

**BY-LAWS
of
PENINSULA PAN**

ARTICLE I

Name

The name of the corporation shall be “Peninsula Pan”

ARTICLE II

Organization

The primary purpose of this organization is exclusively educational and charitable within the meaning of Section 501©(3) of the Internal Revenue Code of 1986 or such other provisions of state or federal law as may from time to time be applicable. The specific purpose is to provide support for steel drum programs to educate the general public about this unique musical instrument, the only new orchestral instrument invented in the twentieth century, and for other charitable purposes. The organization will have no members, but will be governed by a Board of Directors.

ARTICLE III

Directors’ Meetings

Meetings of the Directors shall be held either at the office of the corporation in Blue Hill, Maine, or at such other place in the State of Maine as is stated in the call, or at such place outside the State of Maine as is stated in the call. The annual meeting of the Directors of the corporation shall be held at such hour as is stated in the notice thereof on the third Monday in October each year, if not a legal holiday. In the event that such annual meeting is omitted by oversight or otherwise on the date herein provided for, a subsequent meeting may be held in place thereof, and any business transacted or elections held at such a meeting shall be as valid as if transacted or held at the annual meeting. Such subsequent meeting shall be called in the same manner and as prescribed for special Directors’ meetings. Special Meetings of the Directors of the corporation shall be held whenever called by the President of the Board of Directors.

ARTICLE IV

Notice of Directors’ Meetings

Notice of all annual Directors’ meetings, stating the time and place, shall be given by the Clerk by mail or e-mail to each Director of record at his or her registered address at least five (5) days prior to the date of the meeting and the person giving such notice shall make affidavit in relation thereto.

Notice of all special Directors' meetings stating the time and place, and the object for which such meetings are called, shall be given by the Clerk by mail or e-mail to each Director at this or her registered address at least two (2) days prior to the date of the meeting, and the person giving such notice shall make affidavit in relation thereto.

If, however, all Directors are present, either in person or by proxy at any meeting, and sign a written consent upon the records thereof, such meeting shall be legal, notwithstanding that notice has not been given as hereinbefore provided.

ARTICLE V

Quorum

At any meeting of the Directors a majority of the Directors of record in person or by proxy, shall constitute a quorum, but a less number may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice, but no actions requiring a vote may be taken. When a quorum is present at any meeting, a majority of the Directors present in person or by proxy shall decide any question brought before such meeting.

ARTICLE VI

Proxy and Voting

Directors of record may vote at any meeting either in person or by proxy in writing, which shall be filed with the clerk of the meeting before being voted.

ARTICLE VII

Board of Directors

A Board of not less than five (5) nor more than nine (9) Directors shall consist of the Music Director of Flash in the Pans, the Captain of Flash in the Pans and three (3) to seven (7) others to be chosen by members of Flash in the Pans, from its' membership or as nominated by Peninsula Pan, in October prior to the annual meeting of Peninsula Pan. The Board of Directors may, at a special meeting held for the purpose, increase (within the above limits) the number of Directors as thus fixed and elect Directors to complete the number so fixed. Each Director shall serve until the next annual meeting and until his successor is elected and shall qualify. The Directors shall have the entire management of the business of the corporation. In the management and control of the property, business and affairs of the corporation the Board of Directors is hereby vested with all the powers possessed by the corporation itself, so far as the delegation of authority is not inconsistent with the laws of the State of Maine, with the Articles of Incorporation or with these By-Laws. The Board of Directors shall have power to accept donations as a member of the board.

No compensation shall be paid to any Director for services as a member of the board, except that by resolution of the board, directors may be reimbursed for expenses incurred on behalf of the corporation.

ARTICLE VIII

Meetings

Regular meetings of the Board of Directors shall be held in such place and at such times as the Board may by vote from time to time determine and if so determined, no notice thereof need be given. Special meetings of the Board of Directors may be held at any time or place, whenever called by the President or two or more Directors, reasonable notice thereof being given by the officer calling the meeting to each Director, or at any time without formal notice, provided all the Directors are present or those not present have waived notice thereof. Such special meetings shall be held at such times and places as the notice thereof or waiver shall specify.

ARTICLE IX

Committees

The Board of Directors may by resolution or resolutions, passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the Directors of the corporation as well as any additional individuals chosen by the Directors. Each such committee formed, by the board, shall have specific powers as determined by the board and specified in the resolution or resolutions creating said committee. Such committee or committees shall have such name or names as may be stated in these By-laws or as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board when required.

ARTICLE X

Officers

The officers of the corporation shall be a President, a Treasurer and a Clerk. The President and the Treasurer shall be elected by the Directors of Peninsula Pan and shall hold their offices until their successors, respectively, are chosen and have qualified or until their earlier resignation or removal from office.

ARTICLE XI

Eligibility or Officers

The President and Treasurer shall be Directors of the corporation. The Clerk and such other officers as may be appointed may be, but need not be, directors of the corporation. The Clerk shall be a natural person resident in the State of Maine.

ARTICLE XII

Additional Officers and Agents

The Board of Directors, at its discretion may appoint such other officers and assistant officers and agents as it may deem necessary and prescribe the powers and duties thereof.

ARTICLE XIII

President

The President shall be the chief executive officer of the corporation and, when present, shall preside at all meetings of the Board of Directors, and the President, unless some other person is thereunto specifically authorized by vote of the Board of Directors, shall sign all bonds, deeds, and contracts of the corporation. The President shall perform all the duties commonly incident to the office, including creating ad hoc committees and appointing Directors or others to said committees, and shall perform such other duties as the Board of Directors shall from time to time designate.

ARTICLE XIV

Treasurer

The Treasurer shall have the care, custody and control of the money, funds, valuable papers, and documents of the corporation (other than his or her own bond, which shall be in the custody of the President), and shall have and exercise under the supervision of the Board of Directors, all the powers and duties commonly incident to his or her office, and shall give bond if required by the Board of Directors in such sum and with such sureties as shall be required by the Board of Directors. He or she shall deposit all funds of the corporation in such bank or banks, trust company or trust companies or with such firm or firms doing banking business as the Directors shall designate. He or she may endorse for deposit or collection all notes, checks, et cetera, payable to the corporation or its order and may accept drafts on behalf of the corporation. He or she shall keep accurate books of account of the corporation's transactions, which shall be the property of the corporation, and together with all its property in possession, shall be subject at all times to the inspection and control of the Board of Directors, and shall in every way be subject to their orders. All checks, drafts, notes or other obligations for the payment of money shall be signed by such officer or officers of the corporation as the Directors shall from time to time by resolution direct.

ARTICLE XV

Clerk

The Clerk of the corporation shall be present at all meetings of the Board of Directors and shall keep an accurate record of the proceedings at such meetings in books provided for that purpose, which books shall be open at all reasonable times to the inspection of any Director and shall perform such other duties and have such other powers as the Board of Directors shall from time to time designate. In the absence of the Clerk from any such meeting, a Clerk pro tempore shall be chosen, who shall record the proceedings of such meeting in the aforesaid books. The Clerk may designate another Director or person to record the minutes of said meetings, but shall be responsible to the accuracy and availability of the proceedings of said meetings.

ARTICLE XVI

Removals

The Directors may at any annual meeting or at any special meeting called for the purpose remove from office and Director of the corporation, and elect a successor. The Directors may, by vote of not less than a majority of the entire Board, remove from office any officer, assistant officer or agent elected or appointed by them.

ARTICLE VII

Vacancies

If the office of any Director, Officer, Assistant Officer or Agent, one or more, become vacant by reason of death, resignation, removal, disqualification or otherwise, and the vacancy, if in the office of a Director, shall not have been filled by members of Flash in the Pans Steel Band, the remaining Directors, though less than a quorum, may, by a majority vote, choose a successor or successors, who shall hold office for the unexpired term. Vacancies in the Board of Directors may also be filled for the unexpired term by the Directors at a meeting called for that purpose.

ARTICLE VIII

Amendments

These By-laws may be altered, amended or repealed at any meeting of the Board of Directors by vote of not less than a majority of the members of the Board voting thereon, provided that notice of the proposed alteration, amendment or repeal is given in the notice of said meeting.

ARTICLE XIX

Indemnification

To the full extent permitted by the Maine Nonprofit Corporation Act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, wherever and by whomsoever brought, including any such proceeding by or in the right of the corporation, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director of the corporation, shall be indemnified by the corporation by an affirmative vote of the majority of the Directors, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action. The indemnification shall inure to the benefit of the heirs, executors, and administrators of such person.

Bylaws – as amended 13 October 2005