

BYLAWS
OF
ROCKVILLE BRASS BAND, INC.

A Maryland Nonstock Corporation

Adopted:

AUGUST 15, 2000
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OF
ROCKVILLE BRASS BAND, INC.

(a nonstock corporation formed under the general laws of the State of Maryland)

ARTICLE I

Offices

Section 1.01 Location. A principal office of the Corporation shall be located within the State of Maryland, at such place as is designated by the Articles of Incorporation. The Corporation may maintain additional offices at such other places within or without the State of Maryland as the Board of Directors may designate.

ARTICLE II

Members

Section 2.01 No Members. The Corporation shall not have members. All powers that applicable law provides to members shall be exercised by the Board of Directors.

Section 2.02 Honorary Titles. The Board of Directors may from time to time establish honorary titles for persons who may make contributions to the Corporation. Such titles may include the word "member," but inclusion of such term shall not give any such person legal rights as a "member" of the Corporation.

ARTICLE III

Board of Directors

Section 3.01 Power of the Board. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

Section 3.02 Number of Directors; Classes. The number of directors constituting the entire Board of Directors shall be not less than one nor more than twenty. The number of directors may be increased or decreased by the affirmative vote of a majority of the entire Board of Directors, except that no decrease shall affect the tenure of office of any incumbent director.

The Board of Directors shall be divided into two classes of approximately equal

size. Directors shall be assigned to a class at the time of their election. The number of directors in each class shall be determined by the Board of Directors.

Section 3.03 Election and Term of Directors. The initial Board of Directors shall be comprised of those directors named in the Articles of Incorporation. At each annual meeting of the Board of Directors thereafter, the directors then in office shall elect directors, each director to hold office for a term ending with the terms of other members of the director's class. If a director's term expires, a successor has not been elected, and the directorship was not eliminated by a reduction in the number of directors, the director shall continue to serve until the director's successor is selected or the Board eliminates the directorship by reducing the number of directors.

The members of one class of directors shall be elected for terms ending at the end of the next annual meeting to be held in an even-numbered year. The members of the other class of directors shall be elected for terms ending at the end of the next annual meeting to be held in an odd-numbered year.

If the number of directors in any class is increased, the term of a director elected to such a newly created vacancy shall end at the end of the next annual meeting unless such vacancy is filled at the annual meeting at which such class is elected, in which case the director shall be elected for a full two-year term.

Directors shall be elected by a majority vote of the Board of Directors. Each director shall be entitled to one vote for each vacancy. Cumulative voting is prohibited. If the number of candidates who receive majority votes exceeds the number of vacancies, those candidates with the most votes shall be elected.

Section 3.04 Newly Created Directorships and Vacancies. Vacancies in the Board of Directors (including vacancies resulting from an increase in the number of directors) may be filled at any annual, regular or special meeting of the Board of Directors. A director elected to fill a vacancy shall serve until the next annual meeting.

Section 3.05 Removal of Directors. Except as provided by Md. Corps. & Ass'ns. Code Ann. § 2-406(b) or other applicable law, any one or more of the directors may be removed with or without cause at any time by affirmative vote of a majority of the entire Board of Directors.

Section 3.06 Resignation. Any director may resign at any time upon written notice to the Corporation. Such resignation shall take effect at the later of the time specified in the notice or the date the notice is delivered to the Secretary. Unless otherwise specified in the notice of resignation, no acceptance of such resignation shall be necessary to make it effective.

Section 3.07 Quorum of Directors and Action by the Board. Unless a greater proportion is required by the law or by the Articles of Incorporation, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business, and, except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the action of a majority of the directors present at a meeting at which a quorum is present, shall be the action of the Board.

Section 3.08 Meetings of the Board. An annual meeting of the Board of Directors shall be held each year in the month of April at such time and place as shall be fixed by the Board of Directors for the election of officers and directors and for the transaction of such other business as may properly come before the meeting.

Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the Chairman of the Board, if any, the Vice-President of the Board, if any, the President or any two directors.

Meetings of the Board of Directors may be held at any place in or out of the State of Maryland as may be fixed in the notice of meeting for regular or special meetings.

A notice, or waiver of notice, need not state the business to be transacted at or the purpose of any regular or special meeting of the Board of Directors.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of the notice which is filed with the records of the meeting, or is present at the meeting.

Section 3.09 Informal Actions by Directors; Meetings by Conference Telephone. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a unanimous written consent which sets forth the action is 910 signed by each member of the Board of Directors, and (ii) filed with the minutes of proceedings of the Board.

Members of the Board may participate in a meeting by means of conference telephone or similar communications equipment if all persons participation in the meeting can hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 3.10 Compensation of Directors. The Corporation shall not pay any compensation to directors for services rendered to the Corporation as directors, except that directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

ARTICLE IV

Committees

Section 4.01 Executive Committee and Other Committees. The Board of Directors, may appoint from among its members an Executive Committee and other committees, each consisting of two or more directors, and delegate to these committees any of the powers of the Board, except that power to (i) amend the Bylaws, (ii) elect directors, (iii) increase or decrease the size of the Board of Directors, or (iv) approve any merger of the Corporation with or into another entity.

The members of any committee present at any meeting, whether or not they constitute a quorum, may appoint a director to act in the place of an absent member.

Section 4.02 Committee Rules. Unless the Board of Directors otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board of Directors or in rules adopted by such committee, a majority of the authorized number of members of each committee shall constitute a quorum for the transaction of a business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee, and each committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article III of these Bylaws.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of such committee may be taken without a meeting of a written unanimous consent which sets forth the action taken is (i) signed by each member of the committee, and (ii) filed with the minutes of proceedings of such committee.

Members of a committee of the Board may participate in a meeting of the committee by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by such means constitutes presence in person at the meeting.

Section 4.03 Service of Committees. Each committee of the Board of Directors shall serve at the pleasure of the Board.

The appointment of any committee, the delegation of authority to it, or action by it under that authority does not constitute, or itself, compliance by any director, not a member of the committee, with the standard provided in § 2-405.1 of the Maryland General Corporation Law for the performance of duties of directors.

Section 4.04 Records. Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records and supplied to each Director.

ARTICLE V

Officers, Agents and Employees

Section 5.01 Officers. The Board of Directors shall elect a President, a Secretary and a Treasurer, and it may, if it so determines, elect such other officers and may give of them such further designation or alternate titles as it considers desirable. Any two or more offices except those of President and Vice-President may be held by the same person.

Section 5.02 Term of Office and Removal. Each officer shall hold office for the term for which he is elected and until his successor has been elected and qualified. All officers shall be elected at the annual meeting of the Board. Any officer may be removed by the Board of Directors if in the judgment of the Board, the best interests of the Corporation will be served.

Section 5.03 Resignation. Any officer may resign at any time by giving written notice to the Corporation. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation.

Section 5.04 Powers and Duties of Officers.

A. **President.** The President shall serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and the Executive Committee and, subject to the supervision of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board of Directors.

B. **Vice-President.** In the absence of the President or in the event of his inability or refusal to act, the Vice-President 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. The Vice-President shall perform other such duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board of Directors.

C. **Secretary.** The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to

be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his signature. The Board of Directors may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

D. Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board of Directors, and such other duties as shall from time to time be assigned by the Board of Directors. The Treasurer shall, if required by the Board of Directors, give such bond or security for the faithful performance of duties as the Board of Directors may require.

E. Agents and Employees. The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such persons shall not itself create contract rights.

Section 5.06 Compensation of Officers, Agents and Employees. The Corporation may pay compensation in reasonable amounts to officers for services rendered, such amounts to be fixed by a majority of the entire Board of Directors.

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE VI

Miscellaneous

Section 6.01 Fiscal Year. The fiscal year of the Corporation shall begin on July 1st of one year and end on June 30th of the following year.

Section 6.02 Corporate Seal. The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "Maryland" and the year the Corporation was formed in the center, or shall have such form as may be approved from time to time by the Board of Directors.

Section 6.03 Checks, Notes, Contracts. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 6.04 Books and Records. The Corporation shall keep at its office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the directors and officers of the Corporation and their residence addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 6.05 Amendment of Articles of Incorporation and Bylaws. The Articles of Incorporation of the Corporation may be adopted, amended or repealed in whole or in part by a majority vote of the directors then in office. The Bylaws of the Corporation may be adopted, amended or repealed in whole or in part by a majority vote of the Board of Directors then in office.

Section 6.06 Loans to Directors, Officers and Employees. The Corporation shall not make any loans to officers, directors or employees.