

BY-LAWS of PENINSULA PAN, Inc.

As adopted in 2001 and amended October 13, 2005 and March 10, 2021

ARTICLE I Name

The name of the corporation shall be Peninsula Pan, Inc., also known as Peninsula Pan.

ARTICLE II Organization

The primary purpose of Peninsula Pan is educational and charitable within the meaning of Section 501(3)(c) of the Internal Revenue Code of 1986 or such other provisions of state or federal law. Peninsula Pan provides support for steel band educational and performance programs and for other charitable purposes. The organization will be governed by a Board of Directors.

ARTICLE III Membership

Members of the Board of Directors shall constitute the membership of the Corporation.

ARTICLE IV Board of Directors

A. Composition of the Board of Directors—A Board of not less than five (5) nor more than eleven (11) Directors shall consist of the Music Director of Flash! in the Pans, the Captain(s) of Flash! in the Pans, and others to be chosen by members of Flash! in the Pans, from its membership, or as nominated by Peninsula Pan Board members.

B. Election—Directors shall be elected by a majority vote of those members present.

C. Terms—Each Director shall serve a one-year term. Directors may be elected for an unlimited number of terms.

D. Removal—A Director who has missed three or more consecutive meetings may be removed by a majority vote of members. A Director may be removed for any reason by a vote of two-thirds of the members. A Director may resign at any time.

E. Vacancies—Vacancies may be filled at any time by a majority vote of members.

F. Authority—The Board of Directors shall constitute the governing body of the Corporation and shall manage its affairs. The Board shall have all powers necessary to carry out the objectives of the Corporation as set forth in Article II. The Board may accept contributions, grants, and other gifts on behalf of the Corporation. The Board shall have the authority to hire and dismiss employees/independent contractors as necessary to carry out the objectives of the Corporation.

G. Meetings—Meetings of the Board of Directors shall be held at least four times each year, at a time and place designated by the Board President. One-third of Board members may, by written request, schedule additional meetings. Members may participate in meetings in person, or by phone, or through video-conference.

A meeting during the fourth quarter of the year shall be designated as the Annual Meeting, at which new members are elected and other formal annual business is conducted.

H. Notice of Meetings—Notice of all meetings, stating the date, time and place, shall be given by the President or Secretary by mail or e-mail to each director at least five (5) days prior to the date of the meeting. Notice of all special Directors' meetings, stating the date, time and place, and the object for which such meetings are called, shall be given by the President or Secretary by mail or e-mail to each director at least two (2) days prior to the date of the meeting.

I. Quorum—A majority of the Directors of record in person or by proxy, shall constitute a quorum for the transaction of business. A fewer number may commence any meeting from time to time, and the meeting may be held without further notice, but no actions requiring a vote may be taken.

J. Proxy and Voting—Directors of record may vote at any meeting either in person or by proxy in writing.

K. Conflict of Interest—Directors with any financial interest in the Corporation, such as the Music Director or any teaching Director receiving scholarship funds, will recuse themselves from any votes pertaining to those specific financial items in the Peninsula Pan budget. Directors will also inform the Board of any specific conflicts of interest regarding any Board topic of discussion and recuse themselves from any pertinent Board vote.

L. Compensation of Board Members—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. Directors shall be entitled to receive reasonable fees for goods or services rendered to the Corporation in capacities other than as members of the Board.

M. Committees—The Board of Directors may appoint any committee it deems necessary to help fulfill its functions.

ARTICLE V Officers

The officers of the Corporation shall be a President, a Treasurer, a Secretary and a Clerk. The President, Treasurer, and Secretary shall be members of and elected by the Directors of Peninsula Pan and shall hold their offices until their successors, respectively, are selected or until their earlier resignation or removal from office. The Clerk may be, but need not be, a Director of the Corporation. The Board of Directors, at its discretion, may appoint such other officers and agents as it may deem necessary and prescribe the powers and duties thereof.

A. President—The President shall be the Chief Executive Officer of the Corporation and 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.

B. Treasurer—The Treasurer shall have the care, custody and control of the money, funds, valuable papers, and documents of the corporation, 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, 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 the Treasurer or other officers of the Corporation as the Directors shall direct by resolution from time to time.

C. Secretary—The Secretary shall keep an accurate record of all proceedings and perform such other duties as the Board of Directors shall, from time to time, designate. In the absence of the Secretary from any meeting, another Board Member shall be chosen to record the proceedings.

D. Clerk—The Clerk shall ensure that all required state and federal filings are submitted on a timely basis.

ARTICLE VI Finances

A. Fiscal Year—The Board of Directors shall establish the corporation's fiscal year.

B. Budget—The Budget Committee of the Board of Directors, chaired by the Treasurer, shall prepare a budget prior to the beginning of each fiscal year. The proposed budget shall be distributed to the Board of Directors at least five (5) days prior to the Annual Meeting. The Board will vote on the budget at the Annual Meeting or at a special meeting if warranted.

C. Financial Statements—The Treasurer shall prepare an annual financial statement for review at the Annual Meeting. Interim financial statements may be provided by the Treasurer upon request from the Board President or another Director for specific purposes, such as grant applications or new expenses of the Corporation.

D. Fiscal Policy—The Board shall adopt and, from time to time, review a fiscal policy setting out a formal procedure that shall govern internal controls: the signing of checks, the obligation of funds, approval of contracts, and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the Corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

E. Property—The Board shall keep an inventory of all property owned by the corporation, develop and maintain policies and procedures related to its use (including loan/rental), and conduct inspections of such property as appropriate.

F. Seal—The Corporation will not use a common seal. The signature of the name of the Corporation by an authorized person shall be legal and binding.

ARTICLE VII Parliamentary Procedures

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

ARTICLE VIII Amendments

These Bylaws may be altered, amended or repealed at any meeting of the Board of Directors by vote of 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 IX 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.