or other order for the payment of money in excess of Two Thousand Five Hundred dollars (\$2,500) shall be voted on by the Members of the Corporation at a meeting at which a quorum is present.

7.5 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

ARTICLE VIII **General Provisions**

8.1 Seal. The corporate seal of the Corporation shall contain the name of the Corporation and shall be in such form as approved by the Board of Directors.

8.2 Waiver of notice. Whenever any notice is required to be given to any director or Member by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the director or Member entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

8.3 Fiscal year. The fiscal year of the corporation shall be from July 1 through June 30.

8.4 Amendment of bylaws. Except as otherwise provided by law, by the Articles of Incorporation or herein, these Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Members entitled to vote at any annual or special meeting of the members at which a quorum is present; provided, however, that notice of the proposed action shall have been included in the notice of the meeting or shall have been waived as provided in these Bylaws.

Schedule A
Lifetime Members