

BY-LAWS OF THE  
FRIENDS OF THE BRATTLEBORO MUSIC CENTER, INC.

ARTICLE I

Section 1. NAME. The name of this Corporation is set forth in the Articles of Association is "Friends of the Brattleboro Music Center, Inc." This name shall be used on all official instruments of the Corporation. The Corporation may use the name "Brattleboro Music Center" on other than official instruments.

Section 2. PLACE OF BUSINESS. The Corporation shall have its principal office and place of business at Brattleboro in the County of Windham and State of Vermont.

Section 3. FISCAL YEAR. The fiscal year of the Corporation begins July 1 in each year and ends on June 30 of the succeeding year.

ARTICLE II

MEMBERS

Section 1. QUALIFICATIONS. The Members of the Corporation shall be the Trustees. Each member shall be entitled to one vote at any of the annual or special meetings of the members.

Section 2. ANNUAL MEETING. The annual meeting of the members shall be held at the office of the Corporation or such other place as may be designated in the call, in the last month of the organization's fiscal year. In the event that the annual meeting shall fail to take place at the time so designated through oversight or otherwise, a subsequent meeting may be held to be designated as the postponed annual meeting and any business transacted or elections held at such postponed meeting shall be as valid as if transacted or held at the annual meeting.

Section 3. SPECIAL MEETING. A special meeting of the Members may be called by order of the President at any time and shall be called by the President or the Secretary upon the request of any two (2) Trustees or upon the request of one-tenth of the Members. The call for such special meetings shall contain a statement of the object for which such meeting is to be held.

Section 4. NOTICE. Notice of the annual meeting of the Members shall be given by the Secretary at least ten (10) days prior to the date thereof by mail, telephone, or telegraph, or personally. Notice of a special meeting of the Members shall be given in the same manner not less than three (3) days prior to the date of such meeting.

Section 5. QUORUM. At any meeting of the Members a majority of the Members or ten (10) of the Members if that be less than a majority shall constitute a quorum, but a lesser number may adjourn any meeting from time to time and any such adjourned meeting may be held without notice. Where a quorum is present at any meeting, the vote of a majority of the Members so present shall decide any question brought before such meeting except as otherwise provided by law or by these By-laws.

### ARTICLE III

#### TRUSTEES

Section 1. NUMBER, POWERS, AND DUTIES. The business and property of the Corporation shall be managed by its Trustees who shall consist of such number of persons, not fewer than three (3), at least two (2) of whom shall reside within the state of Vermont. The Trustees shall be elected by the Members of the Corporation to serve for a three-year term. An individual may serve as a Trustee for two (2) consecutive three (3) year terms, but thereafter such individual may not be elected to serve as a Trustee except after an interval of one (1) year. As far as possible, elections shall be made and vacancies filled so that the terms of one-third of Trustees shall expire each calendar year. Vacancies may be filled by the remaining Trustees at any Annual or Special Meeting.

Section 2. HONORARY TRUSTEES. The Corporation may designate Honorary Trustees. Such Honorary Trustees may be elected by the Trustees at any special or annual meeting of the Trustees in recognition of unique contribution to the corporation.

Section 3. EXECUTIVE COMMITTEE. The Trustees may by vote delegate all or part of their powers, rights or privileges except as limited by statutory law to an Executive Committee, consisting of not less than three (3) of their number in the interim between meetings of the Trustees. The members of the Executive Committee shall be determined by the Trustees from time to time but shall include all of the elected officers of the Corporation.

Section 4. COMMITTEES. The Trustees may, from time to time, create Standing and Ad Hoc Committees to be composed of serving Trustees and other persons to carry out such actions and functions as the Trustees may designate.

Section 5. ANNUAL MEETING. The annual meeting of the Trustees shall be held immediately following the annual meeting of the Members.

Section 6. REGULAR MEETINGS. Regular meetings of the Trustees shall be held not more frequently than monthly at such dates to be established by the Trustees at such time and place as shall be determined by the President and set forth in the call of the meeting. The annual meeting shall be deemed to be one of the Regular Meetings.

Section 7. SPECIAL MEETING. A special meeting of the Trustees may be held at any time or place whenever called by the President. The President shall call a special meeting upon the request of any two (2) Trustees.

Section 8. NOTICE. Notice of the annual meeting of the Trustees need not be given but notice of regular or special meetings shall be given by mail, telephone or telegraph, or personally not less than three (3) days prior to such special meeting. However, notice may be waived by being personally present at the meeting or by waiver in writing.

Section 9. QUORUM. At any meeting of the Trustees a majority of the Trustees or ten (10) of the Trustees if that be less than a majority, but in no event less than one-third of the whole number of Trustees, shall constitute a quorum, but a lesser number may adjourn any meeting from time to time and any such adjourned meeting may be held without further notice. Where a quorum is present at any meeting, the vote of a majority of the Trustees so present shall decide any question brought before such meeting except as otherwise provided by law or by these By-Laws.

#### ARTICLE IV OFFICERS

Section 1. ELECTION AND APPOINTMENT. The officers shall consist of a President, a Treasurer and a Secretary and such other officers as the Trustees may from time to time determine proper. The Secretary shall be a resident of Vermont and is to be elected by the Members of the Corporation. Except for the Secretary, the officers shall be elected at the annual meeting of the Trustees and shall hold office until the next annual meeting or until their successors are elected and qualified, unless sooner removed by the Trustees. Any individual may serve as an officer of the corporation for three (3) consecutive one (1) year terms, but thereafter such individual shall not be elected to serve in the same office except after an interval of one (1) year. Vacancies in any office, including Secretary, may be filled by the Trustees at their annual or any duly called special meeting. The President shall be chosen from among the Trustees. The President and Secretary may not be the same person.

Section 2. PRESIDENT. The President shall preside at all meetings of the Members and of the Trustees. The President shall have general supervision, management, and control of the business and activities of the Corporation and shall perform such other duties as the Trustees may from time to time delegate.

Section 3. TREASURER. The Treasurer shall have the custody of all the corporate funds or securities and shall keep a full and accurate account of receipts and disbursements in the books of the Corporation. The Treasurer shall deposit money and other valuable property in

the name and to the credit of the Corporation in such depositories as may be designated by the Trustees. The Treasurer shall disburse the funds of the Corporation as shall be ordered by the Trustees. The Treasurer shall render to the President and the Trustees at their annual meeting or whenever they may require it a full account of all his transactions and of the financial condition of the corporation. The Treasurer shall not be required to give a bond for the faithful performance of the Treasurer's duties. All checks and other commercial paper shall be signed in the manner allowed by the Trustees.

Section 4. SECRETARY. The Secretary shall keep accurate minutes of all meetings of the Members and of the Trustees. The Secretary shall have the custody of all documents in possession of the Corporation. The Secretary shall be responsible for filing with proper officials all documents required by law to be filed by the Corporation. The Secretary shall also perform such other duties as may be prescribed by the laws of the State of Vermont and as the Trustees may from time to time designate.

Section 5. OTHER OFFICERS. Other officers elected or appointed by the Trustees as herein provided shall perform such duties and exercise such powers as may be designated by the Trustees.

Section 6. VACANCIES. In the event of a vacancy caused by the death, resignation removal or disqualification of any officer, the Trustees may choose a successor, which officer shall hold office until the expiration of the term of the officer whom he succeeds.

## ARTICLE V INDEMNITY

Section 1. The Corporation shall indemnify any and all of its present, former and future Trustees and Officers and the heirs, executors and administrator of any such Trustees or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties by reason of being or having been Trustees or Officers of the Corporation, except in relation to matters as to which any such Trustee or Officer shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty. In the event of a settlement of any such action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. The indemnification provided by this paragraph shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of the Members or otherwise.

ARTICLE VI  
AMENDMENTS

Section 1. These By-Laws may be amended, altered or repealed at an annual or special meeting of the Members by a vote of a majority of the Members present, provided however that notice of the proposed amendment, alteration, or repeal be given in the call of such special meeting. The Board of Trustees may amend, alter, or repeal these By-Laws at any special meeting called for that purpose subject to ratification or rejection by the Members at their next annual or special meeting.